



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 24th Annual General Meeting (AGM) of the Members of “**Muthoot Capital Services Limited**” will be held on Thursday, 14th day of June, 2018, at 10.30 a.m. at The International Hotel, Veeekshanam Road, Kochi - 682 035, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the financial year ended March 31, 2018, the Audited Balance Sheet as at that date, together with the Cash Flow Statements, the Report of the Board of Directors and Independent Auditors thereon.
2. **To appoint a Director in place of Mr. Thomas Muthoot (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.
3. 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 approval of the members is hereby accorded to ratify the appointment of M/s. Varma & Varma, Chartered Accountants, (Firm Reg. No: 004532S) Sreeraghavam, Kerala Varma Tower, Building No. 53/2600 B, C, D & E, Off. Kunjanbava Road, Vyttila, P.O., Kochi - 682 019, who was appointed as the Statutory Auditors of the Company for a term of 5 years in the Annual General Meeting held on June 06, 2017, to hold office upto the conclusion of the 28th AGM of the Company, to be held in the year 2022 and the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2019, as may be determined by the Audit Committee, in consultation with the Auditors.”

SPECIAL BUSINESS:

4. Approval of Related Party Transactions

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions if any, of the Companies Act, 2013 (the ‘Act’) read with Companies (Meeting of the Board and its powers) Rules, 2014 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approvals, consents, sanctions and permission as may be necessary, consent of the members of the Company be accorded to the Board of Directors of the Company to enter into contracts, arrangements and/or agreements with related parties as defined under the Act with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of or buying, leasing of property of any kind, availing or rendering of any services or any other transactions of whatever nature with the following related parties for a period of 5 years, subject to the annual limits as set out below with effect from April 01, 2019:

Sl. No.	Name of the Related Party	Nature of transactions	Transaction limit per annum (Rs. in Lakhs)
1.	Muthoot Fincorp Limited	Commission for procurement of new business and collection of repayment	2000.00

		Space Sharing	100.00
		Rent Deposit	100.00
2.	Muthoot Bankers	Maintenance of windmill and related operations of Company owned windmill at Muppanthal, KK district, Tamilnadu	100.00

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

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

“**RESOLVED THAT** in supersession of the earlier resolution passed on August 21, 2015 and pursuant to Section 180(1)(c) of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time any sum or sums of monies in any manner as may be required for the purpose of business of the Company, with or without security and upon such terms and conditions as they may think fit, notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Company and outstanding at any time shall not exceed the sum of Rs. 5000 crores (Rupees five thousand crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

6. **Issue of Non - Convertible Debentures (NCDs) on Private Placement basis**

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

“**RESOLVED THAT** pursuant to the provisions of Section 42, 71 of the Companies Act, 2013 (“the Act”), read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended and other applicable SEBI regulations and guidelines, the provisions of the Memorandum and Articles of Association of the Company, RBI Notification No. DNBR (PD) CC No. 021/03.10.001/2014-15 dated 20th February, 2015, such other terms/requirements laid down by the Reserve Bank of India in this regard, and/or any other concerned statutory/regulatory authority, as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’ which term shall be deemed to include any Committee thereof) to create, offer, issue and allot Redeemable Non-Convertible Debentures (the “NCDs”) in the aggregate amount of up to Rs. 200.00 crores (Rupees Two Hundred Crores Only), in one or more tranches on private placement basis during the FY 2018 - 2019 to the eligible investors (the “Issue”) (whether residents, non - residents, institutions, banks, incorporated bodies, mutual funds, venture capital funds, financial institutions, individuals, trustees, stabilizing agents or otherwise and whether or not such investors are Members of the Company) within the overall borrowing limits of the Company on such terms and conditions as the Board may from time to time determine proper and beneficial.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, invitation, issue or allotment through private placement of NCDs, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, finalizing the form/placement documents/offer letter, timing of the issue(s), including the class of investors to whom the NCDs are to be allotted, number of NCDs to be allotted in each tranche, issue price, redemption, rate of interest, redemption period, allotment of NCDs, appointment of lead managers, arrangers, debenture trustees and other agencies, entering into arrangements for managing the issue, issue placement documents and to sign all deeds, documents and writings and to pay any fees, remuneration, expenses relating thereto and for other related matters and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to further delegate all or any of the powers in aforesaid matters to the Committee/officials of the Company, in such manners as the Board may in its absolute discretion deem fit.”

7. **Approval of MCSL Employee Stock Option Scheme 2018 - “Scheme - I”**

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

“RESOLVED THAT pursuant to the provisions of Section 62 (1) (b) and other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**) read with rules framed thereunder and the Securities and Exchange Board of India (**‘SEBI’**) (Share Based Employee Benefits) Regulations, 2014 (**‘SBEB Regulations’**) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and in accordance with circulars / guidelines issued by SEBI, the articles of association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**), as amended, the Foreign Exchange Management Act, 1999, as amended and other applicable regulations, rules and circulars / guidelines in force, from time to time and subject to any approval(s) of any authorities as may be required, and subject to any such condition(s) or modification(s), if any, as may be prescribed or imposed by such authorities while granting such approval(s) and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the **‘Board’**, which term shall include Nomination and Remuneration Committee constituted and designated by the Board to act as the **‘Compensation Committee’** under the SBEB Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board to grant, vest and allot, from time to time, and in one or more tranches, options under the **MCSL Employee Stock Option Scheme 2018 - “Scheme - I” (‘ESOP I 2018’)**, to or to the benefit of such person(s) who are permanent employees of the Company, whether working in India or outside India, and / or to the directors of the Company, whether whole-time or not but excluding independent director(s) and to such other persons as may be decided by the Board and / or permitted under SBEB Regulations (hereinafter referred to as **‘Eligible Employees’**) but does not include an employee who is a promoter or a person belonging to the promoter group and a director(s) who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, to subscribe to such number of equity shares of the Company but not exceeding in aggregate of 3,35,000 equity shares of the face value of ₹ 10/- (Rupees Ten only) each across all the ESOP schemes, at such price or prices, and on such terms and conditions, as may be determined by the Board in accordance with the provisions of ESOP I 2018 and in due compliance with the SBEB Regulations and other applicable laws, rules and regulations;

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute

discretion and as permitted under applicable laws, so as to ensure the fair and equitable benefits under ESOP I 2018 are passed on to the eligible employees;

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be allotted and the price of acquisition payable by the option grantees under the ESOP I 2018 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 10/- per equity share, bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees;

