



# Muthoot Finance

## Muthoot Finance Limited

**Registered and Corporate Office:** 2<sup>nd</sup> Floor, Muthoot Chambers, Opposite Saritha Theatre Complex, Kochi, Kerala, India - 682018

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Email: csmuthoot@muthootgroup.com Website: www.muthootfinance.com, CIN: L65910KL1997PLC011300

### NOTICE TO SHAREHOLDERS

**Notice** is hereby given that the 22<sup>nd</sup> Annual General Meeting of the members of Muthoot Finance Limited will be held at IMA House, Behind Jawaharlal Nehru International Stadium, Kathrikadavu, Palarivattom, Kochi, Kerala 682025 on Saturday, 28<sup>th</sup> September, 2019 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 31<sup>st</sup> March, 2019 including audited Balance Sheet as at 31<sup>st</sup> March, 2019 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 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.
3. 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:

4. To appoint Mr George Alexander Muthoot (holding DIN: 00016787) as Managing Director and in this regard to consider and if thought fit, to pass, the following resolution as a Special 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), and Regulation 17(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, 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, 2020 on the terms and conditions specified herein:

S. No.	Category	Description
<b>Remuneration</b>		
1.	Basic salary	Rs. 2,000,000.00 per month with such increments as may be decided by the Board from time to time, subject to a ceiling of 15% per annum of original Basic Salary as stated above.
2.	Special allowance	Rs. 2,000,000.00 per month with such increments as may be decided by the Board from time to time, subject to a ceiling of 15% 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.
<b>Perquisites</b>		
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.”

5. 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, the following resolution as Special 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), and Regulation 17(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, 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, 2020 on the terms and conditions specified herein:

S. No.	Category	Description
<b>Remuneration</b>		
1.	Basic salary	Rs. 2,000,000.00 per month with such increments as may be decided by the Board from time to time, subject to a ceiling of 15% per annum of original Basic Salary as stated above.
2.	Special allowance	Rs. 2,000,000.00 per month with such increments as may be decided by the Board from time to time, subject to a ceiling of 15% 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.
<b>Perquisites</b>		
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.”

6. 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, the following resolution as Special 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), and Regulation 17(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, 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, 2020 on the terms and conditions specified herein:

S. No.	Category	Description
<b>Remuneration</b>		
1.	Basic salary	Rs. 2,000,000.00 per month with such increments as may be decided by the Board from time to time, subject to a ceiling of 15% per annum of original Basic Salary as stated above.
2.	Special allowance	Rs. 2,000,000.00 per month with such increments as may be decided by the Board from time to time, subject to a ceiling of 15% 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.
<b>Perquisites</b>		
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.

S. No.	Category	Description
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.”

7. 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, the following resolution as Special 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), and Regulation 17(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, 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, 2020 on the terms and conditions specified herein:

S. No.	Category	Description
<b>Remuneration</b>		
1.	Basic salary	Rs. 2,000,000.00 per month with such increments as may be decided by the Board from time to time, subject to a ceiling of 15% per annum of original Basic Salary as stated above.
2.	Special allowance	Rs. 2,000,000.00 per month with such increments as may be decided by the Board from time to time, subject to a ceiling of 15% 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.
<b>Perquisites</b>		
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.”

8. To appoint Mr. Ravindra Pisharody (holding DIN: 01875848) 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, Mr. Ravindra Pisharody (holding DIN: 01875848), be and is hereby appointed as an Independent Director of the Company to hold office for three years from this Annual General Meeting till the 25<sup>th</sup> Annual General Meeting of the Company.”

9. To appoint Mr. Vadakkakara Antony George (holding DIN: 01493737) 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, Mr. Vadakkakara Antony George (holding DIN: 01493737), be and is hereby appointed as an Independent Director of the Company to hold office for three years from this Annual General Meeting till the 25<sup>th</sup> Annual General Meeting of the Company.”

10. To re-appoint Mr. Pratip Chaudhuri (holding DIN: 00915201) 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. Pratip Chaudhuri (holding DIN: 00915201), be and is hereby appointed as an Independent Director of the Company to hold office for three years from this Annual General Meeting till the 25<sup>th</sup> Annual General Meeting of the Company.”

11. To approve the payment of remuneration to non-executive directors and in this regard to consider and if thought fit, to pass, the following resolution as Special 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.”

