



NOTICE

Notice is hereby given that the Nineteenth Annual General Meeting of the Shareholders of Muthoottu Mini financiers Limited will be held on Thursday, 28th September, 2017 at 10.00 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, 2017, including the Audited Balance Sheet as at March 31, 2017, 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 Confirm appointment of Auditors and pass the following Resolution as 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. 004741S be and are hereby appointed for a second term as Auditors of the Company, to hold office as statutory auditors of the Company for the Financial Year 2017-18, 2018-19 and 2019-20 till the conclusion of the Twenty Second AGM of the Company to be held in the year 2020, subject to confirmation by members of the company for each financial year at the respective AGM's at such remuneration plus applicable taxes, and out-of-pocket and travelling expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

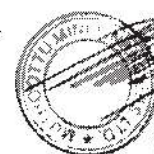
Special Business:

4. To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

RESOLVED that pursuant to the provisions contained in Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules thereunder read with Schedule V (Part II Section II (A) of Schedule V) approval be and is hereby accorded for the appointment of Mr. Mathew Muthoottu (DIN: 01786534) as Managing Director of the Company for the period of one year commencing from 30-05-2017 and to the payment of remuneration as set out in the explanatory statement annexed to this Notice convening the Annual General Meeting, with liberty to the Board to alter and vary such terms and conditions including remuneration so as not to exceed the limits specified in Schedule V (Part II Section II (A) of Schedule V) of the Companies Act, 2013, or any amendments thereto as may be decided by the Board of Directors.

Corporate Office:

Muthoottu Royal Towers,
Kaloor, Kochi, Kerala - 682 017, India
Tel: +91484 2912100, E-mail: info@muthoottumini.com



Registered Office:

Muthoottu Buildings, Market Road
Kozhencherry, Pathanamthitta, Kerala - 689 641, India
Tel: +91 468 2314391, E-mail: mail@muthoottumini.com

5. 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 Sections 149, 152 and 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 and provisions in listing agreement, Mr. Krishnakumar K.R. (DIN: 07771403) a non-executive Director of the Company, appointed as additional Director, whose period of office is not liable to retirement by rotation and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term commencing from 28th September, 2017 to 30th September, 2018.

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED to ratify the appointment made by the Board of Directors of the Company of Mrs. Nizzy Mathew (DIN: 01680739) who is Wholetime Director of the Company as the Chairperson of Company."

7. 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 Sections 149, 152 and 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 and provisions in listing agreement, Mrs. Philomina Thomas appointed as Independent Director in the Company to hold office for a term commencing from 30/03/2015 to 30/09/2017 be relieved of her duties as an Independent Director of the Company effective from the closing hours (5.30 PM) of 30th September 2017"

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

"RESOLVED THAT pursuant to Section 42(1) and 62 and other applicable provisions if any, of the Companies Act, 2013 read with Rule made there under (including statutory modifications and enactments thereof, for the time being in force), the consent of shareholders of the Company be and is hereby given to the Board of Directors of the Company to create, offer, issue, and allot up to 1240418 equity shares of Rs.100/- each at a premium of Rs.65/- per share under private placement to the following persons:

Name	No. of equity shares
Mathew Muthoottu	1101818
Muthoottu Mini Hotels Private Limited	138600
Total	1240418



"RESOLVED FURTHER THAT Mrs. Nizzy Mathew, Chairman & Wholetime director (DIN: 01680739), be and is hereby authorised to sign all agreements, documents and forms that are necessary to issue, offer and allot equity shares to aforementioned persons."

Kochi

24/08/2017



By order of the Board


Mathew Muthoottu

Managing Director (DIN: 01786534)

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, 5, 6,7,8 is annexed hereto and forms part of this notice.



ANNEXURE TO NOTICE

EXPLANATORY STATEMENT

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

In terms of the provisions of Section 102 of the Companies Act, 2013, all items of business proposed to be transacted at an extraordinary general meeting of the Company are treated as special and a statement setting out the material facts concerning such special business shall be annexed to the notice. The said material facts shall relate to the nature of concern, interest, financial or otherwise of every director or manager, if any of the company and every key managerial personnel and relatives of these persons. Further, any other information or facts that may enable members to understand the meaning, scope and implication of the item of business shall also be furnished in the statement.

