

MUTHOOT CAPITAL SERVICES LIMITED

(CIN: L67120KL1994PLC007726)

Regd. Office: 3rd Floor, Muthoot Towers, M.G. Road, Kochi – 35

Tel: 0091-484-6619600/6613450, Fax: 91 -484- 2381261

Web: www.muthootcap.com, Email: mail@muthootcap.com

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 20th Annual General Meeting of the Shareholders of MUTHOOT CAPITAL SERVICES LIMITED will be held on Wednesday the 3rd September, 2014 at 10.00am at the International Hotel, Veekshanam Road, Kochi 682 035 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Statement of Profit and Loss for the financial year ended 31st March, 2014, the Balance Sheet as at that date, the Report of the Board of Directors and the Report of the Auditors thereon.
2. To declare dividend on equity shares for the year ended 31st March 2014.
3. To appoint a Director in the place of Mr. Thomas Muthoot (holding DIN 00082099) who retires by rotation and being eligible offers himself for re appointment.
4. To appoint M/s K. VenkatachalamAiyer & Co., Chartered Accountants, (Reg No 004610S) Building No. 41/3647 B, First Floor, Bluebird Towers, Providence Road, Kochi – 682018 as the statutory auditors of the Company until the conclusion of third Annual General Meeting to be held after this meeting subject to ratification at every Annual General Meeting and authorize the Board to fix their remuneration for the financial year ending 31st March 2015.

SPECIAL BUSINESS:

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

“**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, 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 02.09.2019.”
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

“**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, 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 02.09.2019.”
7. To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

“**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 her 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 02.09.2019.”

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

“RESOLVED THATin 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 THATthe 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.”

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

“RESOLVED THATpursuant 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 partiesfor 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 Company owned windmill at Muppanthal, Kanyakumari District, Tamilnadu	50

“RESOLVED FURTHER THATfor 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.”

By Order of the Board of Directors,

Sd/-

Kochi
28.06.2014

SYAM KUMAR R
Company Secretary & Head Governance

Notes:

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business set out above is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF SELF 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. Members holding more than 10% of the total share capital of the Company may appoint single person as proxy who shall not act as a proxy for any other member. Instrument of Proxy, in order to be effective, must be duly filled and signed and received at the Company's registered office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization. A proxy form is annexed to this report.
3. The Register of Members and Share Transfer Books of the Company will be closed from 25th August, 2014 to 3rd September, 2014 both days inclusive, for determining the names of members eligible for dividend.
4. Subject to the provisions of Section 123 of the Companies Act, 2013, if dividend recommended by the Board of Directors is approved, payment of such dividend will be made on or before 1st October, 2014 to those members whose names appear on the Company's Register of Members as on August 25th 2014. In respect of shares held in electronic form, dividend will be payable on the basis of beneficial ownership, as per details furnished by NSDL / CDSL, for this purpose.
5. Shareholders holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. 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.
6. 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 numbers in all their correspondence with the Company.
7. Pursuant to Section 205A (5) of the Companies Act, 1956, any money transferred to Unpaid Dividend Account of the Company which remains unpaid or unclaimed for a period of seven (7) years from the date of such transfer to the Unpaid Dividend Account shall be transferred by the Company to the Investor Education and Protection Fund established by the Central Government and the shareholders shall not be able to claim any Unpaid Dividend from the said fund or from the Company thereafter.
8. Members who have not encashed their dividend warrant(s) for the financial years 2006–2007, 2007–2008, 2008–2009, 2009 – 2010, 2010 – 2011, 2011 – 2012 and 2012 – 2013 are requested to make their claims to the Company.
9. Members/Proxies are requested to bring the attendance slip duly filled in for attending the meeting. No duplicate will be issued at the venue of the meeting.
10. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Report to the meeting.
11. Members are requested to furnish their bank account details for printing the same on the dividend warrants, to prevent fraudulent encashment of dividend warrants.
12. Members desiring any information about the annual accounts at the meeting are requested to write to the Company so as to reach the Company latest by 20th August, 2014.
13. Pursuant to Section 108 of the Companies Act, 2013 read with the relevant Rules of the Act, the Company is pleased to provide the facility to members to exercise the right to vote by electronic means. The Members whose names appear in the Register of Members/ List of beneficiary owners as on 25th August 2014 ie, the date prior to the book closure date are entitled to vote on the resolutions set forth in the notice. Members who have acquired shares after the dispatch of Annual Report and before book closure may approach the Company for issuance of user ID and password for exercising their votes by electronic means. The e-voting period will commence at 10am on Monday, 25th August 2014 and will end on 5 pm on Wednesday, 27th August 2014. The Company has appointed Mr. P Sivakumar, Managing Partner, SVJS & Associates, Company Secretaries, Kochi-682016, to act as scrutinizer for conducting scrutiny of the votes cast. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting as given below:

PROCEDURE FOR E-VOTING

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. 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*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly 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 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 & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) 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.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 25.08.2014, 10.00 am and ends on 27.08.2014, 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 01.08.2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5:

Mr. R K Nair, is a non executive independent director of the Company. He joined the Board of Directors of the Company on 29.08.2008 and is member of the Audit committee and Remuneration committee of the Board. The qualification and expertise of Mr. R K Nair, is detailed in the Annexure attached.

Mr. R K Nair, retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 an independent Director should be appointed for a fixed term and is not liable to retire by rotation. The Company has received request from a member along with the requisite deposit nominating Mr .R K Nair as a director of the Company. Mr R K Nair being eligible is proposed to be appointed as an Independent Director for five consecutive years with effect from 03.09.2014up to 02.09.2019.

In the opinion of the Board, Mr R K Nair fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the letter of appointment of Mr R K Nair as an Independent Director will be posted on the website of the Company as specified under the listing agreement.

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 and hence recommends the resolution in relation to appointment of Mr R K Nair as an Independent Director, for the approval of the shareholders of the Company.

Except Mr R K Nair, being the appointee, none of the Directors and Key Managerial Persons of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in Item No 5. This Explanatory statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with Stock Exchanges.

Item No. 6:

Mr A P Kurian is a Non- Executive Independent Director of the Company. He joined the Board of Directors of the Company on 04/06/1994 and is member of the Audit Committee and Remuneration Committee of the Board. The qualification and expertise of Mr A P Kurian are detailed in the Annexure attached.

Mr A P Kurian is a Director whose period of office was liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, an independent Director should be appointed for a fixed term and is not liable to retire by rotation. The Company has received notice in writing from a member along with the requisite deposit nominating Mr A P Kurian as a Director of the Company. Mr A P Kurian being eligible, is proposed to be appointed as an Independent Director for five consecutive years with effect from 03.09.2014 up to 02.09.2019.

In the opinion of the Board, Mr A P Kurian fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the letter of appointment of Mr A P Kurian as an Independent Director will be posted on the website of the Company as specified under the listing agreement.

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 and hence recommends the resolution in relation to appointment of Mr A P Kurian as an Independent Director, for the approval of the shareholders of the Company.

Except Mr A P Kurian, being the appointee, none of the Directors and Key Managerial Persons of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in Item No 6. This Explanatory statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with Stock Exchanges.

Item No 7:

Ms. Radha Unni was appointed as an additional Director in the Board pursuant to Section 161(1) of the Companies Act, 2013 with effect from 28.06.2014 and her term of office expires at the conclusion of this Annual General Meeting. She is a non executive independent director of the Company. The qualification and expertise of Ms. Radha Unni are detailed in the Annexure attached.

In terms of Section 149 and other applicable provisions of the Companies Act 2013, an independent Director should be appointed for a fixed term and is not liable to retire by rotation. The Company has received a notice in writing from a member along with the requisite deposit nominating Ms. Radha Unni as a director of the Company. It is proposed to appoint Ms. Radha Unni as an Independent Director for five consecutive years with effect from 03.09.2014 up to 02.09.2019.

In the opinion of the Board, Ms. Radha Unni fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. Copy of the letter of appointment of Ms Radha Unni as an Independent Director will be on the website as specified under the listing agreement.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director and hence recommends the resolution in relation to appointment of Ms. Radha Unni an Independent Director, for the approval of the shareholders of the Company.

Except Ms. Radha Unni, being the appointee, none of the Directors and Key Managerial Persons of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in Item No 7. This Explanatory statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with Stock Exchanges.

Item No. 8:

The Company had at the 18th Annual General Meeting held on 31.07.2012 taken approval of the Shareholders by way of ordinary resolution pursuant to Section 293(1)(d) of the Companies Act, 1956, 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. 1000 crores (Rupees one thousand crores only).

Pursuant to Section 180 of the Companies Act, 2013 and the clarification by the Ministry of Corporate Affairs vide General Circular No 04/2014 dated 25.03.2014, the resolutions passed under Section 293 prior to 12.09.2013 with reference to borrowings and/or creation of security on assets of the Company will be applicable for a period of one

year from 12.09.2013. Further the provisions of Companies Act, 1956 stipulate consent of the shareholders by way of ordinary resolution whereas the 2013 Act prescribes approval by way of special resolution.

