



MCSL/SEC/18-19/126

November 02, 2018

**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai - 400 001  
**Scrip Code - 511766**

**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E), Mumbai - 400 051  
**Trading Symbol - MUTHOOTCAP**

Dear Sir/Madam,

**Sub: Notice of Postal Ballot and Form**

**Ref: MCSL/SEC/18-19/125 dated October 31, 2018**

Further to our above referred letter, please find enclosed the copy of Postal Ballot Notice and Form which will be circulated to the Members of the Company.

Kindly take the same on your records.

Thanking you,

Yours Faithfully,

**For Muthoot Capital Services Limited**

VENKATA  
RAVI  
ORUGANTI

Digitally signed by VENKATA RAVI  
ORUGANTI  
DN: cn=VENKATA RAVI, o=MUTHOOT CAPITAL SERVICES LIMITED, ou=TELANGANA, email=VENKATA.RAVI@MUTHOOTCAP.COM, c=IN  
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Date: 2018.11.02 10:58:22 +05'30'

**Ravi Oruganti**  
**Company Secretary & Compliance Officer**

**Encl:** as above.

Muthoot Capital Services Ltd., Registered Office: 3rd Floor, Muthoot Towers, M.G Road, Kochi - 682 035, Kerala, India  
P: +91-484-6619600, 6613450, F: +91-484-2381261, Email: mail@muthootcap.com, www.muthootcap.com

CIN: L67120KL1994PLC007726



## MUTHOOT CAPITAL SERVICES LIMITED

(CIN: L67120KL1994PLC007726)

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

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

Web: [www.muthootcap.com](http://www.muthootcap.com), Email: [mail@muthootcap.com](mailto:mail@muthootcap.com)

### **POSTAL BALLOT NOTICE**

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member,

**NOTICE** is hereby given pursuant to Section 110 of the Companies Act, 2013 (the “Act”) and other applicable provisions, if any, of the Act, read with the Companies (Management and Administration) Rules, 2014 (the “Rules”) (including any statutory modifications or re-enactments thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws and regulations, that the resolutions appended below are proposed to the Members of the Company to be passed as Ordinary and Special Resolutions respectively by way of Postal Ballot/E-voting. The Company is desirous of seeking your consent for the proposal as contained in the Resolutions given hereinafter. The explanatory statement pertaining to the aforesaid resolutions setting out the material facts and reasons thereof is annexed hereto along with a Postal Ballot Form (the “Form”) for your consideration.

#### **SPECIAL BUSINESS:**

##### **1. RELATED PARTY TRANSACTIONS WITH MUTHOOT FINCORP LIMITED**

To consider, and if thought fit, to pass with or without the modification(s), the following resolution as **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 party during the FY 2018 - 2019, subject to the annual limits as set out below:

| <b>Name of the Related Party</b> | <b>Nature of transactions</b>  | <b>Transaction limit per annum (Rs. in Lakhs)</b> |
|----------------------------------|--|---|
| Muthoot Fincorp Limited          | Commission for procurement of new business and collection of repayment | 1500.00   |

**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.”

**2. CONTINUATION OF DIRECTORSHIP OF MR. A.P KURIAN, NON-EXECUTIVE INDEPENDENT DIRECTOR WHO HAS ATTAINED THE AGE ABOVE 75 YEARS**

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 17 (1A) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amendment Regulations) and other applicable provisions if any, of the Companies Act, 2013 and subject to such other approvals as may be necessary in this regard, the consent of the members be and is hereby accorded to continue the directorship of Mr. A.P. Kurian (DIN: 00008022), as the Non-Executive Independent Director of the Company, who has attained age above 75 years, from the effective date of the said Amendment Regulations i.e., April 01, 2019 till the expiry of his term i.e., September 02, 2019.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such other acts, deeds and things as are necessary and expedient in this regard.”

**3. CONTINUATION OF DIRECTORSHIP OF MR. R.K NAIR, NON-EXECUTIVE INDEPENDENT DIRECTOR WHO HAS ATTAINED THE AGE ABOVE 75 YEARS**

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 17 (1A) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amendment Regulations) and other applicable provisions if any, of the Companies Act, 2013 and subject to such other approvals as may be necessary in this regard, the consent of the members be and is hereby accorded to continue the directorship of Mr. R.K Nair (DIN: 00631889), as the Non-Executive Independent Director of the Company, who has attained age above 75 years, from the effective date of the said Amendment Regulations i.e., April 01, 2019 till the expiry of his term i.e., September 02, 2019.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such other acts, deeds and things as are necessary and expedient in this regard.”

