

MUTHOOT CAPITAL SERVICES LIMITED

MINUTES OF THE MEETING OF THE TWENTIETH (20TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF MUTHOOT CAPITAL SERVICES LIMITED HELD ON WEDNESDAY, THE 3RD DAY OF SEPTEMBER, 2014, AT 10:00 A.M AT INTERNATIONAL HOTEL, VEEKSHANAM ROAD, KOCHI – 682 035

Present:

Shri. Thomas John Muthoot	: Chairman
Shri. Thomas George Muthoot	: Managing Director
Shri. Thomas Muthoot	: Director
Shri.A.P Kurian	: Director
Smt. Radha Unni	: Director

In Attendance:

Shri. R. Manomohanam	: Chief Executive Officer
Shri. Syam Kumar R.	: Company Secretary & Head – Governance

By Invitation:

Shri. A. Gopalakrishnan	: Partner, M/s. K. Venkatachalam Aiyer & Co. 41/3647 B, 1 st floor, Blue Bird Towers, Providence Road, Kochi. Statutory Auditors
Shri. P. Sivakumar	: Practicing Company Secretary SVJS & Associates, Company Secretaries, 39/3519B, Padmam Apartments, Manikkath Road, Ravipuram, Cochin 682 016 Scrutinizer for e-voting & ballot polling

The meeting commenced with a silent prayer. Mr. Thomas John Muthoot, Chairman, took the Chair.

The Chairman verified the quorum for the meeting, and having satisfied that the required quorum is present, called the meeting to order.

The Chairman welcomed all the members to the meeting. The notice convening the meeting, the Directors' report and the Auditors' Report having already been circulated were, with the permission of the members present, taken as read.

Number of Shareholders present in the meeting either in person or through proxy:

- | | |
|--|------|
| 1. Shareholders present in person | – 44 |
| 2. Shareholders represented by Proxies | - 17 |

Proceedings:

1. Pursuant to the provisions of Article 68 of the Articles of Association of the Company, the Chairman of the Board of Directors shall be entitled to take Chair at every General Meeting. Accordingly, Shri. Thomas John Muthoot, Chairman of the Board of Directors of the Company was requested to take the Chair. Thereafter, the Chairman welcomed the members to the 20th Annual General Meeting.
2. The Chairman declared that the quorum being present, the meeting can commence its business as mentioned in the notice dated 28th June, 2014. The Chairman also declared that the Register of Directors and Key Managerial Personnel and their Shareholdings maintained under Section 170 of the Companies Act, 2013 was on the table and available for inspection and the original copy of the Signed Annual Accounts of the Company for the year ended 31st March, 2014 together with the Reports of the Auditors' and Directors' thereon were placed on the table for inspection by the shareholders and would remain open and accessible for inspection during the continuance of the Meeting. It was informed that the Register of Contracts or Arrangements in which Directors are interested is maintained pursuant to Section 189 of the Companies Act, 2013 and also the Chairman further informed that as per Section 149 and other applicable provisions of the Companies Act, 2013 the Company has received notice in writing from a member along with the requisite deposit nominating for appointment as a Director of the Company, the notice and acknowledgement of such deposit shall be placed on the table and available for inspection. The Chairman also stated that the Register of Proxies is maintained pursuant to Section 105 of the Companies Act, 2013 and is kept open for inspection for those members who have given not less than 3 days' notice in writing of the intention to inspect the Register of Proxies. (Section 105 (8) of the Companies Act, 2013).
3. The Chairman informed that, with the consent of the Members present, the Notice convening the meeting and the Directors' Report was unanimously taken as read. The Chairman requested the Company Secretary to read the Statutory Auditors' Report. Mr. Syam Kumar. R , Company Secretary then read the Statutory Auditor's Report.
4. The Chairman, thereafter, briefly spoke and narrating the economic scenario of the Country, financing of two wheelers segment, overall performance for the year ended 31st March, 2014 as well as for the first quarter ended 30th June, 2014 of the Company.

Invitation to the Shareholder's queries, if any

The Chairman, before informing the results, invited queries, if any, arising out of the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2014 and the Reports of the Auditors' and Directors' thereon.

Since there were no queries / clarifications from the members, the Chairman requested the Company Secretary to explain the e-voting process and polls to be made.

E-voting and ballot polls

The Company Secretary stated that in terms of Section 108 of the Companies Act, 2013 read along with its relevant Rules and Clause 35 B of the Listing Agreement with the Stock Exchanges, the Company had provided to its members the facility to exercise their right to vote through electronic means in respect of all the resolutions mentioned in the Notice.

