



Muthoot Finance

Muthoot Finance Limited

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

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 19th Annual General Meeting of the members of Muthoot Finance Limited will be held at Kerala Fine Arts Society Hall, Fine Arts Avenue, Fore Shore Road, Kochi, Kerala – 682 016 on Thursday, 29th September 2016 at 10.30 a.m. to conduct the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended 31st March, 2016 including audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss and Cash flow Statement for the Financial Year ended on that date and the Reports of the Board of Directors and Auditors thereon.

2. To ratify the appointment of M/s. Rangamani & Co., Chartered Accountants (Firm Registration No.: 003050S) as Statutory Auditors of the Company and fix their remuneration and to pass the following resolution thereof:

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

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

4. To appoint a Director in place of Mr. George Thomas Muthoot (holding DIN: 00018281), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

5. To re-appoint Mr. John Kuttukaran Paul (holding DIN: 00016513) as Independent Director and in this regard to consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. John Kuttukaran Paul (holding DIN: 00016513), in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years continuing till the third Annual General Meeting from the date of appointment."

6. To re-appoint Mr. George Joseph (holding DIN: 00253754) as Independent Director and in this regard to consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. George Joseph (holding DIN: 00253754), in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years continuing till the third Annual General Meeting from the date of appointment."

7. To re-appoint Mr. Kariath George John (holding DIN: 00951332) as Independent Director and in this regard to consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Kariath George John (holding DIN: 00951332), in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years continuing till the third Annual General Meeting from the date of appointment."

8. To re-appoint Mr. John Mathew Kattapurath (holding DIN: 00371128) as Independent Director and in this regard to consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. John Mathew Kattapurath (holding DIN: 00371128), in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of one year continuing till the next Annual General Meeting from the date of appointment."

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

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

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above mentioned resolution including delegations of all or any of the powers herein conferred to any Directors, and/or Director(s) or officer(s) of the Company, to give effect to the resolutions."

By Order of Board of Directors
For Muthoot Finance Limited

Place: Kochi
Date: 23.08.2016

Sd/-
Maxin James
Company Secretary

NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting (AGM or the Meeting) is entitled to appoint a proxy to attend and vote on a poll instead of him/her and the proxy need not be a Member of the Company. However only such members (including members represented by their proxies) who have not exercised their vote by electronic means as described herein will be permitted to vote at the meeting.**
2. **A person can act as proxy on behalf of Members up to and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. No Proxies will be entertained in respect of those members who cast their votes by electronic means. However, such members can attend the AGM in person.**
3. The instrument appointing proxy should be deposited at the Registered Office of the company not less than forty eight hours before the commencement of the Meeting.
4. Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
5. Members/Proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.
6. In case of Joint holders attending the Meeting, only such joint holder who is the first in order of names will be entitled to vote.
7. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) along with other requirements in order to attend and vote (if not voted earlier) on behalf of such members at the Annual General Meeting.
8. All required documents are open for inspection at the Registered Office of the Company on all working days between 10.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.
9. The Register of Members and Share Transfer Books of the Company will remain closed from 23.09.2016 to 29.09.2016 (both days inclusive). Transfers received during book closure will be considered only after reopening of the Register of Members.
10. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 30, 2015 (date of last Annual General Meeting) on the website of the Company (www.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, for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
13. A brief profile of the Directors, who are appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 are provided as annexure to this notice.
14. In compliance with the provisions of Section 108 of the Act, read with Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to offer the facility of voting through electronic means, to all its Members to enable them to cast their votes electronically. Members who have not voted through electronic means or members who have no access to electronic voting can vote at the Annual General Meeting. The cut-off date for recognizing voting rights of members to vote by electronic means as well as at the General Meeting is September 22, 2016 in terms of Companies (Management and Administration) Amendment Rules, 2015 (cut-off date).
15. The facility for voting will also be made available at the AGM and the members who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM. Members who already cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
16. Any person who acquires shares of the company and becomes its member after the dispatch of the notice for the annual general meeting and continues to hold the shares of the company as on the cut-off date may obtain credentials by sending a request to coimbatore@linkintime.co.in or 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) within two (2) days of completion of voting if any at the Annual General Meeting and communication of the same to the BSE Limited and the National Stock Exchange of India Limited.
18. The Annual Report of the Company circulated to the members of the Company, will be made available on the website of the Company (www.muthootfinance.com). The physical copies of the aforesaid Annual Report will be made available on request. The Annual Report for the Financial Year 2015-16 will be sent to the members separately.
19. The Company is providing E-voting facility through Central Depository Services (India) Limited (CDSL) for all members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the notice of 19th Annual General Meeting dated September 29, 2016 (the AGM Notice). The Company has appointed Mr. C. V. Madhusudhanan, B.Sc., B.L., FCS, Company Secretary in Practice as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. The E-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them on cut-off date.
20. **The instructions for members for voting electronically are as under:-**
 - (i) The voting period begins on 26.09.2016 at 9.00 AM and ends on 28.09.2016 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com 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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Address Stickers.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member ID / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN 160830007 for Muthoot Finance Limited to enable you to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non-Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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