**Kochi**  
**October 18, 2018**

**By Order of the Board of Directors**  
**Sd/-**  
**Ravi Oruganti**  
**Company Secretary & Compliance Officer**

**NOTES**

1. The statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out the material facts concerning the resolutions and the reason thereof is annexed for your consideration.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e., National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on the

close of business hours on Friday, October 26, 2018 (cut-off date). Members who are not members as on the cut-off date shall treat this notice for information purpose only.

3. The Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participants (“DP”) unless any member has requested for a physical copy of the same. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form (“Ballot Form”) through permitted mode along with a postage pre-paid self-addressed Business Reply Envelope.
4. The Postal Ballot Notice is uploaded on the website of the Company, i.e., [www.muthootcap.com](http://www.muthootcap.com) and on the website of CDSL, i.e., [www.evotingindia.com](http://www.evotingindia.com).
5. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer remote e-voting facility to all its Members as an alternate mode to exercise their right to vote. The Company has entered into an agreement with CDSL for facilitating remote e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.
6. Members can opt for only one mode of voting, i.e., either by Ballot Form or remote e-voting. However, in case Members cast their vote by Ballot Form and remote e-voting, then voting done through remote e-voting shall prevail and voting done by Ballot Form will be treated as invalid.
7. In case a Member is desirous of obtaining Ballot Form in printed form, the Member may write to [mail@muthootcap.com](mailto:mail@muthootcap.com). The Company will forward the same along with self-addressed pre-paid postage Business Reply Envelope upon receipt of a request from the Member.
8. The Company has appointed CS Nikhil George Pinto, Practicing Company Secretary (C.P No. 16059) as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
9. Upon completion of the scrutiny of Ballot Forms and electronic responses, the Scrutinizer will submit his report to the Chairman of the Company. The results of the Postal Ballot will be declared by the Chairman or Managing Director on or before 5.00 p.m. on Friday, December 07, 2018 at the Registered Office of the Company at Kochi. The said results along with the Scrutinizer's Report will be posted on the website of the Company, i.e., [www.muthootcap.com](http://www.muthootcap.com) and will be intimated to the Stock Exchanges where the shares of the Company are listed.
10. The decision of the Scrutinizer on the validity of the Ballot Forms and any other related matter shall be final.
11. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the said Resolutions will be deemed to have been passed, if approved by the requisite majority as provided under the relevant provisions of the Companies Act, 2013 and the rules made thereunder.
12. All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company between 10:00 a.m. to 5:00 p.m. on any working day up to the date of declaration of results of the Postal Ballot.
13. Members are requested to carefully read the instructions printed on the Postal Ballot Form enclosed herewith and return the Ballot form duly completed in the attached postage pre-paid self- addressed Business Reply Envelope (BRE) so as to reach the Scrutinizer at Mr. Nikhil George Pinto., ACS, Partner - CaesarPintoJohn & Associates LLP, Company Secretaries, Scrutinizer, C/o Muthoot Capital

Services Limited, Door No. 39/3525, Flat No. 2, First Floor, Kausthubham, Manikkath Road, Ravipuram, Kochi - 682 016, Kerala not later than 5.00 p.m. on Sunday, December 02, 2018.

**14. INSTRUCTIONS FOR E-VOTING:**

- a) The remote e-voting period commences at 9.00 a.m. on Saturday, November 03, 2018 and ends at 5.00 p.m. Sunday, December 02, 2018 (both days inclusive). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., October 26, 2018 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. Sunday, December 02, 2018 and remote e-voting shall not be allowed beyond the said time. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- b) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- c) Click on the tab “SHAREHOLDERS”.
- d) Now Enter your User ID:
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 character DP ID followed by 8 digits Client ID,
  - iii. Members holding shares in physical form should enter folio number registered with the Company.
- e) Enter the image verification as displayed and click on “LOGIN”.
- f) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- g) If you are a first time user follow the steps given below:

|  | <b>For Members holding shares in Demat Form and Physical Form</b>  |
|--|--|
| PAN  | <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"> <li>• 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</li> <li>• 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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field</li> </ul> |
| 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"> <li>• If both the details are not recorded with the Depository or Company, please enter the member id/folio number in the dividend bank details field as mentioned in instruction (d).</li> </ul>   |