Item No.4

Mr. Mathew Muthoottu was appointed as Managing Director of the company for a period of 1 year commencing from 30/05/2016.

The Board in its meeting held on 29th May, 2017 resolved appoint Mr. Mathew Muthoottu as Managing Director for a further period of 1 year commencing from 30/05/2017, subject to approval by members at Annual General Meeting and referred this matter to the Remuneration Committee for recommendation of suitable remuneration payable to him. The Remuneration Committee after due consideration of the matter with reference to the provisions contained in Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules thereunder read with Schedule V (Part II Section II (A) of Schedule V), recommended the same current salary being paid to him, i.e a consolidated salary not exceeding 60 Lakhs per annum to be paid to Mr. Mathew Muthoottu, for period 30/05/2017 to 30/05/2018

The Board after careful consideration adopted the above recommendations of the Remuneration Committee, and fixed his remuneration, as detailed above, subject to the approval of members at the Annual General Meeting.

Mr. Mathew Muthoottu has been associated with the Company for more than 6 years in the capacity of Executive Director and is son of Roy M Mathew Promoter of the Company



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Memorandum of interest

None of the Directors except Mr Mathew Muthoottu, is interested in the above resolution. Mr. Mathew Muthoottu is interested to the extent of the remuneration receivable by him as Managing Director.

None of the Key Managerial persons or their relatives are interested in the resolution.

Mr. Mathew Muthoottu is a Promoter Director and holds 13678094 shares in the company comprising 60.79 % of the Paid up share capital of the Company

Memorandum of interest of relatives of Mr. Mathew Muthoottu:

Name	Nature of relationship	No. Of shares held	% of paid up share capital
Roy M Mathew	Father	9999905	4.45
Nizzy Mathew	Mother	3354446	14.91

The Resolution is commended to the members for approval.

Annexure forming part of the Explanatory Statement as required to be given pursuant to Part II Section II (A) of Schedule V of the Companies Act 2013 for payment of Remuneration to Managing Director

I. General Information:**1. Nature of industry:**

This company is a systemically important non deposit taking Non Banking Finance Company registered under section 45 IA of Reserve Bank of India.

2. Date or expected date of commencement of commercial production:

Incorporated in the year 1988, this company is in mainly in the business lending loans against security of gold .

3. In the case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus; -Not applicable.**4. Financial performance based on given indicators - complete information given in the financials of Annual Report 2016-2017.Brief details as under .**

Particulars	For the year ended 31.03.2016 (Rs. in lakhs)	For the year ended 31.03.2017 (Rs. in lakhs)
Profit After Tax	977.96	(8108.51)
EPS (in Rupees)	4.35	(36.04)
Net Worth	45269.27	37160.78

5. Foreign investments or collaborations- NIL.

II. Information about the appointee:

(1) Background details:

Mr. Mathew Muthoottu who hails from the Muthoottu family, the Promoters of the company, has been associated with the company for over 6 years and has contributed immensely for the furtherance of the business of the company. Mr. Mathew Muthoottu was inducted as Whole Time Director in the Board in 2008. In the AGM of the Company held on 30/09/2016, he was appointed as Managing Director of the Company for a period of one year Commencing from 30/05/2016.

The Board of Directors in their meeting held on 29th May 2017 resolved to appoint Mr. Mathew Muthoottu as the Managing Director of the company for a further period 30.05.2017 to 30.05.2018 subject to approval by members at the Annual General Meeting of the company.

(2) Past remuneration:

Mr. Mathew Muthoottu is drawing a consolidated remuneration of Rs.5,00,000/- per month.

(3) Job profile and his suitability:

Mr Mathew Muthoottu has been instrumental in growth of business of the company. His rich experience and good networking skills have been crucial factors for the company's growth and performance.

(4) Remuneration proposed:

Consolidated remuneration of 60 Lakhs Per annum. Considering the size of the company nature of business and profile of the position the remuneration is at par with other companies in the same areas of business.

(5) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr Mathew Muthoottu, Managing Director, belongs to the Promoter Group and holds 60.79% of the total paid up capital of the company.

III. Other information:

Reasons of loss or inadequate profits:

The Company is in the gold loan business and the volatility in the price of gold will affect the performance of the company leading to inadequate profits. In the current year the prior period item more specifically detailed in accounts and Directors Report has resulted in a one time loss for the current Financial Year. However the Management is confident of improved results, in future with diversification plans gaining momentum.