RESOLVED FURTHER THAT the Board be and is hereby authorised to devise, formulate, evolve, decide upon and bring into effect ESOP I 2018 on such terms and conditions as contained in explanatory statement to this item in the notice and to modify, alter, vary, revise or amend the said terms or suspend, withdraw, revise or terminate ESOP I 2018, subject to compliance with the SBEB Regulations, the Act and other applicable laws, rules and regulations, as may be prevailing at that time;

RESOLVED FURTHER THAT the equity shares may be allotted in accordance with ESOP I 2018 directly to the employees;

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with ESOP I 2018 and to take necessary steps for listing of the equity shares allotted under ESOP I 2018 on the stock exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Regulations and other applicable laws, rules and regulations;

RESOLVED FURTHER THAT the equity shares so issued and allotted under ESOP I 2018 shall rank *pari passu* with the then existing equity shares of the Company;

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to ESOP I 2018;

RESOLVED FURTHER THAT the number of Employee Stock Options that may be granted to any Eligible Employee, in any financial year and in aggregate under the ESOP I 2018 shall be less than 1% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company;

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing the Nomination and Remuneration Committee to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOP I 2018 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of ESOP I 2018 and to take all such steps and do all acts as may be incidental or ancillary thereto;

RESOLVED FURTHER THAT subject to applicable provisions of the Act and other applicable laws, the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of directors or chairman or

managing director of the Company with a power to further delegate to any executives or officer of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard.”

8. **Approval of MCSL Employee Stock Option Scheme 2018 - “Scheme - II”**

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**) read with rules framed thereunder and the Securities and Exchange Board of India (**‘SEBI’**) (Share Based Employee Benefits) Regulations, 2014 (**‘SBEB Regulations’**) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and in accordance with circulars / guidelines issued by SEBI, the articles of association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**), as amended, the Foreign Exchange Management Act, 1999, as amended and other applicable regulations, rules and circulars / guidelines in force, from time to time and subject to any approval(s) of any authorities as may be required, and subject to any such condition(s) or modification(s), if any, as may be prescribed or imposed by such authorities while granting such approval(s) and subject to acceptance of such condition(s) or modification(s) by the board of directors of the Company (hereinafter referred to as the **‘Board’**, which term shall include Nomination and Remuneration Committee constituted and designated by the Board to act as the **‘Compensation Committee’** under the SBEB Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board to grant, vest and allot, from time to time, and in one or more tranches, options under the **MCSL Employee Stock Option Scheme 2018 - “Scheme - II” (‘ESOP II 2018’)**, to or to the benefit of such person(s) who are permanent employees of the Company, whether working in India or outside India, and / or to the directors of the Company, whether whole-time or not but excluding independent director(s) and to such other persons as may be decided by the Board and / or permitted under SBEB Regulations (hereinafter referred to as **‘Eligible Employees’**) but does not include an employee who is a promoter or a person belonging to the promoter group and a director(s) who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, to subscribe to such number of equity shares of the Company but not exceeding in aggregate of 3,35,000 equity shares of the face value of ₹ 10/- (Rupees Ten only) each across all the ESOP schemes, at such price or prices, and on such terms and conditions, as may be determined by the Board in accordance with the provisions of ESOP II 2018 and in due compliance with the SBEB Regulations and other applicable laws, rules and regulations;

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure the fair and equitable benefits under ESOP II 2018 are passed on to the eligible employees;

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be allotted and the price of acquisition payable by the option grantees under the ESOP II 2018 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 10/- per equity share, bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees;

RESOLVED FURTHER THAT the Board be and is hereby authorised to devise, formulate, evolve, decide upon and bring into effect ESOP II 2018 on such terms and conditions as contained in explanatory statement to this item in the notice and to modify, alter, vary, revise or amend the said terms or suspend, withdraw, revise or terminate ESOP II 2018, subject to compliance with the SBEB Regulations, the Act and other applicable laws, rules and regulations, as may be prevailing at that time;

RESOLVED FURTHER THAT the equity shares may be allotted in accordance with ESOP II 2018 directly to the employees;

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with ESOP II 2018 and to take necessary steps for listing of the equity shares allotted under ESOP II 2018 on the stock exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Regulations and other applicable laws, rules and regulations;

RESOLVED FURTHER THAT the equity shares so issued and allotted under ESOP II 2018 shall rank *pari passu* with the then existing equity shares of the Company;

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to ESOP II 2018;

RESOLVED FURTHER THAT the number of Employee Stock Options that may be granted to any Eligible Employee, in any financial year and in aggregate under the ESOP II 2018 shall be less than 1% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company;

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing the Nomination and Remuneration Committee to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOP II 2018 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of ESOP II 2018 and to take all such steps and do all acts as may be incidental or ancillary thereto;

RESOLVED FURTHER THAT subject to applicable provisions of the Act and other applicable laws, the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of directors or chairman or managing director of the Company with a power to further delegate to any executives or officer of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard.”

9. **Approval of MCSL Employee Stock Option Scheme 2018 - “Scheme - III”**

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

“RESOLVED THAT pursuant to the provisions of Section 62 (1) (b) and other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**) read with rules framed thereunder and the Securities and Exchange Board of India (**‘SEBI’**) (Share Based Employee Benefits) Regulations, 2014 (**‘SBEB Regulations’**) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and in accordance with circulars / guidelines issued by SEBI, the articles of association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**), as amended, the Foreign

Exchange Management Act, 1999, as amended and other applicable regulations, rules and circulars / guidelines in force, from time to time and subject to any approval(s) of any authorities as may be required, and subject to any such condition(s) or modification(s), if any, as may be prescribed or imposed by such authorities while granting such approval(s) and subject to acceptance of such condition(s) or modification(s) by the board of directors of the Company (hereinafter referred to as the '**Board**', which term shall include Nomination and Remuneration Committee constituted and designated by the Board to act as the 'Compensation Committee' under the SBEB Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board to grant, vest and allot, from time to time, and in one or more tranches, options under the **MCSL Employee Stock Option Scheme 2018 - "Scheme - III" ('ESOP III 2018')**, to or to the benefit of such person(s) who are permanent employees of the Company, whether working in India or outside India, and / or to the directors of the Company, whether whole-time or not but excluding independent director(s) and to such other persons as may be decided by the Board and / or permitted under SBEB Regulations (hereinafter referred to as '**Eligible Employees**') but does not include an employee who is a promoter or a person belonging to the promoter group and a director(s) who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, to subscribe to such number of equity shares of the Company but not exceeding in aggregate of 3,35,000 equity shares of the face value of ₹ 10/- (Rupees Ten only) each across all the ESOP schemes, at such price or prices, and on such terms and conditions, as may be determined by the Board in accordance with the provisions of ESOP III 2018 and in due compliance with the SBEB Regulations and other applicable laws, rules and regulations;