- h) After entering these details appropriately, click on “SUBMIT” tab.
- i) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company

on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k) Click on the EVSN <MUTHOOT CAPITAL SERVICES LIMITED> on which you choose to vote.
- l) 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.
- m) Click on the “RESOLUTION FILE LINK” if you wish to view the Resolution details.
- n) After selecting the Resolution, 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.
- o) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- p) You can also take out print of the voting done by you by clicking on “CLICK HERE TO PRINT” option on the Voting page.
- q) 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.
- r) **Note for Non - Individual Shareholders and Custodians**
  - i. Non - Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - iii. 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.
  - iv. The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - v. 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.
- s) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). The official designated to address the grievances in this regard will be Mr. Rakesh Dalvi, Manager and can be contacted at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or at 18002005533.

**By Order of the Board of Directors**

**Sd/-**

**Ravi Oruganti**

**Company Secretary & Compliance Officer**

**Kochi**

**October 18, 2018**

**ANNEXURE TO THE NOTICE**

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No 1:**

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

| <b>Name of the Related Party</b> | <b>Nature of transactions</b>   | <b>Transaction limit per annum (₹ in Lakhs)</b> |
|----------------------------------|---|---|
| Muthoot Fincorp Limited          | Commission for procurement of new business and collection of repayment. | 1000.00   |

Further, the Company had obtained the approval of the shareholders of the Company at their meeting held on June 14, 2018, to enhance the transaction limit to ₹ 2000.00 lakhs per annum for a period of 5 years with effect from April 01, 2019.

Considering the vast increase in business operations in the current financial year, the Company anticipates higher volume of business through the branch network of MFL during the last quarter of FY 2018 - 2019 which may exceed the existing approved limit, and this would require further approval of the shareholders. Hence, the Company proposes to enhance the approval limit upto 1500.00 lakhs per annum for the FY 2018 - 2019 being the current approval is for ₹ 1000.00 lakhs.

The transaction is in the ordinary course of business and is 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 on July 17, 2018, 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 proposed related party transaction(s) are furnished below:

| <b>Name of Related Party</b>                    | <b>Muthoot Fincorp Limited</b>  |
|---|---|
| Name of the Director/KMP who is related, if any | Thomas John Muthoot, Chairman (DIN: 00011618)<br>Thomas George Muthoot, Managing Director (DIN: 00011552)<br>Thomas Muthoot, Director (DIN: 00082099)<br>A P Kurian, Director (DIN: 00008022)<br>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  | 1500.00                                    |
| Tenure of contract  | 1 year with effect from April 01, 2018 to March 31, 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. |  |

The Board recommends the Ordinary Resolution as set out in Item No.1 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 2 & 3:

Pursuant to the recommendations made in the Uday Kotak Committee Report, Securities and Exchange Board of India (SEBI) notified SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amendment Regulations) on May 9, 2018. The Regulation 17 (1A) of the Amendment Regulations, inter-alia, prescribes that listed entity shall not appoint a person or continue directorship of any person(s) as a Non-Executive Director(s) who has attained the age of 75 years, unless a special resolution is passed to that effect.

Mr. A.P Kurian and Mr. R.K Nair, were appointed as the Non-Executive Independent Directors of the Company in accordance with the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, at the 20<sup>th</sup> Annual General Meeting held on September 03, 2014 for a period of five years upto September 02, 2019.

Since Mr. A.P Kurian and Mr. R.K Nair has attained the age of 75 years and their term is valid till September 02, 2019, the Board of Directors at its meeting held on October 18, 2018, decided to seek the approval of the shareholders by way of special resolution.

The brief Profile of both the directors including the information required to be furnished under Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standards 2 on General Meetings are given below:

#### 1. Mr. A.P Kurian

Mr. A.P Kurian has more than 56 years of rich and varied experience in securities, banking and non-banking financial sectors and has been involved in the supervision and management of the Company since 1994. In a career spanning over 50 years, Mr. A.P. Kurian has been recognized for his superior managerial skills. He has received Best Marketing Man of the year award in 1987 and Best Professional Manager award in 1993.

He has also held prominent positions with Reserve Bank of India as Research Officer in the Economics Department and Credit planning Department and held the position of Executive Trustee at Unit Trust of India and retired as Executive Chairman from Association of Mutual Funds in India.

