



## 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)

### NOTICE TO SHAREHOLDERS

**NOTICE** is hereby given that the 26<sup>th</sup> Annual General Meeting (“AGM”) of the Members of “**Muthoot Capital Services Limited**” will be held on Monday, September 28, 2020, at 10.30 a.m., through Video Conference (“VC”) or Other Audio Visual Means (“OAVM”) without the physical presence of the Members at a common venue, to transact the following businesses:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the standalone Audited Statement of Profit and Loss for the financial year ended March 31, 2020, the Audited Balance Sheet as at that date, together with the Cash Flow Statement, the Reports of the Board of Directors and Independent Auditors, thereon.
2. To appoint a Director in place of Mr. Thomas Muthoot (DIN: 00082099), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and Article 97 of the Articles of Association, and being eligible, offers himself for re-appointment 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** Mr. Thomas Muthoot (DIN: 00082099), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, and being eligible offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company.”

#### **SPECIAL BUSINESS:**

3. **Approval for entering into related party transactions with Muthoot Fincorp Limited**

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 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 and is hereby 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 availing or rendering of any services or any other transactions of whatever nature with the following related party for a period of 5 years, subject to the annual limits as set out below with effect from May 26, 2020:

Sl. No.	Name of the Related Party	Nature of transactions	Transaction limit per annum (₹ in Lakhs)
1.	Muthoot Fincorp Limited (Muthoot Travel Online)	Payment of professional charges towards airline and train ticketing (Domestic and International)	25.00

**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.”

**By the order of Board of Directors**

**Sd/-**

**Abhijith Jayan**

**Company Secretary & Compliance Officer**

**Kochi**

**May 28, 2020**

#### **NOTES**

1. In view of the situation arising due to COVID-19 Pandemic, the general meetings of the companies shall be conducted through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the Members at a common venue, as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 (collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI / HO / CFD / CMD1 / CIR / P / 2020 / 79 dated May 12, 2020. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), MCA Circulars and SEBI Circular, the AGM of the Company is being held through VC / OAVM and hence the Members can attend and participate in this AGM through VC / OAVM.
2. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with Annual Report 2019-20 is being sent in electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participant(s). Members (Physical / Demat) who have not registered their email addresses with the Company can get the same registered with the Company by requesting to our Registrar and Share Transfer Agent i.e., Integrated Registry Management Services Private Limited (“RTA”) at [corpseiv@integratedindia.in](mailto:corpseiv@integratedindia.in) and to the Company at [investorgrievance@muthootcap.com](mailto:investorgrievance@muthootcap.com) or [mail@muthootcap.com](mailto:mail@muthootcap.com).
3. Members may please note that the Notice of the AGM and the Annual Report for the year 2019-20 has been uploaded on the Company’s website at [www.muthootcap.com](http://www.muthootcap.com). The same can also be accessed on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
4. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Since this AGM is being held, pursuant to the MCA Circulars, through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Attendance Slip and Proxy Form are not annexed to this Notice.
6. The statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of the special business as set out above is annexed hereto.
7. Shareholders may note that 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.

8. 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 Number / Client ID / DP ID, in all their correspondence with the Company / Depository Participant.
9. Transfer of Unclaimed / Unpaid dividends to the Investor Education and Protection Fund (IEPF):

The shareholders who have not yet encashed their dividend warrants relating to the financial year 2012 - 2013 and subsequent years are requested to contact the Company / Registrar and Share Transfer Agents. The unpaid / unclaimed dividend for the financial year 2012 - 2013, if not claimed by the shareholders on or before September 15, 2020, will be transferred to IEPF thereafter.
10. Pursuant to the provisions of Section 124 (6) of the Companies Act, 2013 read with IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016 the equity shares of the Company, in respect of which the dividend(s) remained unpaid or unclaimed for a period of 7 consecutive years, are liable to be transferred to the IEPF Authority. As per the provisions of IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), the shareholder may lodge the claim to the IEPF Authority for such dividends and shares by submitting an online application in Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in). In case you have any queries or issues regarding unclaimed dividends or shares, you may refer to the Nodal Officer and can be contacted at 0484 - 6619689 or mail to [mail@muthootcap.com](mailto:mail@muthootcap.com) or [investorgrievance@muthootcap.com](mailto:investorgrievance@muthootcap.com).
11. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the management to keep the information ready at the meeting.
12. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
13. The Members can join the AGM through VC / OAVM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through electronic mode will be made available for 1000 members on first come first served basis. It may be noted that the large Shareholders (i.e. Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors are allowed to attend the AGM without restriction on account of first come first served basis.
14.
  - a) Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to members to exercise the right to vote by electronic means. The Company has arranged this facility on the CDSL platform. The Members whose names appear in the Register of Members/List of Beneficiary Owners as on September 21, 2020 (cut-off date) i.e., a date not earlier than seven days before the date of general meeting shall only be allowed to vote.
  - b) Shareholders who have acquired shares after the dispatch of notice and before the cut-off date may approach the Company for issuance of User ID and Password for exercising their votes by electronic means.
  - c) The remote e-voting period will commence at 9.00 a.m. on September 25, 2020 and will end on 5.00 p.m. on September 27, 2020. At the end of the remote e-voting period, the said facility shall forthwith be blocked. The Company has appointed CS P Sivakumar, Managing Partner, SEP & Associates, Company Secretaries, Building No.CC 43/2695-A, Kari Parambil Lane, SRM Road, Kochi - 682 018, failing which CS E.P Madhusudhanan, Partner, SEP & Associates, failing which CS Anju Panicker, Partner, SEP & Associates, to conduct the scrutiny of votes cast in the remote e-voting process and poll at the AGM of the Company.