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure the fair and equitable benefits under ESOP III 2018 are passed on to the eligible employees;

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be allotted and the price of acquisition payable by the option grantees under the ESOP III 2018 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 10/- per equity share, bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees;

RESOLVED FURTHER THAT the Board be and is hereby authorised to devise, formulate, evolve, decide upon and bring into effect ESOP III 2018 on such terms and conditions as contained in explanatory statement to this item in the notice and to modify, alter, vary, revise or amend the said terms or suspend, withdraw, revise or terminate ESOP III 2018, subject to compliance with the SBEB Regulations, the Act and other applicable laws, rules and regulations, as may be prevailing at that time;

RESOLVED FURTHER THAT the equity shares may be allotted in accordance with ESOP III 2018 directly to the employees;

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with ESOP III 2018 and to take necessary steps for listing of the equity shares allotted under ESOP III 2018 on the stock exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Regulations and other applicable laws, rules and regulations;

RESOLVED FURTHER THAT the equity shares so issued and allotted under ESOP III 2018 shall rank *pari passu* with the then existing equity shares of the Company;

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to ESOP III 2018;

RESOLVED FURTHER THAT the number of Employee Stock Options that may be granted to any Eligible Employee, in any financial year and in aggregate under the ESOP III 2018 shall be less than 1% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company;

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing the Nomination and Remuneration Committee to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOP III 2018 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of ESOP III 2018 and to take all such steps and do all acts as may be incidental or ancillary thereto;

RESOLVED FURTHER THAT subject to applicable provisions of the Act and other applicable laws, the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of directors or chairman or managing director of the Company with a power to further delegate to any executives or officer of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard.”

10. Approval of MCSL Employee Stock Option Scheme 2018 - “Scheme - IV”

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

“RESOLVED THAT pursuant to the provisions of Section 62 (1) (b) and other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**) read with rules framed thereunder and the Securities and Exchange Board of India (**‘SEBI’**) (Share Based Employee Benefits) Regulations, 2014 (**‘SBEB Regulations’**) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and in accordance with circulars / guidelines issued by SEBI, the articles of association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**), as amended, the Foreign Exchange Management Act, 1999, as amended and other applicable regulations, rules and circulars / guidelines in force, from time to time and subject to any approval(s) of any authorities as may be required, and subject to any such condition(s) or modification(s), if any, as may be prescribed or imposed by such authorities while granting such approval(s) and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the **‘Board’**, which term shall include Nomination and Remuneration Committee constituted and designated by the Board to act as the **‘Compensation Committee’** under the SBEB Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board to grant, vest and allot, from time to time, and in one or more tranches, options under the **MCSL Employee Stock Option Scheme 2018 - “Scheme - IV” (‘ESOP IV 2018 ’)**, to or to the benefit of such person(s) who are permanent employees of the Company, whether working in India or outside India, and / or to the directors of the Company, whether whole-time or not but excluding independent director(s) and to such other persons as may be decided by the Board and / or permitted under SBEB Regulations (hereinafter referred to as **‘Eligible Employees’**) but does not include an

employee who is a promoter or a person belonging to the promoter group and a director(s) who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, to subscribe to such number of equity shares of the Company but not exceeding in aggregate of 3,35,000 equity shares of the face value of ₹ 10/- (Rupees Ten only) each across all the ESOP schemes, at such price or prices, and on such terms and conditions, as may be determined by the Board in accordance with the provisions of ESOP IV 2018 and in due compliance with the SBEB Regulations and other applicable laws, rules and regulations;

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure the fair and equitable benefits under ESOP IV 2018 are passed on to the eligible employees;

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be allotted and the price of acquisition payable by the option grantees under the ESOP IV 2018 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 10/- per equity share, bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees;

RESOLVED FURTHER THAT the Board be and is hereby authorised to devise, formulate, evolve, decide upon and bring into effect ESOP IV 2018 on such terms and conditions as contained in explanatory statement to this item in the notice and to modify, alter, vary, revise or amend the said terms or suspend, withdraw, revise or terminate ESOP IV 2018, subject to compliance with the SBEB Regulations, the Act and other applicable laws, rules and regulations, as may be prevailing at that time;

RESOLVED FURTHER THAT the equity shares may be allotted in accordance with ESOP IV 2018 directly to the employees;

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with ESOP IV 2018 and to take necessary steps for listing of the equity shares allotted under ESOP IV 2018 on the stock exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Regulations and other applicable laws, rules and regulations;

RESOLVED FURTHER THAT the equity shares so issued and allotted under ESOP IV 2018 shall rank *pari passu* with the then existing equity shares of the Company;

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to ESOP IV 2018;

RESOLVED FURTHER THAT the number of Employee Stock Options that may be granted to any Eligible Employee, in any financial year and in aggregate under the ESOP IV 2018 shall be less than 1% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company;

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing the Nomination and Remuneration Committee to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOP IV 2018 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of ESOP IV scheme 2018 and to take all such steps and do all acts as may be incidental or ancillary thereto;

RESOLVED FURTHER THAT subject to applicable provisions of the Act and other applicable laws, the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of directors or chairman or managing director of the Company with a power to further delegate to any executives or officer of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard.”

On behalf of the Board of Directors

Sd/-

**Thomas George Muthoot
Managing Director**

Kochi

May 18, 2018

NOTES

1. The statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of the special business as 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, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization. A proxy form (Form MGT - 11) is annexed to this notice.

3. 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.

4. 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.

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

The shareholders who have not yet encashed their dividend warrants relating to the financial year 2010 - 2011 and subsequent years are requested to contact the Company/Registrar and Share Transfer Agents.