By Order of Board of Directors  
For **Muthoot Finance Limited**

Place: Kochi  
Date: 12.08.2019

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. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to 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 22.09.2019 to 28.09.2019 (both days inclusive). Transfers received during book closure will be considered only after reopening of the Register of Members.
10. Section 124 and other applicable provisions of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“the Rules”) as amended from time to time, mandates that the dividend that has remained unpaid/unclaimed for a period of seven years be transferred to the Investor Education and Protection Fund (the Fund), established by the Central Government along with other amounts as required to be credited to the fund (“other unclaimed amounts”) under Section 125 of the Companies Act, 2013. In view of the said provisions, the Company has transferred the Fund as required under section 125 of the Companies Act, 2013, for which no claim lies against the Company. There is no unclaimed dividend which was transferrable to IEPF Account during the year. The Company has also uploaded the details of unpaid and unclaimed dividend amounts and other unclaimed amount lying with the Company as on September 29, 2018 (date of last Annual General Meeting) on the website of the Company ([www.muthootfinance.com](http://www.muthootfinance.com)), and is also available at the website of the IEPF Authority ([www.iepf.gov.in](http://www.iepf.gov.in)). Further according to the Rules, the shares in respect of which dividends has not been paid or claimed by the shareholders for a period of seven consecutive years or more shall also be transferred to the said fund/ dealt with as per the procedure to be prescribed by the Appropriate Authority.

11. 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.
12. 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.
13. 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.
14. 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.
15. 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 21, 2019 in terms of Companies (Management and Administration) Amendment Rules, 2015 (cut-off date).
16. The facility for voting at the AGM will also be made available 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.
17. 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 at coimbatore@linkintime.co.in or helpdesk.evoting@cDSLindia.com.
18. 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.
19. 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 2018-19 will be sent to the members separately.
20. The Company is providing E-voting facility through Central Depository Services Limited (CDSL) for all members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the notice of 22<sup>nd</sup> Annual General Meeting dated September 28, 2019 (the AGM Notice). The Company has appointed Dr. C. V. Madhusudhanan, B.Sc., B.L., FCS, Ph.D. Partner or failing him Dr. K. S. Ravichandran, M.Com, LLB., FCS., Ph.D, Managing Partner, KSR & Co. Company Secretaries LLP, Coimbatore 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.
21. **The instructions for members for voting electronically are as under:-**
  - (i) The voting period begins on 25.09.2019 at 9.00 AM and ends on 27.09.2019 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 (21.09.2019) of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
  - (iv) Click on Shareholders.
  - (v) 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.
  - (vi) Next enter the Image Verification as displayed and Click on Login.
  - (vii) 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.

(viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details	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.
<b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN 190820025 for Muthoot Finance Limited to enable you to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) **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. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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) or call 1800225533.

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

Mr. Rakesh Dalvi, Manager,  
 Central Depository Services (India) Limited,  
 A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013  
 Email Id: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) Phone no: 1800225533.

**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. 04:**

Mr George Alexander Muthoot was appointed as Managing Director for a period of 5 years with effect from 01.04.2015 and his present term is expiring on March 31, 2020.

Mr. George Alexander Muthoot is also Managing Director of Muthoot Vehicles & Asset Finance Limited. Pursuant to the requirement of Companies Act, 2013, Board of Directors of Muthoot Vehicles & 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. Due to the following reasons the appointment of Mr. George Alexander Muthoot requires approval of the shareholders by means of special resolution:

- (a) The Annual remuneration payable to him may exceed Rs. 5 crores or 2.5 percent of the net profits of the Company in terms of Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (b) In the event of decrease in the profits of the Company during, in terms of second proviso to Section 197(1) of the Companies Act, 2013, the proposed tenure of appointment, it is likely that the remuneration payable to him together with remuneration payable to other whole-time directors might exceed 10% of the net profits calculable in terms of Section 198 of the said Act.

Accordingly, the Board of Directors recommend the resolution as a Special Resolution. In terms of Section 190 of the Companies Act, 2013, the resolution and the explanatory statement herein shall be deemed to be memorandum of terms of appointment of Managing Director.

In addition to Mr George Alexander Muthoot, being an appointee, Mr. M. G. George Muthoot, Mr. George Thomas Muthoot, Mr. George Jacob 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 concerned or interested, financial or otherwise, in the resolution.

**Item No. 05, 06, 07:**

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 01.04.2015 and their present term is expiring on March 31, 2020. 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 Directors of the Company. The Board of Directors considers that their appointment as Whole Time Directors will be beneficial to the Company.