Mr. A.P Kurian play a key role in guiding and assisting in formulating policies and strategies. In the opinion of the Board, Mr. A.P Kurian fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for continuing his directorship as an Independent Director of the Company and is independent of the management.



The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director.

|   |   |                              |                          |
|---|---|------------------------------|--------------------------|
| <b>Name</b>   | <b>A.P Kurian</b>   |                              |                          |
| Director Identification Number (DIN)  | 00008022  |                              |                          |
| Date of Birth   | June 20, 1933 (85 years)  |                              |                          |
| Nationality   | India   |                              |                          |
| Date of appointment on the Board  | April 06, 1994  |                              |                          |
| Relationship with other Directors   | Not related to any Director   |                              |                          |
| Qualification   | M.A. (Economics & Statistics)   |                              |                          |
| Expertise in specific functional areas  | He has more than 56 years of rich and varied experience in securities, banking and non-banking financial sectors.   |                              |                          |
| Number of shares held   | Nil   |                              |                          |
| List of Directorships held in other Public Limited Companies  | <ol style="list-style-type: none"> <li>1. Geojit Financial Services Limited</li> <li>2. Granules India Limited</li> <li>3. Muthoot Fincorp Limited</li> </ol> |                              |                          |
| Chairmanships / Memberships of Committees of other Public Limited Companies (Includes Audit Committee of the Board, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders Relationship Committee) | <b>Name of the Public Limited Company</b>   | <b>Name of the Committee</b> | <b>Chairman / Member</b> |
|   | Muthoot Fincorp Limited   | Audit Committee              | Member                   |
|   | Geojit Financial Services Limited   | Audit Committee              | Member                   |
|   | Granules India Limited  | Audit Committee              | Member                   |
| Number of Board meetings attended during FY 2017 - 2018   | Held  | 8                            |                          |
|   | Attended  | 8                            |                          |

## 2. Mr. R.K Nair

Mr. R.K Nair is a Fellow member of the Institute of Chartered Accountants of India (ICAI) and a law graduate. A genius from his early days, Mr. R.K Nair's intelligence has come a long way. For over 40 years, he has been dedicated to the financial services field.

He started his esteemed career as a Professor of Accountancy in Mumbai University and then moved on to serve 11 years as Group A' Officer in Government. He is practicing as an Advocate for more than 15 years and now, is an Advocate of the Hon. Supreme Court of India.

In the opinion of the Board, Mr. R.K Nair fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for continuing his directorship as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director.

|   |   |                              |                          |
|---|---|------------------------------|--------------------------|
| <b>Name</b>   | <b>R.K Nair</b>   |                              |                          |
| Director Identification Number (DIN)  | 00631889  |                              |                          |
| Date of Birth   | January 18, 1939 (79 years)   |                              |                          |
| Nationality   | India   |                              |                          |
| Date of appointment on the Board  | April 08, 2008  |                              |                          |
| Relationship with other Directors   | Not related to any Director   |                              |                          |
| Qualification   | M.Com, FCA, LLM   |                              |                          |
| Expertise in specific functional areas  | He has more than 40 years of rich and varied experience in financial field. |                              |                          |
| Number of shares held   | Nil   |                              |                          |
| List of Directorships held in other Public Limited Companies  | 1. Muthoot Housing Finance Company Limited<br>2. Muthoot Fincorp Limited    |                              |                          |
| Chairmanships / Memberships of Committees of other Public Limited Companies (Includes Audit Committee of the Board, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders Relationship Committee) | <b>Name of the Public Limited Company</b>                                   | <b>Name of the Committee</b> | <b>Chairman / Member</b> |
|   | Muthoot Fincorp Limited   | Audit Committee              | Chairman                 |
|   | Muthoot Housing Finance Company Limited                                     | Audit Committee              | Chairman                 |
| Number of Board meetings attended during FY 2017 - 2018   | Held  | 8                            |                          |
|   | Attended  | 7                            |                          |

Keeping in view the experience of and contributions made by Mr. A.P Kurian and Mr. R.K Nair, the Board recommends the Special Resolutions set out in Item Nos. 2 and 3 for the approval of the shareholders of the Company.

None of the Directors and Key Managerial Persons of the Company except Mr. A.P Kurian and Mr. R.K Nair and their relatives is concerned or interested, financially or otherwise, in the resolutions set out in Item Nos. 2 and 3 of the Notice.