6. Pursuant to the provisions of Section 124 (6) of the Companies Act, 2013 read with IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016 the equity shares of the Company, in respect of which the dividend(s) remained unpaid or unclaimed for a period of 7 consecutive years, are liable to be transferred to the IEPF Authority. As per the provisions of IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), the shareholder may lodge the claim to the IEPF Authority for such dividends and shares by submitting an online application in Form IEPF-5 available on the website www.iepf.gov.in. In case you have any queries or issues

regarding unclaimed dividends or shares, you may refer to the Nodal Officer and can be contacted at 0484 - 6619689/692 or mail to mail@muthootcap.com or investorgrievance@muthootcap.com

7. Members/Proxies are requested to bring the attendance slip (annexed to this notice) duly filled in for attending the meeting.
8. As a measure of economy, copies of the Annual Report will not be distributed at the venue of AGM. 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. The route map and prominent landmark of the venue of the meeting is provided in this Notice.
11.
 - 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 June 08, 2018 (cut-off date) i.e., a date not earlier than seven days before the date of general meeting shall only be allowed to vote.
 - b) Shareholders who have acquired shares after the dispatch of notice and before the cut-off date may approach the Company for issuance of User ID and Password for exercising their votes by electronic means.
 - c) The remote e-voting period will commence at 9.00 a.m. on June 11, 2018 and will end on 5.00 p.m. on June 13, 2018. At the end of the remote e-voting period, the said facility shall forthwith be blocked. The Company has appointed CS Nikhil George Pinto, Partner, M/s. CaesarPintoJohn & Associates LLP, Company Secretaries, 5, Puthussery House, Edanad, Chowara P.O., Aluva, Ernakulam - 683 571, to conduct the scrutiny of votes cast in the remote e-voting process and poll at the venue of the AGM of the Company.
 - 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 remote e-voting shall be able to exercise their right at the meeting.
 - f) The members who have cast their vote by remote 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 remote e-voting and poll in the AGM 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) Shareholders who are not members as on the cut-off date shall treat this notice for information purposes only.
 - i) Documents/Papers relating to the items contained in the Notice may be perused on any working day during business hours at the Registered Office of the Company and the copies shall also be made available for inspection at the Meeting.

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

12. INSTRUCTIONS FOR REMOTE E-VOTING

The instructions for shareholders to vote electronically are as under:

- (i) The voting period commences on 9.00 a.m. on June 11, 2018 and will end on 5.00 p.m. on June 13, 2018. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date June 08, 2018 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL and the remote e-voting shall not be allowed beyond the said date and time.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on “Shareholders”.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 character DP ID followed by 8 digits Client ID,
 - 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) Shareholders 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 remote e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <MUTHOOT CAPITAL SERVICES LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option “YES” or “NO” as desired. The option “YES” implies that you assent to the Resolution and option “NO” implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the Resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xvi) 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 remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and remote 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. Rakesh Laxman Dalvi, Deputy Manager and can be contacted at 022-2305 8542 or mail to helpdesk.evoting@cdslindia.com.

On behalf of the Board of Directors

Sd/-

Thomas George Muthoot
Managing Director

Kochi
May 18, 2018

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

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

Item No. 4

The Shareholders had vide resolution dated September 03, 2014 had approved related party transactions with Muthoot Fincorp Limited and Muthoot Bankers for a period of 5 years with effect from April 01, 2014, subject to the details given below:

Sl. No.	Name of the Related Party	Nature of transactions	Transaction limit per annum (Rs. in Lakhs)
1.	Muthoot Fincorp Limited	Commission for procurement of new business and collection of repayment	1000.00
		Space Sharing	50.00
		Rent Deposit	50.00
2.	Muthoot Bankers	Maintenance of windmill and related operations of Company owned windmill at Muppanthal, KK district, Tamilnadu	50.00

Considering the vast increase in business operations and validity of the existing approval, the Company intends to enter into an agreement with Muthoot Fincorp Limited and Muthoot Bankers for the same business and increase the limit of

the transactions as per the details furnished below. The transactions are in the ordinary course of business except the transaction relating to wind mill operations and at arm's length, and are not material but the Company, as a matter of abundant caution and prudent corporate practice, proposes to obtain approval of shareholders by way of ordinary resolution. The transactions have been approved by the Audit Committee and also by the Board of Directors subject to the approval of Members by way of an ordinary resolution. The prescribed price/charges payable under the contracts shall be competitive, shall be based on the prevailing market price, shall not be prejudicial to the interest of either parties and shall be at arm's length, on the basis of comparable uncontrolled price other than with associate enterprise.

Copy of the documents relating to the previous transactions would be available for inspection without any fee by the Members at the Registered Office of the Company during the normal business hours on any working day.

The details of the related party transaction(s) are furnished below:

a) Muthoot Fincorp Limited

Name of Related Party	Muthoot Fincorp Limited	
Name of the Director/KMP who is related, if any	Thomas John Muthoot, Chairman (DIN: 00011618) Thomas George Muthoot, Managing Director (DIN: 00011552) Thomas Muthoot, Director (DIN: 00082099) A P Kurian, Director (DIN: 00008022) R K Nair, Director (DIN: 00631889)	
Nature of relationship	Interested as Director/Shareholder	
Nature, Material terms, monetary value and particulars of the contract or arrangement:	Nature of Transaction	Transaction limit per annum (Rs. in Lakhs)
	Commission for procurement of new business and collection of repayment	2000.00
	Space Sharing	100.00
	Rent Deposit	100.00
Tenure of contract	5 years with effect from April 01, 2019	
Any other information relevant or important for the members to take a decision on the proposed resolution	All factors relevant to the contract have been considered and it is confirmed that the transactions are in the ordinary course of business and at arm's length.	

b) Muthoot Bankers

Name of Related Party	Muthoot Bankers	
Name of the Director/Partner/ KMP who is related, if any	Thomas John Muthoot, Chairman (DIN: 00011618) Thomas George Muthoot, Managing Director (DIN: 00011552) Thomas Muthoot, Director (DIN: 00082099)	
Nature of relationship	Partners in the firm	
Nature, Material terms, monetary value and particulars of the contract or arrangement:	Nature of Transaction	Transaction limit per annum (Rs. in Lakhs)
	Maintenance of windmill and related operations of Company owned windmill at Muppanthal, KK district, Tamilnadu	100.00
Tenure of contract	5 years with effect from April 01, 2019	
Any other information relevant or important for the members to take a decision on the proposed resolution	Nil	

The Board recommends the Ordinary Resolution as set out in Item No.4 of the notice for the approval of the Members who are not related party(s). Directors, Key Managerial Personnel of the Company or their relatives as mentioned as related parties above, may be deemed to be interested or concerned in the resolution.