Steps taken or proposed to be taken for improvement:

The company is looking to grow its business focusing in third party products and the company has also ventured into micro finance. This diversification is expected to bring more revenue to the company.



IV. Disclosures:

Relevant disclosures are made in the Directors report and financial Statements forming part of the Annual Report for the FY 16-17.

Item no. 5

In the Meeting of the Board of Directors held on 27/03/2017 Mr. Krishnakumar KR was appointed as Additional Director.

The nomination and remuneration Committee in their meeting held on 29/05/2017 has recommended the appointment of Mr. Krishnakumar KR as independent Director of the Company after evaluating his eligibility for the same. The Board of Directors have also in their meeting held on 24/08/2017, considered the recommendation of the Nomination and Remuneration Committee for appointing Mr. Krishnakumar as Independent Director of the Company for the term commencing from 28/09/2017 to 30/09/2018, subject to the approval of members. In the opinion of the Board, Mr. Krishnakumar KR fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent of the management. Mr. Krishnakumar KR also fulfills the Fit and Proper criteria prescribed by the Reserve Bank of India. The terms and conditions of appointment of Mr. Krishnakumar K.R will be open for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

Profile of Mr. Krishnakumar KR

Mr. K R Krishnakumar aged 66 hails from Trivandrum Kerala. He is a graduate and has qualified Part I of CAIIB. He is a retired Deputy General Manager from RBI having more than 38 years of service in various departments of Reserve Bank of India. He had also worked in the erstwhile DBOD and Department of Banking Supervision for about 12 years and had undergone commercial bank training for 18 months in different branches of State Bank of Travancore (since merged with SBI). He has adequate inspection experience of commercial banks (Hos/Controlling Offices/Branches). His rich experience in the Banking and non-banking segment will be an asset to the Company.

Memorandum of interest

None of the Directors except Mr. Krishnakumar KR, is interested in the above resolution to the extent of sitting fee receivable by him in his capacity as independent director, for meetings attended

None of the Key Managerial persons or their relatives are interested in the resolution.

Neither Mr. Krishnakumar nor any of his relatives hold shares in the Company

The Resolution is commended to the members for approval.

Item No.6

Mrs. Nizzy Mathew has been a Director in the Company ever since the incorporation of the Company. Mrs. Nizzy Mathew is a wholetime Director and is involved in the day to day affairs of the Company



Memorandum of interest

None of the Directors are interested in the above resolution.

None of the Key Managerial persons or their relatives are interested in the resolution.

Mrs. Nizy Mathew is a Promoter Director and holds 3354446 shares in the company comprising 14.91 % of the Paid up share capital of the Company

Memorandum of interest of relatives of Mrs. Nizy Mathew:

Name	Nature of relationship	No. Of shares held	% of paid up share capital
Roy M Mathew	Husband	9999905	4.45
Mathew Muthoottu	Son	13678094	60.79

The Resolution is commended to the members for approval.

Item No.7

Mrs. Nizy Mathew was appointed as an Independent Director in the EGM of the Company held on 30/03/2015 for a period commencing from 30/03/2015 to 30/09/2017. Renewal of tenure of Mrs. Philomina Thomas has not been considered.

Memorandum of interest

None of the Directors are interested in the above resolution.

None of the Key Managerial persons or their relatives are interested in the resolution.

The Resolution is commended to the members for approval.

Item No.8

Equity shares by private placement may be issued only with the prior approval of the members of the Company in general meeting by way a resolution. The proposed private placement is in the long term interest of the Company and its existing members as the cost of issue is very little.

In view of the above position, the Board of Directors recommends the resolution for the approval of members as a special resolution.

None of the Directors and Key Managerial Persons are interested in the above resolutions except to the extent of their shareholdings in the Company.

Additional disclosures required in terms of Rule 13(2) of the Companies (Share Capital & Debentures) Rules, 2014 are as follows:

The Company proposes to utilize the funds to improve the net worth of the Company.

The Company proposes to issue 1240418 equity shares of Rs. 100/- each at Rs. 165/- per equity share. Each equity share will rank parri passu with existing shares.



The aforementioned price has been arrived on the basis of a valuation performed by a Chartered Accountant in practice. The valuation has been performed on 24/08/2016. The valuation report is available for inspection by any member at the registered office of the Company during business hours on any day prior to the meeting.