Hence the Company propose the special resolution in Item No 8 under Section 180(1)(c) of the Companies Act, 2013 to confirm the borrowing limits of the Company.

Copy of documents relating to previous resolution passed by the shareholders 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 the Item No.8 of the notice for approval.

None of the Directors and Key Managerial Persons of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in Item No 8.

Item No. 9:

The Company has been entering into transactions with related parties confirming to prescribed statutory procedure under the Companies Act, 1956. The Company also proposes to enter into such transactions with related parties confirming to the requirements of the Companies Act, 2013 for a period of 5 years. The transactions are in the ordinary course of business except the transaction relating to windmill operations. The transactions are 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 special resolution. The transactions have been approved by the Audit committee and also by the Board of Directors subject to the Company passing a special resolution as per the requirement of the Act. The particulars as to the related party transactions are furnished below as per the requirements of the prescribed rules and the grounds for having the transactions. Copy of the documents relating to the transactions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day.

All contracts will be subject to the conditions that the prescribed price / charges payable under the contracts shall be competitive, shall be based on 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.

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

a.MuthootFincorp Limited

Name of related party	Muthoot Fincorp Limited	
Name of the Director/KMP who is related, if any	Thomas John Muthoot, Chairman Thomas George Muthoot, Managing Director Thomas Muthoot, Director A P Kurian, Director R K Nair, Director	
Nature of relationship	Interested as Director/Shareholder	
Nature, Material terms, monetary value and particulars of the contract or arrangement:		Transaction limit per annum (Rs in Lakhs)
	Commission for procurement of new business and collection	1000
	Space sharing	50
	Rent Deposit	50
Tenure of contract	5 years	
Any other information relevant or important for the members to take a decision on the proposed resolution	The transactions are in the ordinary course of business and at arms length.	

b.Muthoot Bankers

Name of related party	Muthoot Bankers	
Name of the Director/KMP who is related, if any	Thomas John Muthoot, Chairman Thomas George Muthoot, Managing Director Thomas Muthoot, Director	
Nature of relationship	Partners in the firm	
Nature, Material terms, monetary value and particulars of the contract or arrangement:		Transaction limit per annum (Rs in Lakhs)
	Maintenance of windmill and related operations of Company owned windmill at Muppanthal, Kanyakumari District, Tamilnadu	50.00
Tenure of contract	The contract will be for a period of 5 years	
Any other information relevant or important for the members to take a decision on the proposed resolution	Nil	

The Board recommends the Special Resolutions set out in item No.9 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.

By Order of the Board of Directors,

Sd/-

SYAM KUMAR R

Company Secretary & Head Governance

Kochi
28.06.2014

MUTHOOT CAPITAL SERVICES LIMITED

(CIN: L67120KL1994PLC007726)

Regd. Office: 3rd Floor, Muthoot Towers, M.G. Road, Kochi – 35

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Web: www.muthootcap.com, Email: mail@muthootcap.com

PROXY FORM

(Form No. 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):
E-mail Id:

Registered address:
Folio. No. / DP ID No& Client ID No.:

I/We, being the member (s) of shares of the above named Company hereby appoint

1. Name: 2. Name: 3. Name:
Address: Address: Address:
Email Id: Email Id: Email Id:
Signature: or falling him/her Signature:.... or falling him/her Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20thAnnual General Meeting of the Company, to be held on Wednesday, September 03, 2014, at 10.00 am. at The International Hotel, M.G. Road, Ernakulam, Kochi-682035, Kerala, India, 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 financial statement for the year ended March 31,2014		
2	Declaration of Dividend		
3	Re- appointment of Retiring Director, Mr. Thomas Muthoot		
4	Appointment of Statutory Auditors, M/s K Venkatachalam Aiyer & Co. Chartered Accountants as Auditors and fixation of remuneration thereof		
	Special Business		
5	Appointment of Mr.R K Nair as an Independent Director of the Company		
6	Appointment of Mr. A P Kurian as an Independent Director of the Company		
7	Appointment of Ms. Radha Unni as an Independent Director of the Company		
8	Approval of the borrowing powers of the Company pursuant to section 180 (1) (c) of the Companies Act, 2013		
9	To consider and adopt related party transaction(s) under section 188 of the Companies Act, 2013		

Signed this day of 2014.

Signature of Shareholder

Signature of proxy holder (s)

Affix One
Rupee
Revenue
Stamp

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.

* It is optional to put a '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.