Item No. 5

The Company had at the 21st Annual General Meeting held on August 21, 2015 taken approval of the shareholders by way of special resolution pursuant to Section 180(1)(c) of the Companies Act, 2013, whereby the Board of Directors of the Company was authorized to borrow moneys apart from temporary loans obtained from Company's Bankers in the ordinary course of business in excess of the aggregate of paid up capital and free reserves that is to say reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 2000 crores (Rupees two thousand crores only).

With the increase in operation of the Company and the projections for the coming years, it is proposed to increase the Borrowing limits to Rs. 5000 crores (Rupees five thousand crores only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the proposed increase in borrowing limits require the approval of the members by way of Special Resolution. Hence the Company propose the Special Resolution in Item No. 5.

Copy of the documents relating to previous resolution passed by the members is 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.

None of the Directors and Key Managerial Persons of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out in Item No. 5 of the Notice.

Item No. 6

In order to provide necessary flexibility regarding borrowings of the Company in an optimal manner depending on the market conditions, the Company proposes to offer, issue and allot Redeemable Non-Convertible Debentures ('NCDs') upto an amount of Rs. 200 crores in such manner and on such terms and conditions as may be deemed appropriate by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee thereof). The Board has, at its meeting held on April 17, 2018, resolved to seek approval of Members to issue NCDs upto an amount of Rs. 200 crores on private placement basis, on such terms and conditions and at such price(s) as may be determined by the Board.

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, provides that a Company offering or making an invitation to subscribe NCDs on private placement basis shall obtain prior approval of the shareholders by way of a special resolution. The special resolution shall be valid for a period of one year for all the offers or invitations for such NCDs made during the year. The Company may offer or invite subscription for NCDs, in one or more series/tranches on private placement basis to persons who may or may not be shareholders of the Company. NCDs may be secured by mortgage/charge on the assets of the Company and may be listed on one or more stock exchanges. The proposed borrowings along with the existing borrowings of the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) would not exceed the borrowing limit approved by the shareholders from time to time. The Company shall further comply with the provisions of Notification No. DNBR (PD) CC No. 021/03.10.001/2014-15 dated 20 February 2015 issued by the Reserve Bank of India.

Approval of the shareholders is, therefore, sought for the proposed issue of NCDs and for authorising the Board to issue NCDs on such terms and conditions as may be deemed appropriate by the Board. The Board recommends the resolution for approval of the shareholders of the Company as a Special resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution.

Item No. 7

Employee stock options play a substantial role in promoting the culture of employee ownership and in attracting, retaining, motivating talented personnel by way of recognising and rewarding them.

Therefore, the Company is intending to issue employee stock options under **MCSL Employee Stock Option Scheme 2018 - "Scheme - I" ('ESOP I 2018')** to the employees of the Company whether existing or future by enabling them to participate in the ownership of the Company.

The Nomination and Remuneration Committee (**'the Committee'**) at its meeting inter-alia formulated the detailed terms and conditions of the said scheme which was duly approved by the board of directors of the Company (**'the Board'**) at its meeting held on May 18, 2018 subject to the approval of the members and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (the **'SBEB Regulations'**).

The Company seeks approval of the members for launch of ESOP I 2018 and for grant of stock options to the employees of the Company as may be decided by Board and / or the Committee from time to time in accordance with the provisions of the Companies, Act, 2013 (including rules framed thereunder), SBEB Regulations and other applicable laws and regulations.

The salient features of ESOP I 2018 as per SBEB Regulations are as under:

Sr. No.	Particulars	ESOP I 2018
1.	Brief description of the scheme.	The objective of the ESOP I 2018 is to provide sense of ownership and participation to employees and attract new talent which will ultimately contribute to the success of MCSL. This will be achieved by the issue of Options to the employees of the Company.
2.	The total number of options, shares or benefits, as the case may be, to be granted.	Not exceeding in aggregate of 3,35,000 equity shares of the face value of ₹ 10/- (Rupees Ten only) each across all the ESOP schemes.
3.	Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s).	a) a permanent employee of the Company who has been working in India or outside India; or b) a director of the Company, whether a whole time director or not but excluding an independent director; but does not include- (i) an employee who is a promoter or a person belonging to the promoter group; or (ii) a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company;
4.	Requirements of vesting and period of vesting.	Vesting of options would be subject to continued employment with the Company.
5.	Maximum period (subject to Regulation 18 (1) and 24 (1) of the regulations, as the case may be) within which the options / benefit shall be vested.	<ul style="list-style-type: none"> • 25% of the Options shall vest on the First anniversary from the Grant Date; • Next 75% of the Options shall vest on the Second anniversary from the Grant Date.
6.	Exercise price, purchase price or pricing formula.	The exercise price shall be equal to the Face Value of shares i.e., INR 10 per share.
7.	Exercise period and process of exercise.	The exercise period shall be 10 years from the date of Grant. Payment of the Exercise Price shall be made by a cheque or a demand draft drawn in favour of the Company or through permitted banking channel, or in such other manner as the Committee may permit.
8.	The appraisal process for determining the eligibility of employees for the scheme(s).	The appraisal process for determining the eligibility of the employees will be decided by the Nomination and Remuneration Committee from time to time.

9.	Maximum number of options, shares, as the case may be, to be issued per employee and in aggregate.	Maximum number of shares that may be issued pursuant to exercise of Options Granted to an eligible employee shall be in accordance with relevant regulations in force at the time of grant, and to all eligible employees under all the ESOP schemes, shall not exceed 2% of the issued equity shares of the Company subject to such fair and reasonable adjustment that may be necessitated pursuant to any future corporate action.
10.	Maximum quantum of benefits to be provided per employee under the scheme(s).	The Maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the Market Price of the shares as on the date of sale of shares arising out of exercise of options.
11.	Whether the scheme(s) is to be implemented and administered directly by the company or through a trust.	ESOP I 2018 shall be administered by the Company and not through a trust.
12.	Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both.	The scheme only involves new issue of shares by the Company.
13.	The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.	This is not applicable under the present scheme.
14.	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s).	This is not applicable under the present scheme.
15.	A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15.	The Company shall comply with the disclosures and the accounting policies as prescribed from time to time.
16.	The method which the company shall use to value its options.	Fair value will be determined and approved by the Nomination and Remuneration Committee in accordance with SEBI Regulations.
17.	Lock-in	Nil

In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ('EPS') of the company shall also be disclosed in the Directors' Report.

