

MUTHOOTTU MINI FINANCIERS LIMITED

CIN: U65910KL1998PLC012154.

Registered Office: 2/994, Muthoottu Buildings,
Kozhencherry, Pathanamthitta – 689 641, Kerala, India;

Tel.: +91 468 2214946; **Fax:** +91 468 2314390;

Website: www.minimuthoottu.com

Notice

Notice is hereby given that the **Seventeenth** Annual General Meeting of the Shareholders of Muthoottu Mini financiers Limited will be held on Wednesday, 30th September, 2015 at **11.00 AM** at the Registered Office of the company at 2/994, Muthoottu Buildings, Kozhencherry, Pathanamthitta – 689 641

Ordinary Business :

1. To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2015, including the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon
2. To appoint a director in place of Mr. Mathew Muthoottu (DIN: 01786534), who retires by rotation and, being eligible, seeks re-appointment.
3. To appoint Auditors and to fix their remuneration.

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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, Messrs Vishnu Rajendran & Co. Chartered Accountants registered with the Institute of Chartered Accountants of India vide Firm Registration No. 008072S be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the nineteenth AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, and out-of-pocket and travelling expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.



Special Business

To consider and if thought fit to pass with or without modification the following resolution as an ordinary resolution.

4. Appointment of Mr. Mammen Mathews as Director of the Company.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) ,and the Articles of Association of the Company, consent of the members be and is hereby accorded for the appointment of Mr. Mammen Mathews [DIN: 07288499] Director of the Company

RESOLVED FURTHER THAT the office of Mr. Mr. Mammen Mathews [DIN: 07288499] shall be liable to determination by retirement of directors by rotation.”

Kochi

31/08/2015



By order of the Board

Roy M Mathew

Managing Director (DIN: 01680866)

Notes

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, 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 PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
2. Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of item No.4 is annexed hereto and forms part of this notice.
3. Members who would like to ask questions on Accounts are requested to send their questions to the Registered Office of the company at least 10 days before the Annual General Meeting to enable the company to prepare suitable replies to such questions.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT

Explanatory Statements under Section 102 (1) of the Companies Act, 2013

Item no. 4

The Board at present has three Executive and two independent non- Executive Directors.

Mr. KP Venugopal, Non executive Director resigned during the year .

Mr. Mammen Mathews is proposed to be appointed as a non-executive Director on the Board, to keep the Composition of the Board in good order. Mammen Mathews aged 68 years, holds a bachelors degree in Mechanical Engineering from University of Kerala. He has headed various positions in Robert Bosch India in technical and commercial functions for 35 years and retired as General Manager. His industrial and business experience will be an asset to the Company.

The resolution in item No. 4 is recommended for approval by members.

Statement of Interest

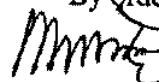
Mr. Mammen Mathews is the brother in law (sister's husband) of the Managing Director Mr. Roy M Mathew. He is also through Roy M Mathew related to Mrs Nizzy Mathew, whole time Director and wife of Roy M Mathew and Mathew Muthootu, whole time Director , son of Roy M Mathew and Nizzy Mathew.

Mr. Mammen Mathews does not hold any share in the Company

Kochi

31/08/2015

By order of the Board



Roy M Mathew



Managing Director (DIN: 01680866)