**By Order of the Board of Directors**

**Sd/-**

**Ravi Oruganti**

**Company Secretary & Compliance Officer**

**Kochi**

**October 18, 2018**





**MUTHOOT CAPITAL SERVICES LIMITED**

(CIN: L67120KL1994PLC007726)

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

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

Web: [www.muthootcap.com](http://www.muthootcap.com), Email: [mail@muthootcap.com](mailto:mail@muthootcap.com)

**POSTAL BALLOT FORM**

1. Postal Ballot No. :
2. Name & Address of the Sole/First Holder :
3. Name of the Joint Holders, if any :
4. Registered Folio No. / DP ID / Client ID :
5. No. of Shares held :

I/We hereby exercise my/our vote(s) in respect of the resolutions to be passed through Postal Ballot for the business items set out in the Postal Ballot Notice of the Company dated October 18, 2018, by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

| Sl. No. | Description  | No. of Shares for which votes cast | I/We assent to the Resolution (FOR) | I/We dissent to the Resolution (AGAINST) |
|---------|--|------------------------------------|-------------------------------------|--|
| 1.      | RELATED PARTY TRANSACTIONS WITH MUTHOOT FINCORP LIMITED  |                                    |                                     |  |
| 2.      | CONTINUATION OF DIRECTORSHIP OF MR. A.P KURIAN, NON-EXECUTIVE INDEPENDENT DIRECTOR WHO HAS ATTAINED THE AGE ABOVE 75 YEARS |                                    |                                     |  |
| 3.      | CONTINUATION OF DIRECTORSHIP OF MR. R.K NAIR, NON-EXECUTIVE INDEPENDENT DIRECTOR WHO HAS ATTAINED THE AGE ABOVE 75 YEARS   |                                    |                                     |  |

Place:

Date:

\_\_\_\_\_  
Signature of the Shareholder

**Note:** Please read the instructions given overleaf carefully before exercising your vote.

### **Instructions for filling Postal Ballot Form**

1. A Member desirous of exercising his/her vote by Postal Ballot should complete and sign this Postal Ballot Form and sent it to the Scrutinizer, CS Nikhil George Pinto, Partner, M/s. CaesarPintoJohn & Associates LLP, Company Secretaries, in the attached postage pre-paid self-addressed Business Reply Envelope. Postage charges will be borne and paid by the Company. Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the Member will also be accepted.
2. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick (✓) mark in the appropriate box in the Postal Ballot Form. The assent or dissent received in any other physical form shall be considered invalid.
3. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Registrar and Transfer Agent (RTA)/Depository Participant. In case of joint-holding, this Form should be completed and signed by the first named Member and in his/her absence, by the next named Member.
4. In case of Equity Shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution/appropriate authorization with the specimen signature(s) of the authorized signatory(ies) duly certified/attested. A Power of Attorney (“POA”) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m. on Sunday, December 02, 2018. Any Postal Ballot Form received after this date will be considered invalid.
6. Incomplete, unsigned, incorrect, defaced or mutilated Postal Ballot Forms will be treated as invalid. The Ballot Forms received in any other form or photocopy thereof will also be treated as invalid. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
7. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage pre-paid self - addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would not be considered and would be destroyed by the Scrutinizer.
8. The Company is also offering remote e-voting facility as an alternate, for all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form. The detailed procedure for e-voting has been enumerated in the Notes to the Postal Ballot Notice.
9. For every Folio No./DP ID/Client ID, there will be only one Postal Ballot Form/e-voting irrespective of the number of joint-holder(s). Voting rights in the Postal Ballot/e-voting cannot be exercised by a proxy.
10. The voting rights of the Members shall be in proportion to their Equity Shares in the total paid-up equity share capital of the Company as on October 26, 2018.
11. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
12. In case of non-receipt of the Postal Ballot Form or for any query relating thereto, the Members may contact the Company’s RTA, Integrated Registry Management Services Private Limited, 2<sup>nd</sup> Floor, Kences Towers, No.1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai - 600 017, Phone No: (044) 28140801 - 803, Fax : 044 - 28142479, email: [csdstd@integratedindia.in](mailto:csdstd@integratedindia.in), or send an e-mail at [mail@muthootcap.com](mailto:mail@muthootcap.com)