Regulation 6 (1) of SBEB Regulations and Rule 12 (1) of the Companies (Share Capital and Debentures) Rules, 2014 ('ESOP Rules'), requires that every employee stock option scheme shall be approved by the members of a company by passing a special resolution in a general meeting. Further, as ESOP I 2018 will entail further issue of shares, consent of the members is required by way of a special resolution pursuant to Section 62 (1) (b) of the Companies Act, 2013. Accordingly, the special resolution set out at Item No. 7 of this Notice is proposed for approval by members.

The relevant documents mentioned in the notice are available for inspection by the members at the registered office of the Company on all working days (except Saturdays, Sundays and public holidays) between 10.00 a.m. and 5.00 p.m. upto and at the annual general meeting.

Directors / Key Managerial Personnel of the Company / their relatives who may be granted stock options under ESOP I 2018 may be deemed to be concerned or interested in the special resolutions set out in Item No. 7 of this Notice. Save as aforesaid, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said special resolutions.

The Board recommends the special resolutions set out at Item No. 7 of this Notice for approval by the members.

Item No. 8

Employee stock options play a substantial role in promoting the culture of employee ownership and in attracting, retaining, motivating talented personnel by way of recognising and rewarding them.

Therefore, the Company is intending to issue employee stock options under **MCSL Employee Stock Option Scheme 2018 - "Scheme - II" ('ESOP II 2018')** to the employees of the Company whether existing or future by enabling them to participate in the ownership of the Company.

The Nomination and Remuneration Committee (**'the Committee'**) at its meeting inter-alia formulated the detailed terms and conditions of the said scheme which was duly approved by the board of directors of the Company (**'the Board'**) at its meeting held on May 18, 2018 subject to the approval of the members and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (the **'SBEB Regulations'**).

The Company seeks approval of the members for launch of ESOP II 2018 and for grant of stock options to the employees of the Company as may be decided by Board and / or the Committee from time to time in accordance with the provisions of the Companies, Act, 2013 (including rules framed thereunder), SBEB Regulations and other applicable laws and regulations.

The salient features of ESOP II 2018 as per SBEB Regulations are as under:

Sr. No.	Particulars	ESOP II 2018
1.	Brief description of the scheme.	The objective of the ESOP II 2018 is to provide sense of ownership and participation to employees and retain the existing key employees which will ultimately contribute to the success of MCSL. This will be achieved by the issue of Options to the employees of the Company.
2.	The total number of options, shares or benefits, as the case may be, to be granted	Not exceeding in aggregate of 3,35,000 equity shares of the face value of ₹ 10/- (Rupees Ten only) each across all the ESOP schemes.
3.	Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s).	a) a permanent employee of the Company who has been working in India or outside India; or b) a director of the Company, whether a whole time director or not but excluding an independent director; but does not include- (i) an employee who is a promoter or a person belonging to the promoter group; or (ii) a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company;
4.	Requirements of vesting and period of vesting.	Vesting of options would be subject to continued employment with the Company.
5.	Maximum period (subject to Regulation 18 (1) and 24 (1) of the regulations, as the case may be) within which the options / benefit shall be vested.	<ul style="list-style-type: none"> • 10% of the Options shall vest on the First anniversary from the Grant Date; • 20% of the Options shall vest on the Second anniversary from the Grant Date; • 30% of the Options shall vest on the Third anniversary from the Grant Date; • Balance 40% of the Options shall vest on the Fourth anniversary from the Grant Date.
6.	Exercise price, purchase price or pricing formula.	The exercise price shall be equal to the Fair Market Value as on one year prior to the date of grant of options.
7.	Exercise period and process of exercise.	The exercise period shall be 10 years from the date of Grant. Payment of the Exercise Price shall be made by a cheque or a demand draft drawn in favour of the Company or through permitted banking channel, or in such other manner as the Committee may permit.

8.	The appraisal process for determining the eligibility of employees for the scheme(s).	The appraisal process for determining the eligibility of the employees will be decided by the Nomination and Remuneration Committee from time to time.
9.	Maximum number of options, shares, as the case may be, to be issued per employee and in aggregate.	Maximum number of shares that may be issued pursuant to exercise of Options Granted to an eligible employee shall be in accordance with relevant regulations in force at the time of grant, and to all eligible employees under all the ESOP schemes, shall not exceed 2% of the issued equity shares of the Company subject to such fair and reasonable adjustment that may be necessitated pursuant to any future corporate action.
10.	Maximum quantum of benefits to be provided per employee under the scheme(s).	The Maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the Market Price of the shares as on the date of sale of shares arising out of exercise of options.
11.	Whether the scheme(s) is to be implemented and administered directly by the company or through a trust.	ESOP II 2018 shall be administered by the Company and not through a trust.
12.	Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both.	The scheme only involves new issue of shares by the Company.
13.	The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.	This is not applicable under the present scheme.
14.	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s).	This is not applicable under the present scheme.
15.	A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15.	The Company shall comply with the disclosures and the accounting policies as prescribed from time to time.
16.	The method which the company shall use to value its options.	Fair value will be determined and approved by the Nomination and Remuneration Committee in accordance with SEBI Regulations.
17.	Lock-in.	Nil

In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ('EPS') of the company shall also be disclosed in the Directors' Report.

Regulation 6 (1) of SBEB Regulations and Rule 12 (1) of the Companies (Share Capital and Debentures) Rules, 2014 ('ESOP Rules'), requires that every employee stock option scheme shall be approved by the members of a company by passing a special resolution in a general meeting. Further, as ESOP II 2018 will entail further issue of shares, consent of the members is required by way of a special resolution pursuant to Section 62 (1) (b) of the Companies Act, 2013. Accordingly, the special resolution set out at Item No. 8 of this Notice is proposed for approval by members.

The relevant documents mentioned in the notice are available for inspection by the members at the registered office of the Company on all working days (except Saturdays, Sundays and public holidays) between 10.00 a.m. and 5.00 p.m. upto and at the annual general meeting.

Directors / Key Managerial Personnel of the Company / their relatives who may be granted stock options under ESOP II 2018 may be deemed to be concerned or interested in the special resolutions set out in Item No. 8 of this Notice. Save as aforesaid, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said special resolutions.

The Board recommends the special resolutions set out at Item No. 8 of this Notice for approval by the members.

Item No. 9

Employee stock options play a substantial role in promoting the culture of employee ownership and in attracting, retaining, motivating talented personnel by way of recognising and rewarding them.

Therefore, the Company is intending to issue employee stock options under **MCSL Employee Stock Option Scheme 2018 - "Scheme - III" ('ESOP III 2018')** to the employees of the Company whether existing or future by enabling them to participate in the ownership of the Company.