Due to the following reasons the appointment of Mr. M. G. George Muthoot, Mr. George Thomas Muthoot and Mr. George Jacob Muthoot requires approval of the shareholders by means of special resolution:

- (a) In terms of Part I of Schedule V read with Section 196 of the Companies Act, 2013, their present age is  
Mr. M. G. George Muthoot – 70 years,  
Mr. George Thomas Muthoot - 68 years and  
Mr. George Jacob Muthoot 66 years  
and they all will cross the age of 70 years during the tenure of the proposed re-appointment
- (b) The Annual remuneration payable to Mr. M. G. George Muthoot, Mr. George Thomas Muthoot and Mr. George Jacob Muthoot may exceed Rs. 5 crores or 2.5 percent of the net profits of the Company in terms of Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (c) In the event of decrease in the profits of the Company during the proposed tenure of appointment, in terms of second proviso to Section 197(1) of the Companies Act, 2013, it is likely that the remuneration payable to Mr. M. G. George Muthoot, Mr. George Thomas Muthoot and Mr. George Jacob Muthoot together with remuneration payable to Managing Director might exceed 10% of the net profits calculable as per Section 198 of the said Act.

Accordingly, the Board of Directors recommend the respective resolutions as a Special Resolutions. In terms of Section 190 of the Companies Act, 2013, the respective resolutions and the explanatory statement herein shall be deemed to be memorandum of terms of appointment of the respective Whole-time Director.

Except Mr. M. G. George Muthoot, Mr. George Thomas Muthoot, Mr. George Jacob Muthoot being appointees, Mr. George Alexander Muthoot and Mr. Alexander M George being relatives of appointees, 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. 08:**

The Board of Directors at their meeting held on 12.08.2019 have recommended the appointment of Mr. Ravindra Pisharody (holding DIN: 01875848) as the Independent Director of the Company 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 Independent Director is to hold office for a term of three years, from this Annual General Meeting till the 25<sup>th</sup> Annual General Meeting of the Company.

In terms of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013, the Board of Directors have reviewed the recommendations made by the Nomination and Remuneration Committee for the appointment of Mr. Ravindra Pisharody as Independent Director of the Company. Further the Board has reviewed the declaration made by Mr. Ravindra Pisharody that he meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, and the Board is of opinion that he fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and is independent of the management. Particulars of proposed appointee as required under Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the notice.

In view of the above provisions, the proposals for appointment of Mr. Ravindra Pisharody as Independent Director, not liable to retire by rotation, for a period as specified in proposed resolution is placed for the approval of shareholders by means of an Ordinary Resolution.

The Board of Directors considers that the appointment of Mr. Ravindra Pisharody (holding DIN: 01875848) as Independent Director will be beneficial to the Company. The Board recommends the resolution No. 08 for the approval of the members as an Ordinary Resolution.

None of the Directors nor Key Managerial Personnel or relatives thereof are in any way, concerned or interested in the above Resolution.

**Item No. 09:**

The Board of Directors at their meeting held on 12.08.2019 have recommended the appointment of Mr. Vadakkakara Antony George (holding DIN: 01493737) as the Independent Director of the Company 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 Independent Director is to hold office for a term of three years, from this Annual General Meeting till the 25<sup>th</sup> Annual General Meeting of the Company.

In terms of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013, the Board of Directors have reviewed recommendations made by the Nomination and Remuneration Committee for the appointment of Mr. Vadakkakara Antony George as Independent Director of the Company. Further the Board has reviewed the declaration made by Mr. Vadakkakara Antony George that he meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, and the Board is of opinion that he fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and is independent of the management. Particulars of proposed appointee as required under Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the notice.

In view of the above provisions, the proposals for appointment of Mr. Vadakkakara Antony George as Independent Director, not liable to retire by rotation, for a period as specified in proposed resolution is placed for the approval of shareholders by means of an Ordinary Resolution.

The Board of Directors considers that the appointment of Mr. Vadakkakere Antony George (holding DIN: 01493737) as Independent Director will be beneficial to the Company. The Board recommends the resolution No. 09 for the approval of the members as an Ordinary Resolution.

None of the Directors nor Key Managerial Personnel or relatives thereof are in any way, concerned or interested in the above Resolution.

**Item No. 10:**

Mr. Pratip Chaudhuri (holding DIN: 00915201) was appointed as Independent Director on Board of Directors by the shareholders on September 20, 2017 for a term of three years but was unable to join the Board due to personal reasons and resigned from the Board w.e.f March 09, 2018.