The allotment is proposed to be made to persons who are promoters and directors, who already hold shares in the company.

The allotment is proposed to be completed within a period of 10 days.

There would be no change in control of the Company post the issue of equity shares.
The pre issue and post issue shareholding pattern of the Company are as follows:

Sr. No.	Name of the Shareholder	Pre issue		Post issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
1.	Mathew Muthoottu	13678094	60.79	14770912	62.26
2.	Muthoottu Mini Hotels Private Limited	2412698	10.72	2551298	10.75
3.	Mini Muthoottu Credit India Private Limited	1419841	6.32	1419841	5.98
4.	Roy M. Mathew	999995	4.45	999995	4.21
5.	RMM Properties India Private Limited	629207	2.80	629207	2.65
6.	Nizzy Mathew	3354446	14.9	3354446	14.13
7.	Muthoottu Mini Theatres Private Limited	5714	0.02	5714	0.02
8.	Thomas Kutty	1	0.00	1	0.00
9.	Samuel Kutty K V	1	0.00	1	0.00
10.	Raja Thomas	1	0.00	1	0.00
11.	Ivan Mathew	1	0.00	1	0.00
12.	C K Varghese	1	0.00	1	0.00
	Total	225,00,000	100	237,40,418	100



Details of the share capital build up of Company

Date of Allotment	No. of Equity Shares	Face Value (in ₹)	Issue Price (in ₹)	Consideration (Cash, other than cash etc.)	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Equity Share Capital (in ₹)	Cumulative Equity Share Premium (in ₹)
March 18, 1998	4,000	100	100	Cash	Subscribers to MOA ¹	4,000	4,00,000	NIL
December 28, 1999	1,96,000	100	100	Cash	Preferential Allotment ²	2,00,000	2,00,00,000	NIL
October 1, 2010	58,00,000	100	100	Cash	Preferential Allotment to Roy M. Mathew	60,00,000	60,00,00,000	NIL
November 30, 2010	60,00,000	100	100	Cash	Preferential Allotment to Roy M. Mathew	1,20,00,000	1,20,00,00,000	NIL
December 28, 2012	10,00,000	100	200	Cash	Preferential Allotment to Mini Muthoot Credit India Private Limited	1,30,00,000	1,30,00,00,000	10,00,00,000
March 28, 2013	27,50,000	100	200	Cash	Preferential Allotment ³	1,57,50,000	1,57,50,00,000	37,50,00,000
March 28, 2013	17,50,000	100	—	Not Applicable	Bonus issue at the ratio of 1 Equity Shares for every 9 Equity Shares held by existing shareholder as on March 28, 2013	1,75,00,000	1,75,00,00,000	37,50,00,000
November 26, 2013	25,00,000	100	—	Not Applicable	Bonus issue at the ratio of 1 Equity Shares for every 7 Equity Shares held by existing shareholder as on November 25, 2013	2,00,00,000	2,00,00,00,000	37,50,00,000
November 30, 2013	15,00,000	100	200	Cash	Preferential Allotment ⁴	2,15,00,000	2,15,00,00,000	52,50,00,000
December 10, 2013	10,00,000	100	200	Cash	Preferential Allotment to Roy M. Mathew	2,25,00,000	2,25,00,00,000	62,50,00,000
Total						2,25,00,000	2,25,00,00,000	62,50,00,000
							0	



¹ Allotment of 1,000 Equity Shares each to Mr. Roy M. Mathew, Ms. Nizzy Mathew, Mr. Mathew Muthootu and Ms. Sasamma Mathew

² Allotment of 1,38,000 Equity Shares to Mr. Roy M. Mathew and 29,000 Equity Shares each to Ms. Nizzy Mathew and Ms. Sasamma Mathew

³ Allotment of 1,50,000 Equity Shares to Mr. Roy M. Mathew, 5,00,000 Equity Shares to RMM Properties India Private Limited and 19,00,000 Equity Shares to Muthootu Mini Hotels Private Limited

⁴ Allotment of 13,50,000 Equity Shares to Mr. Mathew Muthootu and 1,50,000 Equity Shares to Mini Muthootu Credit India Private Limited

Kochi
24/08/2017

By order of the Board



Mathew Muthootu
Managing Director (DIN: 01786534)