The nomination and remuneration committee (**'the Committee'**) at its meeting inter-alia formulated the detailed terms and conditions of the said scheme which was duly approved by the board of directors of the Company (**'the Board'**) at its meeting held on May 18, 2018 subject to the approval of the members and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (the **'SBEB Regulations'**).

The Company seeks approval of the members for launch of ESOP III 2018 and for grant of stock options to the employees of the Company as may be decided by Board and / or the Committee from time to time in accordance with the provisions of the Companies, Act, 2013 (including rules framed thereunder), SBEB Regulations and other applicable laws and regulations.

The salient features of ESOP III 2018 as per SBEB Regulations are as under:

Sr. No.	Particulars	ESOP III 2018
1.	Brief description of the scheme.	The objective of the ESOP III 2018 is to provide sense of ownership and participation to employees and retain the existing key employees which will ultimately contribute to the success of MCSL. This will be achieved by the issue of Options to the employees of the Company.
2.	The total number of options, shares or benefits, as the case may be, to be granted	Not exceeding in aggregate of 3,35,000 equity shares of the face value of ₹ 10/- (Rupees Ten only) each across all the ESOP schemes.
3.	Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s).	a) a permanent employee of the Company who has been working in India or outside India; or b) a director of the Company, whether a whole time director or not but excluding an independent director; but does not include- (i) an employee who is a promoter or a person belonging to the promoter group; or (ii) a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company;
4.	Requirements of vesting and period of vesting.	Vesting of options would be subject to continued employment with the Company.
5.	Maximum period (subject to Regulation 18 (1) and 24 (1) of the regulations, as the case may be) within which the options / benefit shall be vested.	<ul style="list-style-type: none"> • 25% of the Options shall vest on the First anniversary from the Grant Date; • 25% of the Options shall vest on the Second anniversary from the Grant Date; • 25% of the Options shall vest on the Third anniversary from the Grant Date; • Balance 25% of the Options shall vest on the Fourth anniversary from the Grant Date.
6.	Exercise price, purchase price or pricing formula.	The exercise price shall be equal to the Fair Market Value as on one year prior to the date of grant of options.
7.	Exercise period and process of exercise.	The exercise period shall be 10 years from the date of Grant. Payment of the Exercise Price shall be made by a cheque or a

		demand draft drawn in favour of the Company or through permitted banking channel, or in such other manner as the Committee may permit.
8.	The appraisal process for determining the eligibility of employees for the scheme(s).	The appraisal process for determining the eligibility of the employees will be decided by the Nomination and Remuneration Committee from time to time.
9.	Maximum number of options, shares, as the case may be, to be issued per employee and in aggregate.	Maximum number of shares that may be issued pursuant to exercise of Options Granted to an eligible employee shall be in accordance with relevant regulations in force at the time of grant, and to all eligible employees under all the ESOP schemes, shall not exceed 2% of the issued equity shares of the Company subject to such fair and reasonable adjustment that may be necessitated pursuant to any future corporate action.
10.	Maximum quantum of benefits to be provided per employee under the scheme(s).	The Maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the Market Price of the shares as on the date of sale of shares arising out of exercise of options.
11.	Whether the scheme(s) is to be implemented and administered directly by the company or through a trust.	ESOP III 2018 shall be administered by the Company and not through a trust.
12.	Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both.	The scheme only involves new issue of shares by the Company.
13.	The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.	This is not applicable under the present scheme.
14.	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s).	This is not applicable under the present scheme.
15.	A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15.	The Company shall comply with the disclosures and the accounting policies as prescribed from time to time.
16.	The method which the company shall use to value its options.	Fair value will be determined and approved by the Nomination and Remuneration Committee in accordance with SEBI Regulations.
17.	Lock-in.	Nil

In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ('EPS') of the company shall also be disclosed in the Directors' Report.

Regulation 6 (1) of SBEB Regulations and Rule 12 (1) of the Companies (Share Capital and Debentures) Rules, 2014 ('ESOP Rules'), requires that every employee stock option scheme shall be approved by the members of a company by passing a special resolution in a general meeting. Further, as ESOP III 2018 will entail further issue of shares, consent of the members is required by way of a special resolution pursuant to Section 62 (1) (b) of the Companies Act, 2013. Accordingly, the special resolution set out at Item No. 9 of this Notice is proposed for approval by members.

The relevant documents mentioned in the notice are available for inspection by the members at the registered office of the Company on all working days (except Saturdays, Sundays and public holidays) between 10.00 a.m. and 5.00 p.m. upto and at the annual general meeting.

Directors / Key Managerial Personnel of the Company / their relatives who may be granted stock options under ESOP III 2018 may be deemed to be concerned or interested in the special resolutions set out in Item No. 9 of this Notice. Save as aforesaid, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said special resolutions.

The Board recommends the special resolutions set out at Item No. 9 of this Notice for approval by the members.

Item No. 10

Employee stock options play a substantial role in promoting the culture of employee ownership and in attracting, retaining, motivating talented personnel by way of recognising and rewarding them.

Therefore, the Company is intending to issue employee stock options under **MCSL Employee Stock Option Scheme 2018 - “Scheme - IV” (‘ESOP IV 2018’)** to the employees of the Company whether existing or future by enabling them to participate in the ownership of the Company.

The nomination and remuneration committee (‘**the Committee**’) at its meeting inter-alia formulated the detailed terms and conditions of the said scheme which was duly approved by the board of directors of the Company (‘**the Board**’) at its meeting held on May 18, 2018 subject to the approval of the members and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (the ‘**SBEB Regulations**’).

The Company seeks approval of the members for launch of ESOP IV 2018 and for grant of stock options to the employees of the Company as may be decided by Board and / or the Committee from time to time in accordance with the provisions of the Companies, Act, 2013 (including rules framed thereunder), SBEB Regulations and other applicable laws and regulations.