The present resolution is for re-appointment of Mr. Pratip Chaudhuri as the Independent Director 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. Pratip Chaudhuri (holding DIN: 00915201) is to hold office for a term of three years, from this Annual General Meeting till the 25<sup>th</sup> Annual General Meeting of the Company.

In terms of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013, the Board of Directors have reviewed recommendations made by the Nomination and Remuneration Committee for the appointment of Mr. Pratip Chaudhuri as Independent Director of the Company. Further the Board has reviewed the declarations made by Mr. Pratip Chaudhuri (holding DIN: 00915201) that he meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, and the Board is of the opinion that he fulfil the conditions specified in the Companies Act, 2013 and the rules made thereunder and is independent of the management. Particulars of proposed appointee as required under Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the notice.

In view of the above provisions, the proposals for appointment of Mr. Pratip Chaudhuri (holding DIN: 00915201) as Independent Director, not liable to retire by rotation, for a period as specified in proposed resolution is placed for the approval of shareholders by means of a Special Resolution.

The Board of Directors considers that the appointment of Mr. Pratip Chaudhuri (holding DIN: 00915201) as Independent Director will be beneficial to the Company. The Board recommends the resolution No. 10 for the approval of the members as a Special Resolution.

Except Mr. Pratip Chaudhuri (holding DIN: 00915201) being appointee in resolution, none of the Directors nor Key Managerial Personnel or relatives thereof are in any way, concerned or interested in the above Resolution.



**Item No. 11:**

In Companies Act, 2013 read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended 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 read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Special Resolution.

Except Mr. Jose Mathew, Mr. Jacob Benjamin Koshy and Mrs. Pamela Anna Mathew, none of the other Directors nor Key Managerial Personnel or relatives thereof are in any way, concerned or interested in the above Resolutions.

**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	<p>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.</p> <p>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.</p> <p>He has over four decades of experience and expertise in managing businesses operating in the field of financial services.</p>
Directorship in other Indian Companies	<ol style="list-style-type: none"> <li>1. M.G.M Muthoot Medical Centre Private Limited</li> <li>2. Muthoot Farms India Private Limited</li> <li>3. Muthoot Broadcasting Private Limited</li> <li>4. Emgee Board and Paper Mills Private Limited</li> <li>5. Muthoot M George Chits India Limited</li> <li>6. Marari Beach Resorts Private Limited</li> <li>7. Muthoot Securities Limited</li> <li>8. Muthoot Commodities Limited</li> <li>9. Muthoot M George Institute of Technology</li> <li>10. Muthoot Homefin (India) Limited</li> <li>11. Muthoot Infopark Private Limited</li> <li>12. Muthoot Health Care Private Limited</li> <li>13. Muthoot Synergy Fund Limited</li> <li>14. Muthoot Anchor House Hotels Private Limited</li> </ol>

	<p>15. Geobros Properties and Realtors Private Limited</p> <p>16. Adams Properties Private Limited</p> <p>17. Muthoot M. George Real Estate Private Limited</p>
Chairmanship/ Membership of Audit Committee and Stakeholder's 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. 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 and the term is expiring on 31.03.2020. Present re- appointment of Mr. M G George Muthoot liable to retire by rotation as the Whole time director for a term of 5 years is as per the terms and conditions stated in the above appointment resolution.
Details of remuneration sought to be paid	Present re-appointment of Mr. M G George Muthoot as the Whole -Time Director is for a term of 5 years liable to retire by rotation and remuneration will be paid as specified in detail in the proposed appointment resolution and subject to recommendations of Nomination and Remuneration Committee of Board of Directors.
Details of remuneration last drawn by such person (Financial Year 2018-19)	Rs. 133.23 Millions
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 2018-19	Eight out of eight Board meetings held
Shareholding in the Company	4,73,85,132 equity shares

## 2. Mr. George Jacob Muthoot

DIN	00018235
Date of Birth	21 <sup>st</sup> September, 1952
Nationality	Indian
Date of First Appointment on the Board	16 August, 2005
Qualifications	B.E. (Civil)
Brief Profile	<p>Mr. George Jacob Muthoot is a graduate 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 Gregorius Orthodox Christian Mercy Fellowship, Trivandrum.</p> <p>He has over thirty years of experience in managing businesses operating in the field of financial services.</p>
Directorship in other Indian Companies	<ol style="list-style-type: none"> <li>1. Muthoot Leisure and Hospitality Services Private Limited</li> <li>2. Muthoot Infopark Private Limited</li> <li>3. Muthoot Insurance Brokers Private Limited</li> <li>4. Muthoot Forex Limited</li> <li>5. M G M Muthoot Medical Centre Private Limited</li> <li>6. Muthoot Marketing Services Private Limited</li> <li>7. Muthoot Broadcasting Private Limited</li> <li>8. Marari Beach Resorts Private Limited</li> <li>9. Muthoot Developers Private Limited</li> </ol>