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

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, 6, 7 and 8:**

Mr. John Kuttakaran Paul (holding DIN: 00016513), Mr. George Joseph (holding DIN: 00253754), Mr. Kariath George John (holding DIN: 00951332) and Mr. John Mathew Kattapurath (holding DIN: 00371128) were appointed as Independent Directors on Board of Directors on September 25, 2014 for a term of two years and are retiring at 19th Annual General Meeting of the Company. The present resolutions are for re-appointment of Independent Directors for a Second term in terms of requirement of Section 149, 150, 152 read with Schedule IV of Companies Act, 2013 and Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to provisions of Section 149(10) of the Companies Act, 2013, the present appointment of Mr. John Kuttakaran Paul (holding DIN: 00016513), Mr. George Joseph (holding DIN: 00253754) and Mr. Kariath George John (holding DIN: 00951332) are to hold office for a term of three consecutive years continuing till the third Annual General Meeting from date of appointment.

Pursuant to provisions of Section 149(10) of the Companies Act, 2013, the present appointment of Mr. John Mathew Kattapurath (holding DIN: 00371128) is to hold office for a term of one year till the next 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 declarations made by Mr. John Kuttakaran Paul (holding DIN: 00016513), Mr. George Joseph (holding DIN: 00253754), Mr. Kariath George John (holding DIN: 00951332) and Mr. John Mathew Kattapurath (holding DIN: 00371128) that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, and the Board is of the opinion that they fulfill the conditions specified in the Companies Act, 2013 and the rules made thereunder and is independent of the management. Particulars of proposed appointees as required under Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed to the notice.

Notice has been received from a member intimating the member's intention to propose the appointment of Mr. John Kuttakaran Paul (holding DIN: 00016513), Mr. George Joseph (holding DIN: 00253754), Mr. Kariath George John (holding DIN: 00951332) and Mr. John Mathew Kattapurath (holding DIN: 00371128) as Directors in terms of Section 160 of the Companies Act, 2013 at the ensuing Annual General Meeting.

In view of the above provisions, the proposals for appointment of Mr. John Kuttakaran Paul (holding DIN: 00016513), Mr. George Joseph (holding DIN: 00253754), Mr. Kariath George John (holding DIN: 00951332) and Mr. John Mathew Kattapurath (holding DIN: 00371128) as Independent Directors, not liable to retire by rotation, for a period as specified in draft resolutions are placed for the approval of shareholders by means of a Special Resolution(s).

The Board of Directors considers that the appointment of Mr. John Kuttakaran Paul (holding DIN: 00016513), Mr. George Joseph (holding DIN: 00253754), Mr. Kariath George John (holding DIN: 00951332) and Mr. John Mathew Kattapurath (holding DIN: 00371128) as Independent Directors will be beneficial to the Company. The Board recommends the resolution No. 5, 6, 7 and 8 for the approval of the members as a Special Resolution.

Except Mr. John Kuttakaran Paul (holding DIN: 00016513), Mr. George Joseph (holding DIN: 00253754), Mr. Kariath George John (holding DIN: 00951332) and Mr. John Mathew Kattapurath (holding DIN: 00371128) being appointee in respective resolutions, none of the Directors nor Key Managerial Personnel or relatives thereof are in any way, concerned or interested in the above Resolutions.