- d) Once the vote on a Resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- f) The members who had cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to vote again at the meeting.
- g) The results of the remote e-voting and poll in the AGM shall be declared within 48 hours of conclusion of the AGM on the website of the Company and will also be intimated to the Stock Exchanges.
- h) Shareholders who are not members as on the cut-off date shall treat this notice for information purposes only.
- i) Documents/Papers relating to the items contained in the Notice may be perused on any working day during business hours at the Registered Office of the Company and the copies shall also be made available for inspection at the Meeting.

The members desiring to vote through electronic mode may refer to the detailed procedure on remote e-voting as given below:

#### 15. INSTRUCTIONS FOR REMOTE E-VOTING

**The instructions for shareholders to vote electronically are as under:**

- (i) The voting period commences on 9.00 a.m. on September 25, 2020 and will end on 5.00 p.m. on September 27, 2020. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date September 21, 2020 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL and the remote e-voting shall not be allowed beyond the said date and time.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on “Shareholders” module.
- (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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"> <li>• Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	Enter the dividend bank details or date of birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <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 (iv)</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.

- (ix) Shareholders 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.
- (x) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company name i.e., <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" and enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

## **16. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM**

- (i) Shareholder will be provided with a facility to attend the AGM through VC / OAVM through the CDSL e-Voting system. Shareholders may access the same at [www.evotingindia.com](http://www.evotingindia.com) under shareholders / members login by using the remote e-voting credentials. The link for VC / OAVM will be available in shareholder / members login where the EVSN of Company will be displayed.
- (ii) Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
- (iii) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (v) Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 days prior to meeting by mentioning their name, demat account number / folio number, email id, mobile number at

[mail@muthootcap.com](mailto:mail@muthootcap.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at [mail@muthootcap.com](mailto:mail@muthootcap.com). These queries will be replied to by the Company suitably by email.

- (vi) Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.

#### **17. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC / OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

#### **18. NOTE FOR NON - INDIVIDUAL SHAREHOLDERS AND CUSTODIANS**

- 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.
- 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).
- 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.
- 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.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at [mail@muthootcap.com](mailto:mail@muthootcap.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

19. In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote 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 022-2305 8542 or mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**By the order of Board of Directors**

**Sd/-**

**Abhijith Jayan**

**Company Secretary & Compliance Officer**

**Kochi**

**May 28, 2020**

**STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

**Item No. 3:**

The shareholders of the Company at their meeting held on August 21, 2015 had approved the transactions with Muthoot Fincorp Limited - Muthoot Travel Online Division for an amount of Rs. 25 lakhs for a period of 5 years with effect from May 26, 2015. Such approval was expired on May 25, 2020.

As such transactions are unavoidable and considering the cost effectiveness towards ticket booking, the Company wish to continue the service of Muthoot Fincorp Limited - Muthoot Travel Online Division for a further period of five years. Hence the Company is seeking a fresh approval from the shareholders, with effect from May 26, 2020, to utilize the services of the travel division of Muthoot Fincorp Limited for ticketing and allied services of the Company Directors, Officers and Staff.

All the terms are subject to the conditions that 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 associated enterprise.

The details of the related party transaction is furnished below:

<b>Name of Related Party</b>	<b>Muthoot Fincorp Limited - Muthoot Travel Online Division</b>	
Name of the Director/KMP who is related, if any	Thomas John Muthoot, Chairman (DIN: 00011618) Thomas George Muthoot, Managing Director (DIN: 00011552) Thomas Muthoot, Director (DIN: 00082099)	
Nature of relationship	Interested as Director/ Shareholder	
Nature, Material terms, monetary value and particulars of the contract or arrangement:	<b>Nature of Transaction</b>	<b>Transaction limit per annum (Rs. in Lakhs)</b>
	Payment of professional charges towards airline and train ticketing (Domestic and International)	25.00
Tenure of contract	5 years	
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.	

**Annexure 1: Information required to be furnished under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India**

<b>Name and DIN</b>	<b>Thomas Muthoot (00082099)</b>	
Age & Date of Birth	July 15, 1966 (53 years)	
Nationality	Indian	
Date of appointment on the Board	February 18, 1994	
Relationship with other Directors	Brother of Mr. Thomas George Muthoot & Mr. Thomas John Muthoot	
Qualification	BA, LLB	
Expertise in specific functional areas	He has more than 32 years’ experience in financial sector and hospitality industry.	
Number of shares & % of holding	3076624, 18.71%	
List of Directorships held in other Public Limited Companies	<ol style="list-style-type: none"> <li>1. Muthoot Fincorp Limited</li> <li>2. Muthoot APT Ceramics Limited</li> <li>3. Muthoot Housing Finance Company Limited</li> <li>4. Muthoot Pappachan Technologies Limited</li> <li>5. Muthoot Microfin Limited</li> </ol> Along with several Private Companies in the Muthoot Pappachan Group.	
Chairmanships/Memberships of Committees in other Public Limited Companies (includes Audit Committee and Stakeholders Relationship Committee)	Member of Audit Committee and Stakeholders Relationship Committee of Muthoot Microfin Limited	
Number of Board meetings attended during the FY 2019 - 2020	Held	5
	Attended	5

Kochi  
May 28, 2020

**By the order of Board of Directors**  
Sd/-  
**Abhijith Jayan**  
Company Secretary & Compliance Officer

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***ANNUAL REPORT IS BEING  
SENT SEPARATELY***

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