	<ul style="list-style-type: none"> <li>10. Muthoot Securities Limited</li> <li>11. Muthoot Commodities Limited</li> <li>12. Adams Properties Private Limited</li> <li>13. Oxbow Properties Private Limited</li> <li>14. Muthoot M George Institute of Technology</li> <li>15. Muthoot Anchor House Hotels Private Limited</li> <li>16. Geobros Properties and Realtors Private Limited</li> <li>17. Muthoot Health Care Private Limited</li> <li>18. Muthoot M. George Real Estate Private Limited</li> <li>19. Muthoot Money Limited</li> </ul>
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 Forex Limited
Terms and conditions of appointment or re-appointment	Mr. George Jacob 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 and the term is expiring on 31.03.2020. Present re- appointment of Mr. George Jacob Muthoot liable to retire by rotation as the Whole time director for a term of 5 years is as per the terms and conditions stated in the above appointment resolution.
Details of remuneration sought to be paid	Present re-appointment of Mr. George Jacob Muthoot as the Whole -Time Director is for a term of 5 years liable to retire by rotation and remuneration will be paid as specified in detail in the proposed appointment resolution and subject to recommendations of Nomination and Remuneration Committee of Board of Directors.
Details of remuneration last drawn by such person (Financial Year 2018-19)	Rs. 133.23 Millions
Relationship with other Directors and Key Managerial Personnel	Except Mr. George Jacob Muthoot being appointee and Mr. M G George Muthoot, Mr. George Thomas 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 2018-19	Eight out of Eight Board meetings held
Shareholding in the Company	4,36,30,900 equity shares

### 3. Mr. George Thomas Muthoot

DIN	00018281
Date of Birth	25 December 1950
Nationality	Indian
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	<ul style="list-style-type: none"> <li>1. Muthoot Leisure and Hospitality Services Private Limited</li> <li>2. M G M Muthoot Medical Centre Private Limited</li> <li>3. Muthoot Holiday Homes and Resorts Private Limited</li> <li>4. Muthoot Vehicle &amp; Asset Finance Limited</li> <li>5. Muthoot Broadcasting Private Limited</li> <li>6. Muthoot M George Chits India Limited</li> <li>7. Muthoot Infopark Private Limited</li> </ul>

	8. Marari Beach Resorts Private Limited 9. Adams Properties Private Limited 10. Muthoot M George Institute of Technology 11. Muthoot Homefin (India) Limited 12. Muthoot Anchor House Hotels Private Limited 13. Geobros Properties and Realtors Private Limited 14. Muthoot Synergy Fund Limited 15. Muthoot Health Care Private Limited 16. Muthoot M. George Real Estate 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 Annual General Meeting dated September 25, 2014 for a period of five years and liable to retire by rotation and the term is expiring on 31.03.2020. Present re- appointment of Mr. George Thomas Muthoot liable to retire by rotation as the Whole time director for a term of 5 years is as per the terms and conditions stated in the above appointment resolution.
Details of remuneration sought to be paid	Present re-appointment of Mr. George Thomas Muthoot as the Whole -Time Director is for a term of 5 years liable to retire by rotation and remuneration will be paid as specified in detail in the proposed appointment resolution and subject to recommendations of Nomination and Remuneration Committee of Board of Directors.
Details of remuneration last drawn by such person (Financial Year 2018-19)	Rs. 133.23 Millions
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 2018-19	Eight out of Eight Board meetings held
Shareholding in the Company	4,36,30,900 equity shares

#### 4. Mr. George Alexander Muthoot

DIN	00016787
Date of Birth	16 September, 1955
Nationality	Indian
Date of First Appointment on the Board	20 November, 2006
Qualifications	Chartered Accountant
Brief Profile	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 customised 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 three decades of experience in managing businesses operating in the field of financial services.

