

Registered Office: 2nd Floor, Muthoot Chambers, Opposite Saritha Theatre Complex, Banerji Road, Ernakulam, Kerala - 682 018 **Email:** mvfl@muthootgroup.com, Ph. +91 7593864416
CIN: U65910KL1992PLC006544

NOTICE TO SHAREHOLDERS

Notice is hereby given that the **27th Annual General Meeting** of the members of Muthoot Vehicle & Asset Finance Limited, CIN: U65910KL1992PLC006544 will be held on **Friday, 27th day of September 2019** at **11.00 AM**, Venue: 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, 2019 including Audited Balance Sheet as on 31st March 2019 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 for the financial year 2018-19.
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 herself for reappointment.
4. Mr. George M George (DIN: 00018329) retires by rotation at this Annual General Meeting and does not seek re-appointment.

SPECIAL BUSINESS:

5. To appoint Mr. Kurian Chirathalattu George (DIN: 00427344) as an Independent Director and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 149, 150 and 152 of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, Mr. Kurian Chirathalattu George (DIN: 00427344), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 06.08.2019 and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of

the Companies Act, 2013 signifying his intention to propose Mr. Kurian Chirathalattu George as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company up to 5 (five) consecutive years, not liable to retire by rotation.

6. To appoint Mr. Thevalakkara Thomas Mathew (DIN: 08545597) as an Independent Director and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 149, 150 and 152 of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, Mr. Thevalakkara Thomas Mathew (DIN: 08545597), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 06.08.2019 and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Thevalakkara Thomas Mathew as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company up to 5 (five) consecutive years, not liable to retire by rotation.

For Muthoot Vehicle & Asset Finance Limited

Ernakulam
Date: 31.08.2019

Sd/-
Arya Devu P. V.
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. A 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 /proxies should bring the attendance slips duly filled in and PHOTO ID Proof for attending the meeting. The duly filled in Attendance Slip must be surrendered at the counter before attending the Meeting.
4. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
5. In terms of the Circulars No. 17/2011 of 21st April, 2011 and 18/2011 of 29th April, 2011 issued by the Ministry of Corporate Affairs (MCA) as part of its “green initiative in Corporate Governance”, MCA allows paperless compliances including service of a notice/document by companies to their Members through electronic mode. Therefore your Company proposes to send documents required to be sent to the shareholders like Notices of General Meetings (including AGM), Audited Financial Statements, Report of the Directors, Independent Auditor’s Report etc to the Members in electronic form. This will also ensure prompt receipt of communication and avoid loss in postal transit. Hence all shareholders are requested to provide their details such as e-mail and mobile numbers for future communications.
6. 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.
7. 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.
8. The route map to the venue of the Annual General Meeting also forms part of this Notice.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5 & 6

The Board of Directors of the Company at its meeting held on 06.08.2019, decided to recommend the appointment of Mr. Kurian Chirathalattu George, DIN: 00427344 and Mr. Thevalakkara Thomas Mathew DIN: 08545597 as Independent Directors of the Company, in terms of Section 149 read with Schedule IV of the Companies Act, 2013.

In order to draw upon their rich experience in the domain of NBFC sector, the Board had appointed Mr. Kurian Chirathalattu George and Mr. Thevalakkara Thomas Mathew as Additional Non-Executive Directors (Independent) of the Company effective 06.08.2019, and will vacate office at this Annual General Meeting.

Notices under Section 160 of the Act have been received from Mr. Kurian Chirathalattu George and Mr. Thevalakkara Thomas Mathew proposing their appointment as Directors of the Company. Requisite consent, pursuant to Section 152 of the Act, has been filed by Mr. Kurian Chirathalattu George and Mr. Thevalakkara Thomas Mathew to act as Directors, if appointed.

None of the Directors, Key Managerial Personnel of the Company, or their relatives, is interested in this resolution.

The Board recommends the above resolution for your approval.

