



Registered Office: 2nd Floor, Muthoot Chambers, Opposite Saritha Theatre Complex, Banerji Road, Ernakulam, Kerala-682 018 **Email:** mvfl@muthootgroup.com, Ph. +91 7593864404 CIN: U65910KL1992PLC006544

NOTICE TO SHAREHOLDERS

Notice is hereby given that the **26th Annual General Meeting** of the members of Muthoot Vehicle & Asset Finance Limited, CIN: U65910KL1992PLC006544 will be held on Wednesday, 29th August 2018, at 03.00 PM at 2nd Floor, Muthoot Chambers, Opp. Saritha Theatre, Banerji Road, Ernakulam, Kerala - 682 018 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2018 including Audited Balance Sheet as on 31st March 2018 and Statement of Profit and Loss Account and Cash Flow Statement for the financial year ended on that date together with reports of the Board of Directors and the Auditors thereon.
2. To declare Final Dividend of 60 paise per share on equity share for the financial year 2017-18.
3. To appoint a Director in place of Mr. George Thomas Muthoot, Director (DIN: 00018281) who retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment.
4. To appoint a Director in place of Mr. George M George, Director (DIN: 00018329) who retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment.
5. To ratify the appointment of Statutory Auditors and fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 139 and 142 of the Companies Act, 2013 and the Rules made there under, as amended from time to time, the company hereby ratifies the appointment of M/s. JVR & Associates(Firm Registration Number : 011121S), Chartered Accountants as Statutory Auditor of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of 27th Annual General Meeting of the company , at such remuneration

as may be fixed by the Board of Directors, exclusive of Travelling and other out of pocket expenses.”

6. To ratify the appointment of M/s. Saandra Thomas & Associates, Chartered Accountants, (Firm Registration No: 014938S) as Branch Auditors of the Company’s New Delhi Region and fix their remuneration and to pass the following resolution thereof:

“**RESOLVED THAT** the Company hereby ratifies the appointment of M/s. Saandra Thomas & Associates, Chartered Accountants, (Firm Registration No: 014938S) as Branch Auditors of the Company’s New Delhi Region, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 27th Annual General Meeting, at such remuneration as may be decided by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by then during the course of audit.”

SPECIAL BUSINESS:

7. 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 196, 197 and 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 and subject to such other approvals as may be necessary, consent of the members be and is hereby accorded to appoint Mr. K.P. Padmakumar (DIN: 00023176), as the Whole Time Director of the Company who has attained age above 70 years, from the conclusion of this Annual General Meeting till the conclusion of the 27th Annual General Meeting on a monthly salary of Rs. 1,36,250/- (Rupees One Lakh Thirty Six Thousand Two Hundred and Fifty only) in addition to Bonus and club fees as per Company Rules/Policies;

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to do all such other acts, deeds and things as are necessary and expedient in this respect.”

8. 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 196,197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, if any(including any statutory modifications or re-enactment(s) thereof, for the time being in force), the Rules made there under and subject to the approval of the shareholders of the company, consent of the board be and is hereby accorded to the re-appointment of Mr. George Alexander Muthoot (holding DIN 00016787) as the Managing Director of the company for a period of five years from the conclusion of ensuing Annual General Meeting till the conclusion of 31st Annual General Meeting without any remuneration, perquisites or benefits;

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to do all such other acts, deeds and things as are necessary and expedient in this respect.”

By order of the Board

For Muthoot Vehicle & Asset Finance Limited

Ernakulam

Sd/-

Date: 31.07.2018

Hanna P Nazir
Company Secretary

Registered Office:

Muthoot Chambers
Opposite Saritha Theatre Complex
Banerji Road, Kochi - 18

NOTES

- 1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
2. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to special business to be transacted at the meeting is annexed hereto.
3. Members/Proxy should bring duly filled attendance slips sent herewith to attend the meeting.
4. Relevant documents referred to in the Notice and the Statement is open for inspection by the members at the registered office of the company on all working days, during business hours up to the date of the meeting.

5. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

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

Item No. 7

Section 196(3) of the Companies Act, 2013 inter alia, provides that no company shall continue the employment of a person who has attained the age of seventy years, as Managing Director, Whole – time Director or Manager unless it is approved by the members by passing a special resolution. Part I of Schedule V to the Act contains a similar relaxation.

At the 25th Annual General Meeting of the Company held on 29th August, 2017 consent of the members was obtained to appoint Mr. K.P. Padmakumar as Whole-time Director of the Company who has attained age above 70 years as on the date of appointment. His tenure of appointment was till the conclusion of 26th AGM. Hence, approval of shareholders by way of Special Resolution is required as set out in Item No.7 for appointment of Mr. K.P. Padmakumar as the Whole-time Director of the company from the conclusion of this Annual General Meeting till the conclusion of 27th Annual General Meeting of the company.

Keeping in view that Mr. K.P. Padmakumar has more than three decades of rich and varied experience in Banking and Non-Banking financial sectors and has been involved in the operations of the Company, it would be in the interest of the company to continue the employment of Mr. K.P. Padmakumar as a Whole-time Director.

Mr. K.P. Padmakumar being appointee is interested in the resolution. Save as aforesaid, none of the Company's Directors, Key Managerial Personnel or their relatives has any concern or interest, financial or otherwise, in this resolution.

The Board accordingly recommends the resolution as set out in Item No.7 of the Notice for approval of the members.

Item No. 8

As per the provisions of Companies Act, 2013, no company shall appoint a Managing Director for more than a period of 5 years unless it is approved by the members by passing an ordinary resolution. Mr. George Alexander Muthoot plays a key role in the day to day administration of the company.

Keeping in view that Mr. George Alexander Muthoot has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of

time, it would be in the interest of the Company to continue the employment of Mr. George Alexander Muthoot as Managing Director of the company.

Hence, approval of shareholders by way of Ordinary Resolution is required as set out in Item No.8 for re-appointment of Mr. George Alexander Muthoot as the Managing Director of the company from the conclusion of this Annual General Meeting till the conclusion of 31st Annual General Meeting of the company.

None of the Company's Directors, Key Managerial Personnel or their relatives has any concern or interest, financial or otherwise, in this resolution.

The Board accordingly recommends the resolution as set out in Item No.8 of the Notice for approval of the members.

By order of the Board

For Muthoot Vehicle & Asset Finance Limited

Date: 31.07.2018

Ernakulam

Sd/-

Hanna P Nazir
Company Secretary