Directorship in other Indian Companies	<ol style="list-style-type: none"> <li>1. Muthoot Infopark Private Limited</li> <li>2. Muthoot Forex Limited</li> <li>3. M.G.M Muthoot Medical Centre Private Limited</li> <li>4. Muthoot Insurance Brokers Private Limited</li> <li>5. Muthoot Vehicle &amp; Asset Finance Limited</li> <li>6. Marari Beach Resorts Private Limited</li> <li>7. Adams Properties Private Limited</li> <li>8. Muthoot Securities Limited</li> <li>9. Muthoot Commodities Limited</li> <li>10. Muthoot Marketing Services Private Limited</li> <li>11. Muthoot M George Institute of Technology</li> <li>12. Muthoot Homefin (India) Limited</li> <li>13. Muthoot Anchor House Hotels Private Limited</li> <li>14. Geobros Properties and Realtors Private Limited</li> <li>15. Muthoot M George Real Estate Private Limited</li> </ol>
Chairmanship/ Membership of Audit Committee and Stakeholder's 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	<ol style="list-style-type: none"> <li>1. Muthoot Securities Limited</li> <li>2. Muthoot Vehicle &amp; Asset Finance Limited</li> </ol>
Terms and conditions of appointment or re-appointment	Mr. George Alexander Muthoot was appointed as Managing 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 and the term is expiring on 31.03.2020. Present re- appointment of Mr. George Alexander Muthoot liable to retire by rotation as the Managing Director for a term of 5 years is as per the terms and conditions stated in the above appointment resolution.
Details of remuneration sought to be paid	Present re-appointment of Mr. George Alexander Muthoot as the Managing Director is for a term of 5 years liable to retire by rotation and remuneration will be paid as specified in detail in the proposed appointment resolution and subject to recommendations of Nomination and Remuneration Committee of Board of Directors.
Details of remuneration last drawn by such person (Financial Year 2018-19)	Rs. 133.23 Millions
Relationship with other Directors and Key Managerial Personnel	Except Mr. George Alexander Muthoot being appointee and Mr. M G George Muthoot, Mr. George Thomas Muthoot, Mr. George Jacob 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 2018-19	Eight out of Eight Board meetings held
Shareholding in the Company	4,36,30,900 equity shares

#### 5. Ravindra Pisharody

DIN	01875848
Date of Birth	24 <sup>th</sup> November 1955
Nationality	Indian
Date of First Appointment on the Board	Not Applicable
Qualifications	<ol style="list-style-type: none"> <li>1. Graduate in engineering from IIT, Kharagpur</li> <li>2. MBA from IIM, Calcutta</li> </ol>

Brief Profile	<p>A corporate business leader and management professional with over 35 years of experience across diverse industries. He super-annuated recently, in September 2017, as Whole-time Director on the Board of Tata Motors Ltd, where he was heading the Commercial Vehicles Business Unit. During his career, Ravi has held national / regional/ global leadership roles in Sales, Marketing, Business Management and Strategy Development. Currently, he is a Non- Executive Director on the Boards of 3 companies, and is an advisor to 2 other companies. He also undertakes Coaching and Mentoring assignments.</p> <p>At Tata Motors, Ravi was leading the large Commercial Vehicles Business with around Rs. 40,000 crores revenue; the business footprint included a sizeable overseas presence across over 25 countries. He chaired Joint Ventures including Tata- Cummins and Tata – Marcopolo, as well as overseas companies such as Tata Daewoo (Korea) and Tata Motors South Africa, and served on the boards of Indian subsidiaries like Tata Motors Finance Ltd.</p> <p>Ravi's previous corporate roles include an 18 year stint with Philips India, where his last role was Vice-President, Consumer Electronics; and 8 years in BP/ Castrol, where he was a member of the Board of Directors of Castrol India Ltd, and simultaneously Regional Director for Africa, Middle East and India, and subsequently based in Singapore as Head, Global Marketing for the Motorcycles and Scooters category.</p> <p>He is exposed to the business environment in most parts of the world, particularly in emerging markets as a result of overseeing the substantial growth in Tata Motor's international business and also his global role with BP Singapore. He has considerable expertise in retail and distribution models in the automotive, auto accessories and consumer durables industries.</p> <p>His expertise is in sales and marketing, as well as Business Strategy. He has also been active in industry bodies- he has been a member of the Advertising Standards Council of India (ASCI), a council member and subsequently Chairman of the Audit Bureau of Circulation (ABC), and Vice President of the Society of Indian Automobiles Manufacturers (SIAM) in 2016-17.</p>
Directorship in other Indian Companies	<ol style="list-style-type: none"> <li>1. Savita Oil Technologies Limited</li> <li>2. Bonfiglioli Transmissions Private Limited</li> <li>3. Visage Holdings and Finance Private Limited</li> </ol>
Chairmanship/ Membership of Audit Committee and Stakeholder's 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	<p>The present appointment is for a period of three years and not liable to retire by rotation during the said tenure.</p> <p>He being appointed as the non-executive Director 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.</p>
Details of remuneration sought to be paid	As stated in terms and conditions of appointment above
Details of remuneration last drawn by such person (Financial Year 2018-19)	Nil
Relationship with other Directors and Key Managerial Personnel	None of the Directors or Key Managerial Personnel of the Company are related to the proposed Director
Number of Meetings of the Board attended during the Financial Year 2018-19	Not Applicable
Shareholding in the Company	Nil