The Company Secretary further stated that Shri. P. Sivakumar, Practicing Company Secretary, who was appointed as the Scrutinizer of the E-voting process had submitted the report to the Chairman. He further informed that the detailed result of the E-voting as well as polls (combined results), furnished by the Scrutinizer, would be uploaded in the website of the Company as well as in the website of the CDSL within 48 hours from the conclusion of the Annual General Meeting and also would be sent to the Stock Exchanges where the Shares of the Company are listed.

Shri. P. Sivakumar, Practicing Company Secretary, who was appointed as the scrutinizer in connection with the e-voting process as well as Poll, was present at the meeting. He requested the Shareholders present, who have not e voted, to exercise their votes by filling up the Ballot papers distributed and depositing in the Ballot Box. The Chairman allowed one hour time to the shareholders to exercise their votes.

The Company Secretary then read out the following resolutions as proposed vide Notice dated 28th June, 2014.

ORDINARY BUSINESS:

Resolution No.1

Adoption of Audited Financial Statements together with Directors' Report and Auditors' Report for the year ended 31st March, 2014 – as an Ordinary Resolution

“RESOLVED THAT the Audited Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss for the year ended on that date and the Reports of Directors and the Auditors thereon, be and the same are hereby received and adopted.”

Resolution No.2

Declaration of Dividend on Equity Shares

“**RESOLVED THAT** pursuant to Section 123 and other applicable provisions, if any, of the Companies Act, 2013, a dividend of Rs. 4.50 (Rupees four and fifty paise only) per share be and is hereby declared on 1,24,72,575(One Crores Twenty Four Lakhs Seventy Two Thousand Five Hundred and Seventy Five only) equity shares of Rs.10/-(Rupees ten only) each fully paid up and that the aforesaid dividend be distributed to those shareholders whose names appear in the Register of Members as on the date or to their mandates.”

Resolution No.3

Reappointment of Mr. Thomas Muthoot who retires by rotation

“**RESOLVED THAT** Mr. Thomas Muthoot, whose period of office is liable to determination by retirement of directors by rotation and who has offered himself for re – appointment, be and is hereby re-appointed as a Director of the Company.”

Resolution No.4

Appointment of Statutory Auditors, and fixation of remuneration thereof

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, M/s. K. Venkatachalam Aiyer & Co., Chartered Accountants, the retiring auditors of the Company be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General meeting until conclusion of the third Annual General Meeting of the Company, on such remuneration to be fixed by the Board of Directors.”

SPECIAL BUSINESS:

Resolution No.5

Appointment of Mr. R.K Nair as an Independent Director of the Company

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule

IV to the Companies Act, 2013, Mr. R.K Nair (holding DIN 00631889), Director of the Company who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company with effect from 03.09.2014 to hold office for five consecutive years for a term up to 02.09.2019.”

Resolution No.6

Appointment of Mr. A.P Kurian as an Independent Director of the Company

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. A.P Kurian (holding DIN 00008022), Director of the Company who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company with effect from 03.09.2014 to hold office for five consecutive years for a term up to 02.09.2019.”

Resolution No.7

Appointment of Ms. Radha Unni as an Independent Director of the Company

“**RESOLVED THAT**Ms. Radha Unni (holding DIN 03242769) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 28.06.2014, in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 03.09.2014 to hold office for five consecutive years for a term up to 02.09.2014.”

Resolution No.8

Confirming limits on the borrowing powers of the Company at Rs. 1000 Crores over and above the paid up capital and free reserves of the Company

“**RESOLVED THAT**, in supersession of earlier resolution passed, on 31.07.2012 pursuant to the provisions of Section 293 (1) (d) and other applicable provisions, if any, of the Companies Act, 1956 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 Board of Directors and outstanding at any time shall not exceed the sum of Rs.1000 crores (Rupees one thousand crores only).”

“**RESOLVED FURTHER THAT**the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds, and things, and to execute all such documents, instruments and writings as may be required.”

Resolution No.9

Consent to enter into Related Party Transactions

“**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 read with clause 49 (VII) of the Listing Agreement entered into with Stock Exchange 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 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 1st April, 2014.”

	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	1000
		Space sharing	50
		Rent Deposit	50
2.	Muthoot Bankers	Maintenance of windmill and related operations of the Company owned windmill at Muppanthal, Kanyakumari District, Tamilnadu.	50

“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.”

The Chairman once again confirmed that all shareholders present who had not voted through E voting has exercised their votes through Ballot papers.He further announced that the results will be placed on the website of the Company and CDSL and also sent to the Stock Exchanges wherethe shares of the Company are listed.

Mr. Thomas John Muthoot, requested the Chief Executive Officer to propose the vote of thanks. Mr. R. Manomohanam, Chief Executive Officer, proposed the vote of thanks to the Chair and the shareholders.

There being no other item for consideration, the Chairman declared the meeting closed at 11.30 a.m.

Place: Kochi
Date: 04.09.2014

Sd/-
THOMAS JOHN MUTHOOT
Chairman