



MUTHOOT CAPITAL SERVICES LIMITED

(CIN: L67120KL1994PLC007726)

Regd. Office: 3rd Floor, Muthoot Towers,

M.G. Road, Kochi - 682 035

Tel: +91 - 484 - 6619600/6613450,

Fax: +91 - 484 - 2381261

Web: www.muthootcap.com,

Email: mail@muthootcap.com

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 22nd Annual General Meeting of the Members of “**Muthoot Capital Services Limited**” will be held on Monday, 06th day of June, 2016, at 10.00 a.m. at the International Hotel, Veekshanam Road, Kochi - 682 035, to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Statement of Profit and Loss for the financial year ended 31st March, 2016, the Audited Balance Sheet as at that date, the Report of the Board of Directors and Independent Auditors thereon.
2. To ratify the Interim dividend of Rs. 5.50/- per equity share of Rs. 10/- each paid to shareholders as the final dividend for the FY 2015 - 2016.
3. To appoint a Director in the place of Mr. Thomas Muthoot (holding DIN: 00082099) who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and Article 97 of the Articles of Association and being eligible, offers himself for re-appointment.
4. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s. K. Venkatachalam Aiyer & Co., Chartered Accountants, (Firm Reg. No: 004610S) Building No. 41/3647 B, First Floor, Blue Bird Towers, Providence Road, Kochi - 682 018, as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 23rd AGM of the Company, to be held in the year 2017 and the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending 31st March, 2017, as may be determined by the Audit Committee, in consultation with the Auditors.”

SPECIAL BUSINESS:

5. **Re-appointment of Mr. Thomas George Muthoot as Managing Director and fixing remuneration terms**

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

“RESOLVED THAT pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board, and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof), read with Schedule V of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Thomas George Muthoot (holding DIN: 00011552) as Managing Director of the Company, with effect from 12th July, 2016, as well as payment of salary of Rs. 1,80,00,000/-p.a. including perquisites limited to Rs. 6,00,000/- p.a. (hereinafter referred to as “remuneration”) upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with the authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or agreement, in such manner as may be agreed to, between the Board of Directors and Mr. Thomas George Muthoot.

RESOLVED FURTHER THAT the remuneration payable to Mr. Thomas George Muthoot, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013, or such other limits, as may be prescribed, from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required, and to delegate all or any of its powers herein conferred to any committee of Director or Director(s), to give effect to the aforesaid resolution.”

By Order of the Board of Directors

Sd/-

Syam Kumar R.

Company Secretary & Head - Governance

Kochi

19th April, 2016

Notes

1. The explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of the special business set out above is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. Members holding more than 10% of the total share capital of the Company carrying voting rights may appoint single person as proxy who shall not act as a proxy for any other person or shareholder. Instrument of proxy, in order to be effective, must be duly filled, signed, stamped and received at the Company’s Registered Office, not less than 48 hours before the meeting. Proxies submitted on behalf of

Limited Companies, Societies, Partnership Firms, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization. A proxy form (MGT - 11) is annexed to this notice.

3. The Register of Members and Transfer Books of the Company will be closed from 31st May, 2016 to 06th June, 2016, both days inclusive.
4. Shareholders may note that the Company or its Registrars cannot act on any request received directly from the shareholders holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of shareholders.
5. Shareholders holding shares in physical form are requested to inform the Company and those holding shares in demat form to inform the Depository Participant about any changes in their mailing address and also to quote Folio Number/Client ID/DP ID, in all their correspondence with the Company/Depository Participant.

6. Transfer of Unclaimed/Unpaid dividends to the Investor Education and Protection Fund(IEPF):

Pursuant to Section 205A (5), 205 C and other applicable provisions, if any, of the Companies Act, 1956, any money transferred to Unpaid Dividend Account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Unpaid Dividend Account shall be transferred by the Company to the Investor Education and Protection Fund established by the Central Government and the shareholders shall not be able to claim any Unpaid Dividend from the said fund or from the Company thereafter.

Members who have not yet encashed their dividend warrant(s) for the FY 2008 - 2009 onwards are requested to make their claims to the Company.