**6. Vadakkakara Antony George**

DIN	01493737
Date of Birth	15 <sup>th</sup> September 1949
Nationality	Indian
Date of First Appointment on the Board	Not Applicable
Qualifications	BE (Mechanical), PGDM, CAIIB, ITP (Kellogg), IDP-C
Brief Profile	<p>A certified Director in Corporate Governance by INSEAD, Paris, Mr. V A George has more than 4 decades experience in the corporate world, both Public and Private sectors. Was the past Chairman of Equipment Leasing Association of India. Was also a Member of the Advisory Committee of Reserve Bank of India.</p> <p>Alumni of IMD Lausanne and INSEAD France, Mr. George has participated in the Management Programmes of Business Schools of Harvard and Stanford.</p> <p>An Adjunct Faculty at Loyola Institute of Business Administration, Chennai and Rajagiri Business School, Kochi. Currently, Mr. George is the Managing Director of Thejo Engineering Limited, Chennai.</p>
Directorship in other Indian Companies	<ol style="list-style-type: none"> <li>1. Thejo Engineering Limited</li> <li>2. Ghatfresh Private Limited</li> <li>3. Belstar Investment And Finance Private Limited</li> </ol>
Chairmanship/ Membership of Audit Committee and Stakeholder's 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	<ol style="list-style-type: none"> <li>1. Belstar Investment And Finance Private Limited</li> </ol>
Terms and conditions of appointment or re-appointment	<p>The present appointment is for a period of three years and not liable to retire by rotation during the said tenure.</p> <p>He being appointed as the non-executive Director 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.</p>
Details of remuneration sought to be paid	As stated in terms and conditions of appointment above
Details of remuneration last drawn by such person (Financial Year 2018-19)	Nil
Relationship with other Directors and Key Managerial Personnel	None of the Directors or Key Managerial Personnel of the Company are related to the proposed Director
Number of Meetings of the Board attended during the Financial Year 2018-19	Not Applicable
Shareholding in the Company	Nil

**7. Pratip Chaudhuri**

DIN	00915201
Date of Birth	12 September, 1953
Nationality	Indian
Date of First Appointment on the Board	Not Applicable
Qualifications	B.Sc (Chemistry) Hons from St. Stephen's College, Delhi University and Master Degree in Business Management from University Business School, Panjab University, Chandigarh.
Brief Profile	<p>Mr. Pratip Chaudhuri is the former Chairman of State Bank of India and has 40 years of rich experience in banking sector. He has also served as the Chairman of SBI Global Factors Ltd, State Bank of Mysore, State Bank of Bikaner &amp; Jaipur, State Bank of Travancore, State Bank of Hyderabad and State Bank of Patiala.</p> <p>He was also the Chairman of SBI Mutual Fund and SBI Life. He was also a Director at Export-Import Bank of India (EXIM Bank of India).</p>

Directorship in other Indian Companies	<ol style="list-style-type: none"> <li>1. CESC Ltd</li> <li>2. Visa Steel Limited</li> <li>3. Firstsource Solutions Limited</li> <li>4. Quess Corp Limited</li> <li>5. Spencer's Retail Limited</li> <li>6. Cosmo Films Limited</li> <li>7. IFFCO Kisan Sanchar Limited</li> <li>8. Jagaran Microfin Private Limited</li> <li>9. Alchemist Asset Reconstruction Company Limited</li> <li>10. Dynamic Drilling &amp; Services Private Limited</li> <li>11. Sundaram Asset Management Company Limited</li> </ol>
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	<ol style="list-style-type: none"> <li>1. Cosmo Films Limited.</li> <li>2. IFFCO Kisan Sanchar Limited.</li> <li>3. Dynamic Drilling &amp; Services Private Limited.</li> <li>4. Sundaram Asset Management Company Limited.</li> <li>5. Visa Steel Limited.</li> </ol>
Terms and conditions of appointment or re-appointment	<p>The present appointment is for a period of three years and not liable to retire by rotation during the said tenure.</p> <p>He being appointed as the non-executive Director 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.</p>
Details of remuneration sought to be paid	As stated in terms and conditions of appointment above
Details of remuneration last drawn by such person (Financial Year 2018-19)	Nil
Relationship with other Directors and Key Managerial Personnel	None of the Directors or Key Managerial Personnel of the Company are related to the proposed Director
Number of Meetings of the Board attended during the Financial Year 2018-19	Not Applicable
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:.....