Item No. 9:

Section 42 of the Companies Act, 2013 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 Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 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 FOR APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

1. Mr. M G George Muthoot

DIN	00018201	
Date of Birth	02 November 1949	
Nationality	Indian	
Date of First Appointment on the Board	28 July 2000	
Qualifications	B Tech	
Brief Profile	Mr. 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. Mr. M.G. George Muthoot is also conferred with the HH Baselios Mathew I Award by Catholicate of the Syrian Orthodox Church Mathews the First Foundation for 2008, the Asian Businessman of the Year 2011 award from the UK - Kerala Business Forum, the Golden Peacock Award, 2012 for business leadership, the 'Emerging Business Leader of the Year' title at the fifth edition of AIMA Managing India Awards 2014, the 'Business Leader Award 2014', instituted by Cochin Herald and Honoured with the distinguished and Outstanding Alumnus of 2015 Award by the Manipal University. He has over four decades of experience and expertise in managing businesses operating in the field of financial services.	
Directorship in other Indian Companies	1. M.G.M Muthoot Medical Centre Private Limited 2. Muthoot Farms India Private Limited 3. Muthoot Broadcasting Private Limited 4. Emgee Board and Paper Mills Private Limited 5. Muthoot M George Chits (India) Limited 6. Marari Beach Resorts Private Limited 7. Muthoot Securities Limited 8. Muthoot Commodities Limited 9. Muthoot M George Institute of Technology	10. Muthoot Homefin (India) Limited 11. Muthoot Infopark Private Limited 12. Muthoot Health Care Private Limited 13. Muthoot Synergy Fund Limited 14. Muthoot Anchor House Hotels Private Limited 15. Geobros Properties and Realtors Private Limited 16. Adams Properties Private Limited 17. Muthoot M George Education Foundation
Chairmanship/ Membership of Audit Committee and Stakeholders Relationship Committee of the Board of Directors of other Indian Companies of which he is a Director as required under Regulation 26(1) of SEBI (LODR) Regulations, 2015	Nil	

Terms and conditions of appointment or re-appointment	Mr. M G George Muthoot was appointed as Whole- time Director w.e.f April 01, 2015 on terms and conditions as approved by shareholders of the Company by an ordinary resolution at Annual General Meeting dated September 25, 2014 for a period of five years and liable to retire by rotation. Present re-appointment of Mr. M G George Muthoot on retirement by rotation is within above said period of appointment as Whole-Time Director and hence there is no change in terms and condition of appointment.
Details of remuneration sought to be paid	Mr. M G George Muthoot was appointed as Whole -time Director w.e.f April 01, 2015 on terms and conditions as approved by shareholders of the Company by an ordinary resolution at Annual General Meeting dated September 25, 2014 for a period of five years and liable to retire by rotation. Present re-appointment of Mr. M G George Muthoot on retirement by rotation is within above said period of appointment as Whole - Time Director and remuneration will be paid as specified in the said resolution and subject to recommendations of Nomination and Remuneration Committee of Board of Directors.
Details of remuneration last drawn by such person (Financial Year 2015-16)	Rs. 480 Lakhs
Relationship with other Directors and Key Managerial Personnel	Except Mr. M. G. George Muthoot being appointee and Mr. George Thomas Muthoot, Mr. George Jacob Muthoot, Mr. George Alexander Muthoot and Mr. Alexander M George being relatives of appointee, none of the Directors and other Key Managerial Personnel of the Company and their relatives are related.
Number of Meetings of the Board attended during the Financial Year 2015-16	Six out of Six Board meetings held
Shareholding in the Company	47385132 equity shares