7. Members/Proxies are requested to bring the attendance slip (annexed to this notice) duly filled in for attending the meeting.
3. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Report to the meeting.
9. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the management to keep the information ready at the meeting.
10. a) Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to members to exercise the right to vote by electronic means. The Company has arranged this facility in the CDSL platform. The Members whose names appear in the Register of Members/List of Beneficiary Owners as on 30th May, 2016 (cut-off date) i.e., the date prior to the book closure date are entitled to vote on the resolutions set forth in the notice.

- b) Members who have acquired shares after the dispatch of notice and before book closure may approach the Company for issuance of User ID and Password for exercising their votes by electronic means.
- c) The e-voting period will commence at 9.00 a.m. on 03rd June, 2016 and will end on 5.00 p.m. on 05th June, 2016. At the end of the e-voting period, the said facility shall forthwith be blocked. The Company has appointed Mr. P. Sivakumar, Managing Partner, SVJS & Associates, Company Secretaries, Kochi - 682 016, to act as scrutinizer for conducting scrutiny of the votes cast in respect of all Shareholders' Resolutions.
- d) Once the vote on a Resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- e) The facility for voting through ballot paper shall be made available at the meeting and the members attending the meeting, who have not already cast their vote by e-voting shall be able to exercise their right at the meeting.
- f) The members who have cast their vote by e-voting prior to the meeting may also attend the meeting, but shall not be entitled to vote again at the meeting.
- g) The results of the e-voting shall be declared within 48 hours of conclusion of the AGM in the website of the Company and also will be intimated to the Stock Exchanges.
- h) Members who are not members as on the cut-off date shall treat this notice for information purposes only.

The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting as given below:

11. **SHAREHOLDER INSTRUCTIONS FOR E-VOTING**

The instructions for shareholders voting electronically are as under:

- (i) The voting period commences on 03rd June, 2016 (9.00 a.m.) and ends on 05th June, 2016 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date 30th May, 2016, 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the dividend bank details or date of birth (in dd/mm/yy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> • 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 for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option “YES” or “NO” as desired. The option “YES” implies that you assent to the Resolution and option “NO” implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the Resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on “Forgot Password” and enter the details as prompted by the system.
- (xviii) Note for Non - Individual Shareholders and Custodians
- Non - Individual shareholders (i.e. other than Individuals, HUF, and 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 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.
- (xix) 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 official designated to address the grievances in this regard will be Mr. Wenceslaus Futardo, Deputy Manager and can be contacted at helpdesk.evoting@cdslindia.com.

By Order of the Board of Directors

Sd/-

Syam Kumar R.

Company Secretary & Head - Governance

Kochi

19th April, 2016

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES
ACT, 2013**

The following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 5

Mr. Thomas George Muthoot (holding DIN: 00011552) was re-appointed as the Managing Director of the Company, for a period of 5 years from 12th July, 2011, at the Annual General Meeting held on

11th July, 2011. Further, at the Annual General Meeting held on 8th August, 2013, the remuneration payable was increased from Rs. 9,00,000 p.m. to Rs. 12,50,000 p.m., subject to the terms and conditions mentioned in that resolution. The increase in remuneration was effective from 01st April, 2013 till 11th July, 2016.

Mr. Thomas George Muthoot is recommended to be re-appointed as Managing Director of the Company for a further period of 5 years, with effect from 12th July, 2016, considering his vast experience in the business operations of Non - Banking Financial activities and other relevant areas. During his tenure the Asset under Management (AUM) increased from Rs. 175.97 crores as on 31st March, 2011, to Rs. 1038.79 crores as on 31st March, 2016. His outstanding exposure in the business field of the Company will be beneficial for the future growth of the Company.

The re-appointment will be made in terms of Article 115 of the Articles of Association of the Company. The terms of the proposed appointment & remuneration are in conformity with the provisions of Sections 196, 197, 198 & 203 read with Schedule V and other applicable provisions of the Companies Act, 2013.