For Muthoot Vehicle & Asset Finance Limited

Ernakulam
Date: 31.08.2019

Sd/-
Arya Devu P. V.
Company Secretary

Disclosure of details of directors as per Secretarial Standards – 2:

Name of the Director & DIN	George Thomas Muthoot (DIN: 00018281)	Kurian Chirathalattu George (DIN: 00427344)	Thevalakkara Thomas Mathew (DIN: 08545597)
Date of first Appointment	21 st August 2006	06 th August 2019	06 th August 2019
Qualifications, Experience and Areas of Specialization	He is under graduate. He has over three decades of operational and management experience in the financial services industry. He has received the 'Sustainable Leadership Award 2014' by the CSR Congress in the individual category.	He is a qualified Chartered Accountant and became a member of the Institute of Chartered Accountants of India in 1978. He is the Managing Director of Concord Credit Limited and director of Concord Tea and Produce Pvt. Ltd. and Malabar Properties Pvt. Ltd. He was the President of Kerala Management Association and former chairman of KNBFC.	He holds B.Sc (Ag), CAIIB and PGDBM. He has 39 years of experience in the commercial banking sector in various capacities in diverse locations. He started career as an officer in Canara bank in April 1973 and retired as General Manager in December 2011. He was the General Manager of Eastern Exchange Establishment, Doha, Qatar for the year 1997 to May, 2001 and Chairman of South Malabar Gramin Bank (SMGB) from July 2001 to June 2006 and General Manager of Canara Bank, Kolakata Circle from July 2006 to May 2008 and He was appointed as the Chief Vigilance Officer, State Bank of Mysore, H.O, Bangalore from June 2008 to December 2011.
Terms & Conditions of Appointment	Mr. George Thomas Muthoot liable to retire by rotation as Director of the company for the term of next Annual General Meeting.	Mr. Kurian Chirathalattu George, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 06.08.2019 and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Kurian Chirathalattu George as a candidate for the office of a director of the Company, be and is hereby appointed as	Mr. Thevalakkara Thomas Mathew, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 06.08.2019 and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Thevalakkara Thomas Mathew as a candidate for the office of a director of the Company, be and is hereby appointed as an

		an Independent Director of the Company up to 5 (five) consecutive years, not liable to retire by rotation.	Independent Director of the Company up to 5 (five) consecutive years, not liable to retire by rotation.
Remuneration last drawn	Nil	Nil	Nil
No. of Shares Held in the company	50,00,000	Nil	Nil
No. of Board Meetings attended during Financial Year 2018-19	6	Nil	Nil
List of Directorship held in other Companies	<ul style="list-style-type: none"> • Muthoot M. George Real Estate Private Limited • Muthoot M George Chits India Limited • Muthoot Anchor House Hotels Private Limited • Adams Properties Private Limited • Muthoot M George Institute of Technology • Muthoot Synergy Fund Limited • Muthoot Health Care Private Limited • Geobros Properties and Realtors Private Limited • Muthoot Finance Limited • Muthoot Homefin (India) Limited • Muthoot Leisure and Hospitality Services Private Limited • Marari Beach Resorts Private Limited • Muthoot Broadcasting 	<ul style="list-style-type: none"> • Concord Tea and Produce Pvt. Ltd. • Concord Credit Limited • Malabar Properties Pvt. Ltd. 	Nil

	<p>Private Limited</p> <ul style="list-style-type: none"> • Muthoot Holiday Homes and Resorts Private Limited • M G M Muthoot Medical Centre Private Limited • Muthoot Infopark Private Limited 		
Chairman/ member of the Committee of the Board of Directors of other Companies	Nil	Nil	Nil
Relation with Key Managerial Personnel and Directors	Except Mr. George Thomas Muthoot being appointee and Mr. George Alexander Muthoot, Mr. George M George, Mr. George M Jacob and Ms. Anna Alexander being relatives of appointee, none of other Directors and other Key Managerial Personnel of the Company and their relatives are related.	None of the Directors, Key Managerial Personnel of the Company.	None of the Directors, Key Managerial Personnel of the Company.

ROUTE MAP TO AGM VENUE