2. Mr. George Thomas Muthoot

DIN	00018281																
Date of Birth	25 December 1950																
Date of First Appointment on the Board	16 August 2005																
Qualifications	Undergraduate																
Brief Profile	Mr. George Thomas Muthoot is a businessman by profession. He has over three decades of experience in managing business operations in the field of financial services. He has received the 'Sustainable Leadership Award 2014' by the CSR Congress in the individual category.																
Directorship in other Indian Companies	<table border="0"> <tr> <td>1. Muthoot Leisure and Hospitality Services Private Limited</td> <td>9. Adams Properties Private Limited</td> </tr> <tr> <td>2. M.G.M Muthoot Medical Centre Private Limited</td> <td>10. Muthoot M George Institute of Technology</td> </tr> <tr> <td>3. Muthoot Holiday Homes and Resorts Private Limited</td> <td>11. Muthoot Homefin (India) Limited</td> </tr> <tr> <td>4. Muthoot Vehicle & Asset Finance Limited</td> <td>12. Muthoot Anchor House Hotels Private Limited</td> </tr> <tr> <td>5. Muthoot Broadcasting Private Limited</td> <td>13. Geobros Properties and Realtors Private Limited</td> </tr> <tr> <td>6. Muthoot M George Chits (India) Limited</td> <td>14. Muthoot Synergy Fund Limited</td> </tr> <tr> <td>7. Muthoot Infopark Private Limited</td> <td>15. Muthoot Health Care Private Limited</td> </tr> <tr> <td>8. Marari Beach Resorts Private Limited</td> <td></td> </tr> </table>	1. Muthoot Leisure and Hospitality Services Private Limited	9. Adams Properties Private Limited	2. M.G.M Muthoot Medical Centre Private Limited	10. Muthoot M George Institute of Technology	3. Muthoot Holiday Homes and Resorts Private Limited	11. Muthoot Homefin (India) Limited	4. Muthoot Vehicle & Asset Finance Limited	12. Muthoot Anchor House Hotels Private Limited	5. Muthoot Broadcasting Private Limited	13. Geobros Properties and Realtors Private Limited	6. Muthoot M George Chits (India) Limited	14. Muthoot Synergy Fund Limited	7. Muthoot Infopark Private Limited	15. Muthoot Health Care Private Limited	8. Marari Beach Resorts Private Limited	
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7. Muthoot Infopark Private Limited	15. Muthoot Health Care Private Limited																
8. Marari Beach Resorts Private Limited																	
Chairmanship/ Membership of Audit Committee and Stakeholders Relationship Committee of the Board of Directors of other Indian Companies of which he is a Director as required under Regulation 26(1) of SEBI (LODR) Regulations, 2015	Nil																
Terms and conditions of appointment or re-appointment	Mr. George Thomas Muthoot was appointed as Whole- time Director w.e.f April 01, 2015 on terms and conditions as approved by shareholders of the Company by an ordinary resolution at the Annual General Meeting dated September 25, 2014 for a period of five years and liable to retire by rotation. Present re-appointment of Mr. George Thomas Muthoot on retirement by rotation is within above said period of appointment as Whole- Time Director and hence there is no change in terms and condition of appointment.																
Details of remuneration sought to be paid	Mr. George Thomas Muthoot was appointed as Whole- time Director w.e.f April 01, 2015 on terms and conditions as approved by shareholders of the Company by an ordinary resolution at the Annual General Meeting dated September 25, 2014 for a period of five years and liable to retire by rotation. Present re-appointment of Mr. George Thomas Muthoot on retirement by rotation is within above said period of appointment as Whole-Time Director and remuneration will be paid as specified in the said resolution and subject to recommendations of Nomination and Remuneration Committee of Board of Directors.																
Details of remuneration last drawn by such person (Financial Year 2015-16)	Rs. 480 Lakhs																
Relationship with other Directors and Key Managerial Personnel	Except Mr. George Thomas Muthoot being appointee and Mr. M. G. George Muthoot, Mr. George Jacob Muthoot, Mr. George Alexander Muthoot and Mr. Alexander M George being relatives of appointee, none of the Directors and other Key Managerial Personnel of the Company and their relatives are related.																
Number of Meetings of the Board attended during the Financial Year 2015-16	Six out of Six Board meetings held																
Shareholding in the Company	44464400 equity shares																

3. Mr. John Kuttukaran Paul

DIN	00016513										
Date of Birth	28 March 1953										
Nationality	Indian										
Date of First Appointment on the Board	21 July 2010										
Qualifications	B Tech										
Brief Profile	Mr. 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 a trustee of the Kuttukaran Institute for HRD, which is an institution offering professional courses. He was the president of the Kerala Chamber of Commerce and Industry from 2005 to 2006. Presently he is the President of Kerala Automobile Dealers Association. He is a Charter Member of TIE, Kerala, and Member of Board of Trustees – TIE Global.										
Directorship in other Indian Companies	<table border="0"> <tr> <td>1. Popular Vehicles and Services Limited</td> <td>6. Federation of Automobile Dealers Association Limited</td> </tr> <tr> <td>2. Popular Kuttukaran Cars Private Limited</td> <td>7. Keracon Equipments Private Limited</td> </tr> <tr> <td>3. Popular Auto Dealers Private Limited</td> <td>8. Prabal Motors Private Limited</td> </tr> <tr> <td>4. Popular Auto Spares Private Limited</td> <td>9. Foundation for Entrepreneurial Development (Kerala)</td> </tr> <tr> <td>5. Popular Autoworks Private Limited</td> <td></td> </tr> </table>	1. Popular Vehicles and Services Limited	6. Federation of Automobile Dealers Association Limited	2. Popular Kuttukaran Cars Private Limited	7. Keracon Equipments Private Limited	3. Popular Auto Dealers Private Limited	8. Prabal Motors Private Limited	4. Popular Auto Spares Private Limited	9. Foundation for Entrepreneurial Development (Kerala)	5. Popular Autoworks Private Limited	
1. Popular Vehicles and Services Limited	6. Federation of Automobile Dealers Association Limited										
2. Popular Kuttukaran Cars Private Limited	7. Keracon Equipments Private Limited										
3. Popular Auto Dealers Private Limited	8. Prabal Motors Private Limited										
4. Popular Auto Spares Private Limited	9. Foundation for Entrepreneurial Development (Kerala)										
5. Popular Autoworks Private Limited											