The remuneration is as under:

I. Salary

Rs. 1,80,00,000/- p.a. (Rupees One Crore Eighty Lakhs Only) (including perquisites)

II. Perquisites

The perquisites to Mr. Thomas George Muthoot, shall include benefits and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, reimbursement of expenditure or allowance in respect of maintenance, utilities such as gas, electricity, water, furnishings and house repairs, medical reimbursement for himself and his family, medical insurance for himself and his family, and leave on full pay, leave travel concession for himself and his family, personal accident insurance, club fees, etc. and such other allowances, perquisites and benefits in accordance with the rules of the Company or as may be allowed by the Board from time to time, provided that the total perquisites shall be limited to Rs. 6,00,000/- p.a.

Provision of car for use on Company's behalf and telephone at residence will not be considered as perquisites. However, personal long distance calls on telephone and use of car for private purpose shall be billed by the Company and recovered.

He will also be entitled to reimbursement of all entertainment and other expenses properly incurred for the business of the Company.

For the purpose of above monetary limits, the following perquisites shall not be included:

- a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- c) Encashment of leave at the end of the tenure.

III. Remuneration in the event of loss or inadequacy of profits

Where in any financial year, the Company has no profits or its profits are inadequate, the Managing Director shall be paid minimum remuneration by way of salary and perquisites as per the provisions of proviso to Section II (A), Part II of Schedule V to the Companies Act, 2013.

IV. Notice of Termination/Resignation

The Company shall have the right to terminate the term of office of the Managing Director at any time, by giving notice of not less than three months in writing, or three months' salary in lieu thereof. The Managing Director shall also have the right to relinquish his office at any time before the expiry of his term, after giving notice of not less than three months, in writing.

V. The revision in salary will be with effect from 01st April, 2016, for a period of three years

Copy of documents relating to the items are available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day. Directors recommend the Special Resolution set out in Item No. 5 of the Notice for approval.

Mr. Thomas John Muthoot, Chairman (holding DIN: 00011618) and Mr. Thomas Muthoot (holding DIN: 00082099), Director, being brothers of Mr. Thomas George Muthoot, are interested in the Special Resolution. None of the other Directors/Key Managerial Personnel and/or their relatives are interested in the above Special Resolution.

INFORMATION REQUIRED TO BE FURNISHED UNDER REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS - 2 ON GENERAL MEETINGS

As required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards - 2, the particulars of Directors who are proposed to be appointed/re-appointed at this Meeting are given below:-

Name	Thomas Muthoot
Director Identification Number (DIN)	00082099
Date of Birth	July 15, 1966 (49 years)
Nationality	India
Date of appointment on the Board	February 18, 1994
Relationship with other Directors	Brother of Mr. Thomas John Muthoot & Mr. Thomas George Muthoot
Qualification	BA, LLB
Expertise in specific functional areas	He has more than 28 years' experience in financial sector and hospitality industry.
Number of shares held	2796931
List of Directorships held in other Public Limited Companies	1. Muthoot Fincorp Ltd. 2. Muthoot APT Ceramics Ltd. 3. Muthoot Housing Finance Company Ltd. 4. Muthoot Equities Ltd.

	5. Muthoot Pappachan Technologies Ltd. Along with several Private Companies in the Muthoot Pappachan Group.		
Chairmanships/Memberships of Committees of other Public Limited Companies (Includes Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility (CSR) Committee and Stakeholders Relationship Committee)	Name of the Public Limited Company	Name of the Committee	Chairman / Member
	Muthoot Fincorp Limited	Corporate Social Responsibility Committee	Member
Number of Board meetings attended during FY 2015 - 2016	Held	5	
	Attended	3	