As my/our proxy to attend and vote for me/us on my/our behalf at the Twenty Second Annual General Meeting of the Company to be held IMA House, Behind Jawaharlal Nehru International Stadium, Kathrikadavu, Palarivattom, Kochi, Kerala 682025 on Saturday, 28<sup>th</sup> September 2019 at 10.30 a.m. 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, 2019		
2.	To re-appoint Mr. M G George Muthoot who retires by rotation and being eligible offers himself for re-appointment		
3.	To re-appoint Mr. George Jacob Muthoot who retires by rotation and being eligible offers himself for re-appointment		
4.	To appoint Mr. George Alexander Muthoot as Managing Director with effect from April 1, 2020 for a term of 5 years		
5.	To appoint Mr. M G George Muthoot as Whole Time Director with effect from April 1, 2020 for a term of 5 years		
6.	To appoint Mr. George Jacob Muthoot as Whole Time Director with effect from April 1, 2020 for a term of 5 years		
7.	To appoint Mr. George Thomas Muthoot as Whole Time Director with effect from April 1, 2020 for a term of 5 years		
8.	To appoint Mr. Ravindra Pisharody as Independent Director for a term of 3 years.		
9.	To appoint Mr. Vadakkakara Antony George as Independent Director for a term of 3 years		
10.	To re- appoint Mr. Pratip Chaudhuri as Independent Director for a term of 3 years		
11.	To approve payment of remuneration to Non-Executive Directors		

Signed this .....day of ..... of 2019

Signature of Shareholder

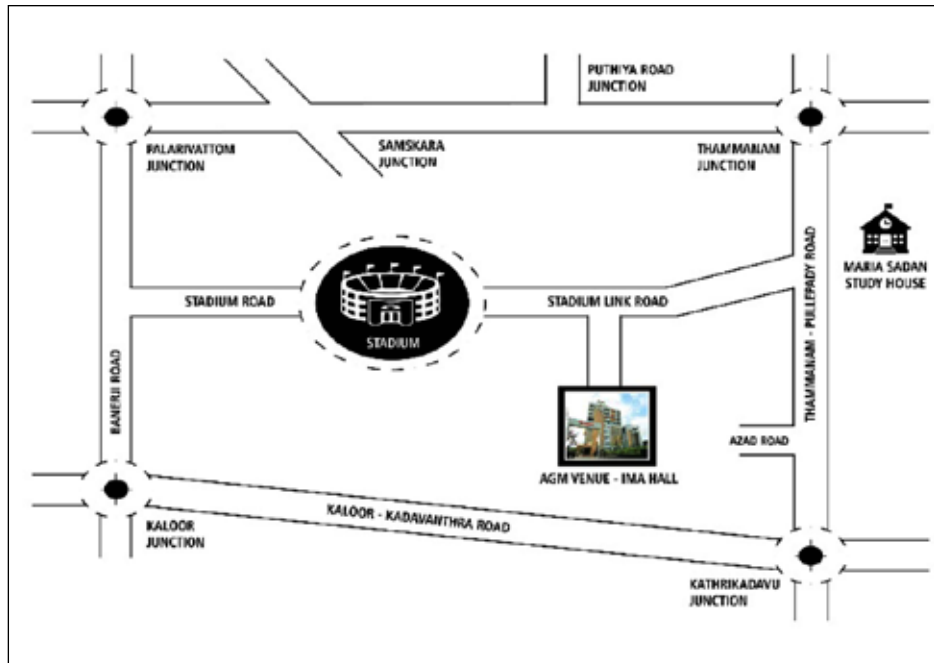
Signature of Proxy holder(s)



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



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### 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](mailto:csmuthoot@muthootgroup.com)  
[www.muthootfinance.com](http://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 Twenty Second Annual General Meeting of the Company to be held at IMA House, Behind Jawaharlal Nehru International Stadium, Kathrikadavu, Palarivattom, Kochi, Kerala 682025, at 10.30 a.m. on Saturday, 28<sup>th</sup> September, 2019.

Signature of the member or proxy :