Chairmanship/ Membership of Audit Committee and Stakeholders Relationship Committee of the Board of Directors of other Indian Companies of which he is a Director as required under Regulation 26(1) of SEBI (LODR) Regulations, 2015	Nil
Terms and conditions of appointment or re-appointment	The appointment is for a period of three years and not liable to retire by rotation during the said tenure. He being a non-executive Director, in terms of Ordinary Resolution passed at the Annual General Meeting held on September 25, 2014 will be eligible for a Commission (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 and subject to the recommendation of Nomination and Remuneration Committee of the Board of Directors.
Details of remuneration sought to be paid	Not Applicable
Details of remuneration last drawn by such person (Financial Year 2015-16)	Not Applicable
Relationship with other Directors and Key Managerial Personnel	None of the Directors or Key Managerial Personnel of the Company are related to the Director
Number of Meetings of the Board attended during the Financial Year 2015-16	Five out of Six Board meetings held
Shareholding in the Company	Nil

4. Mr. George Joseph

DIN	00253754
Date of Birth	26 April 1949
Nationality	Indian
Date of First Appointment on the Board	21 July 2010
Qualifications	B. Com, CAIIB
Brief Profile	Mr. 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, Mr. George Joseph was employed with Canara Bank for almost four decades.
Directorship in other Indian Companies	1. Wonderla Holidays Limited 2. Grameen Koota Financial Services Private Limited
Chairmanship/ Membership of Audit Committee and Stakeholders Relationship Committee of the Board of Directors of other Indian Companies of which he is a Director as required under Regulation 26(1) of SEBI (LODR) Regulations, 2015	1. Wonderla Holidays Limited
Terms and conditions of appointment or re-appointment	The appointment is for a period of three years and not liable to retire by rotation during the said tenure. He being a non-executive Director, in terms of Ordinary Resolution passed at the Annual General Meeting held on September 25, 2014 will be eligible for a Commission (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 and subject to the recommendation of Nomination and Remuneration Committee of the Board of Directors.
Details of remuneration sought to be paid	Not Applicable
Details of remuneration last drawn by such person (Financial Year 2015-16)	Not Applicable
Relationship with other Directors and Key Managerial Personnel	None of the Directors or Key Managerial Personnel of the Company are related to the Director
Number of Meetings of the Board attended during the Financial Year 2015-16	Six out of Six Board meetings held
Shareholding in the Company	1134 equity shares

5. Mr. Kariath George John

DIN	00951332
Date of Birth	22 August 1946
Nationality	Indian
Date of First Appointment on the Board	27 September 2013
Qualifications	M.Sc.
Brief Profile	Mr. 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 merged with TBWA Worldwide under a joint venture.
Directorship in other Indian Companies	1. Munnar Ridgetree Residences Private Limited 2. Muthoot Homefin (India) Limited
Chairmanship/ Membership of Audit Committee and Stakeholders Relationship Committee of the Board of Directors of other Indian Companies of which he is a Director as required under Regulation 26(1) of SEBI (LODR) Regulations, 2015	1. Muthoot Homefin (India) Limited
Terms and conditions of appointment or re-appointment	The appointment is for a period of three years and not liable to retire by rotation during the said tenure. He being a non-executive Director, in terms of Ordinary Resolution passed at the Annual General Meeting held on September 25, 2014 will be eligible for a Commission (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 and subject to the recommendation of Nomination and Remuneration Committee of the Board of Directors.
Details of remuneration sought to be paid	Not Applicable