Name	Thomas George Muthoot		
Director Identification Number (DIN)	00011552		
Date of Birth	June 07, 1962 (54 years)		
Nationality	India		
Date of appointment on the Board	February 18, 1994		
Relationship with other Directors	Brother of Mr. Thomas John Muthoot & Mr. Thomas Muthoot		
Qualification	B.Com		
Expertise in specific functional areas	Mr. Thomas George Muthoot, has rich hands on experience and exposure in all facets of Non-Banking Financial Services over last three decades.		
Number of shares held	2846555		
List of Directorships held in other Public Limited Companies	1. Muthoot Fincorp Limited 2. Muthoot Apt Ceramics Limited 3. Muthoot Housing Finance Company Limited 4. Muthoot Pappachan Technologies Limited 5. Finance Companies' Association (India) Along with several private Companies in the Muthoot Pappachan Group.		
Chairmanships/ Memberships of Committees of other Public Limited Companies (Includes Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility	Name of the Public Limited Company	Name of the Committee	Chairman / Member
	Muthoot Fincorp Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Stakeholders Relationship Committee	Member
Corporate Social Responsibility Committee		Member	

(CSR) Committee and Stakeholders Relationship Committee)	Muthoot Housing Finance Company Limited	Nomination & Remuneration Committee	Member
No. of Board meetings attended during FY 2015 - 2016	Held	5	
	Attended	5	

By Order of the Board of Directors

Kochi
19th April, 2016

Sd/-
Syam Kumar R.
Company Secretary & Head - Governance

ANNUAL REPORT SENT SEPARATELY

MUTHOOT CAPITAL SERVICES LIMITED

(CIN: L67120KL1994PLC007726)

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

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

Web: www.muthootcap.com, Email: mail@muthootcap.com

PROXY FORM

(MGT-11)

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

Name of the member(s):

Registered address:

E-mail Id:

Folio. No/DP ID& Client ID:

I/We, being the holder(s) of shares of the above named Company hereby appoint

1. Name: 2. Name: 3. Name:

Address: Address: Address:

Email Id: Email Id: Email Id:

Signature: or falling him/her Signature: or falling him/her Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company, to be held on Monday, 06th day of June, 2016, at 10.00 a.m. at the International Hotel, Veekshanam Road, Kochi - 682 035, Kerala, India, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Numbers	Particulars of Business			
	Ordinary Business	For	Against	
1.	Adoption of Audited Statement of Profit and Loss for the financial year ended 31 st March, 2016, the Audited Balance Sheet as at that date, the Report of the Board of Directors and Independent Auditors thereon.			
2.	Ratification of the Interim dividend of Rs. 5.50/- per equity share of Rs. 10/- each paid to shareholders as the final dividend for the FY 2015 - 2016.			
3.	Re-appointment of Retiring Director, Mr. Thomas Muthoot (DIN: 00082099)			
4.	Ratification of the appointment of M/s. K. Venkatachalam Aiyer & Co. Chartered Accountants, as Auditors and Fixation of remuneration thereof.			
Special Business				
5.	Approval of re-appointment of Mr. Thomas George Muthoot (DIN: 00011552) as Managing Director and fixation remuneration terms.			

Signed this day of 2016.

Affix One
Rupee
Revenue
Stamp

Signature of Shareholder

Signature of proxy holder (s)

Note:

- 1) **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.**

* It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' 'or' against column blank against any or all Resolutions, Your proxy will be entitled to vote in the manner as he/she thinks appropriate.

MUTHOOT CAPITAL SERVICES LIMITED

(CIN: L67120KL1994PLC007726)

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

Tel: +91484 - 6619600/6613450, Fax: +91 - 484 - 2381261

Web: www.muthootcap.com, Email: mail@muthootcap.com

ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the Hall)

I hereby record my presence at the 22nd Annual General Meeting of the Company on Monday, 06th June, 2016 at 10:00 a.m. at the International Hotel, Veekshanam Road, Kochi - 682 035

Folio No/DP ID/Client ID.....

Full Name of the Shareholder in Block Letters:

No. of Shares held:

Name of Proxy (if any) in Block Letters:

Signature of the Shareholder/Proxy/Representative*

* Strike out whichever is not applicable.

Note:

Electronic copy of the Annual Report for 2015 - 2016 and Notice of the 22nd AGM along with Attendance Slip and Proxy Form is being sent to all the Members whose email address is registered with the Company/Depository Participant unless any Member has requested for the hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.

Route Map - Venue of AGM