The salient features of ESOP IV 2018 as per SBEB Regulations are as under:

Sr. No.	Particulars	ESOP IV 2018
1.	Brief description of the scheme.	The objective of the ESOP IV 2018 is to provide sense of ownership and participation to employees and attract new talent which will ultimately contribute to the success of MCSL. This will be achieved by the issue of Options to the employees of the Company.
2.	The total number of options, shares or benefits, as the case may be, to be granted	Not exceeding in aggregate of 3,35,000 equity shares of the face value of ₹ 10/- (Rupees Ten only) each across all the ESOP schemes.
3.	Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s).	a) a permanent employee of the Company who has been working in India or outside India; or b) a director of the Company, whether a whole time director or not but excluding an independent director; but does not include- (i) an employee who is a promoter or a person belonging to the promoter group; or (ii) a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company;
4.	Requirements of vesting and period of vesting.	Vesting of options would be subject to continued employment with the Company.
5.	Maximum period (subject to Regulation 18 (1) and 24 (1) of the regulations, as the case may be) within which the options / benefit shall be vested.	<ul style="list-style-type: none"> • 20% of the Options shall vest on the First anniversary from the Grant Date; • 30% of the Options shall vest on the Second anniversary from the Grant Date; • Balance 50% of the Options shall vest on the Third anniversary from the Grant Date.
6.	Exercise price, purchase price or pricing formula.	The exercise price shall be equal to the Face Value of shares i.e., INR 10 per share.
7.	Exercise period and process of exercise.	The exercise period shall be 10 years from the date of Grant. Payment of the Exercise Price shall be made by a cheque or a demand draft drawn in favour of the Company or through

		permitted banking channel, or in such other manner as the Committee may permit.
8.	The appraisal process for determining the eligibility of employees for the scheme(s).	The appraisal process for determining the eligibility of the employees will be decided by the Nomination and Remuneration Committee from time to time.
9.	Maximum number of options, shares, as the case may be, to be issued per employee and in aggregate.	Maximum number of shares that may be issued pursuant to exercise of Options Granted to an eligible employee shall be in accordance with relevant regulations in force at the time of grant, and to all eligible employees under all the ESOP schemes, shall not exceed 2% of the issued equity shares of the Company subject to such fair and reasonable adjustment that may be necessitated pursuant to any future corporate action.
10.	Maximum quantum of benefits to be provided per employee under the scheme(s).	The Maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the Market Price of the shares as on the date of sale of shares arising out of exercise of options.
11.	Whether the scheme(s) is to be implemented and administered directly by the company or through a trust.	ESOP IV 2018 shall be administered by the Company and not through a trust.
12.	Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both.	The scheme only involves new issue of shares by the Company.
13.	The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.	This is not applicable under the present scheme.
14.	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s).	This is not applicable under the present scheme.
15.	A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15.	The Company shall comply with the disclosures and the accounting policies as prescribed from time to time.
16.	The method which the company shall use to value its options.	Fair value will be determined and approved by the Nomination and Remuneration Committee in accordance with SEBI Regulations.
17.	Lock-in.	Nil

In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ('EPS') of the company shall also be disclosed in the Directors' Report.

Regulation 6 (1) of SBEB Regulations and Rule 12 (1) of the Companies (Share Capital and Debentures) Rules, 2014 ('ESOP Rules'), requires that every employee stock option scheme shall be approved by the members of a company by passing a special resolution in a general meeting. Further, as ESOP IV 2018 will entail further issue of shares, consent of the members is required by way of a special resolution pursuant to Section 62 (1) (b) of the Companies Act, 2013. Accordingly, the special resolution set out at Item No. 10 of this Notice is proposed for approval by members.

The relevant documents mentioned in the notice are available for inspection by the members at the registered office of the Company on all working days (except Saturdays, Sundays and public holidays) between 10.00 a.m. and 5.00 p.m. upto and at the annual general meeting.

Directors / Key Managerial Personnel of the Company / their relatives who may be granted stock options under ESOP IV 2018 may be deemed to be concerned or interested in the special resolutions set out in Item No. 10 of this Notice. Save as aforesaid, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said special resolutions.

The Board recommends the special resolutions set out at Item No. 10 of this Notice for approval by the members.

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 and DIN	Thomas Muthoot (00082099)	
Age & Date of Birth	July 15, 1966 (51 years)	
Nationality	Indian	
Date of appointment on the Board	February 18, 1994	
Relationship with other Directors	Brother of Mr. Thomas George Muthoot & Mr. Thomas John Muthoot	
Qualification	BA, LLB	
Expertise in specific functional areas	He has more than 30 years' experience in financial sector and hospitality industry.	
Number of shares & % of holding	3076624, 18.71%	
List of Directorships held in other Public Limited Companies	<ol style="list-style-type: none"> 1. Muthoot Fincorp Limited 2. Muthoot APT Ceramics Limited 3. Muthoot Housing Finance Company Limited 4. Muthoot Pappachan Technologies Limited 5. Muthoot Microfin Limited Along with several Private Companies in the Muthoot Pappachan	
Chairmanships/Memberships of Committees in other Public Limited Companies (Includes Audit Committee and Stakeholders Relationship Committee)	Nil	
Number of Board meetings attended during the FY 2017 - 2018	Held	8
	Attended	8

On behalf of the Board of Directors

Sd/-

**Thomas George Muthoot
Managing Director**

**Kochi
May 18, 2018**

ANNUAL REPORT IS BEING 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

(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) ofshares of the above named Company hereby appoint

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

Address: Address: Address:

Email Id: Email Id: Email Id:

Signature: or failing him/her Signature: or failing him/her Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on ____ (day) ____ (date) day of ____ (month), 2018, at ____ a.m. at _____ (venue), 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 March 31, 2018, the Audited Balance Sheet as at that date, together with the Cash Flow Statements, the Report of the Board of Directors and Independent Auditors thereon.				
2.	To appoint a Director in the place of Mr. Thomas Muthoot (DIN: 00082099) who retires by rotation.				
3.	Ratification of the appointment of M/s. Varma & Varma, Chartered Accountants, as the Statutory Auditors and fixation of remuneration thereof.				
Special Business					
4.	Approval of Related Party Transactions				
5.	Shareholders' Approval for borrowing u/s 180(1)(c)				
6.	Issue of Non - Convertible Debentures on Private Placement basis				
7.	Approval of MCSL Employee Stock Option Scheme 2018 - "Scheme - I"				
8.	Approval of MCSL Employee Stock Option Scheme 2018 - "Scheme - II"				
9.	Approval of MCSL Employee Stock Option Scheme 2018 - "Scheme - III"				
10.	Approval of MCSL Employee Stock Option Scheme 2018 - "Scheme - IV"				

Signed thisday of 2018.

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.
- 2) It is optional to put '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: +91 484 - 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 24th Annual General Meeting of the Company on _____ (day) _____ (date) day of _____ (month), 2018, at _____ a.m. at _____ (venue)

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 the FY 2017 - 2018 and Notice of the 24th 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