Details of remuneration last drawn by such person (Financial Year 2015-16)	Not Applicable
Relationship with other Directors and Key Managerial Personnel	None of the Directors or Key Managerial Personnel of the Company are related to the Director
Number of Meetings of the Board attended during the Financial Year 2015-16	Four out of Six Board meetings held
Shareholding in the Company	Nil

6. Mr. John Mathew Kattapurath

DIN	00371128
Date of Birth	09 May 1932
Nationality	Indian
Date of First Appointment on the Board	23 January 2008
Qualifications	LLB
Brief Profile	Mr. 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	Nil
Chairmanship/ Membership of Audit Committee and Stakeholders Relationship Committee of the Board of Directors of other Indian Companies of which he is a Director as required under Regulation 26(1) of SEBI (LODR) Regulations, 2015	Nil
Terms and conditions of appointment or re-appointment	The appointment is for a period of one year and not liable to retire by rotation during the said tenure. He being a non-executive Director, in terms of Ordinary Resolution passed at the Annual General Meeting held on September 25, 2014 will be eligible for a Commission (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 and subject to the recommendation of Nomination and Remuneration Committee of the Board of Directors.
Details of remuneration sought to be paid	Not Applicable
Details of remuneration last drawn by such person (Financial Year 2015-16)	Not Applicable
Relationship with other Directors and Key Managerial Personnel	None of the Directors or Key Managerial Personnel of the Company are related to the Director
Number of Meetings of the Board attended during the Financial Year 2015-16	Six out of Six Board meetings held
Shareholding in the Company	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. & Corporate Office: 2nd Floor, Muthoot Chambers, Opposite Saritha Theatre Complex, Kochi, Kerala, India - 682018

(T): +91-484-2394712, Fax: +91-484-2396506; Email: csmuthoot@muthootgroup.com

www.muthootfinance.com, CIN: L65910KL1997PLC011300

Name of the member (s) :
Registered Address :
Folio No/DP ID and Client Id :
E-mail ID :

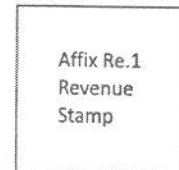
I/We,.....being the member(s), holding Shares of the above named company, hereby appoint:

1. Name :.....
Address:.....
E-mail Id :.....Signature:....., or failing him/her;
2. Name :.....
Address:.....
E-mail Id :.....Signature:....., or failing him/her;
3. 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 Nineteenth 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 Thursday, 29th September 2016 and at any adjournment thereof in respect of such resolutions as are indicated below :

Sl.No.	Resolutions	Optional*	
		Assent	Dissent
1.	To adopt Financial Results for the year ended 31st March, 2016		
2.	To ratify the appointment of M/s Rangamani & Co., as Statutory Auditors and fixing their remuneration		
3.	To re-appoint Mr. M G George Muthoot who retires by rotation and being eligible offers himself for reappointment		
4.	To re-appoint Mr. George Thomas Muthoot who retires by rotation and being eligible offers himself for reappointment		
5.	To re- appoint Mr. John Kuttukaran Paul as Independent Director		
6.	To re- appoint Mr. George Joseph as Independent Director		
7.	To re- appoint Mr. Kariath George John as Independent Director		
8.	To re-appoint Mr. John Mathew Kattapurath as Independent Director		
9.	To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement basis		

Signed thisday of of 2016



Signature of Shareholder

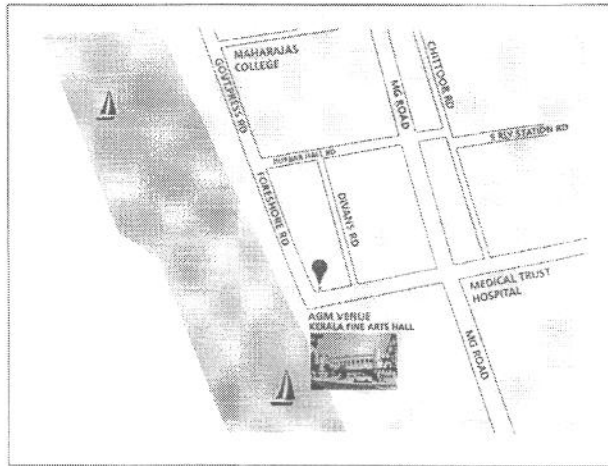
Signature of Proxy holder(s)

Notes:

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

2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

Route Map to AGM Venue



Muthoot Finance Limited

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

ATTENDANCE SLIP

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 Nineteenth 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 Thursday, 29th September 2016.

Signature of the member or proxy: