

# FORM NO. MGT-7

[Pursuant to sub-section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



## Annual Return

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

U65910KL1998PLC012154

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AABCM5994M

(ii) (a) Name of the company

MUTHOOTTU MINI FINANCIER!

(b) Registered office address

2/994 MUTHOOTTU BUILDINGSKOZHENCHERRY  
PATHANAMTHITTA  
Kerala  
INDIA  
689641

(c) \*email-ID of the company

cs@minimuthoottu.com

(d) \*Telephone number with STD code

914842912178

(e) Website

(iii) Date of Incorporation

18/03/1998

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☐ Yes

☒ No

(b) CIN of the Registrar and Transfer Agent

Pre-fill

Name of the Registrar and Transfer Agent

Registered office address of the Registrar and Transfer Agents

(vii) \*Financial year From  (DD/MM/YYYY) To  (DD/MM/YYYY)

(viii) \*Whether Annual General Meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted ☐ Yes ☒ No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/ Associate/ Joint Venture	% of shares held
1				

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

### (i) \*SHARE CAPITAL

#### (a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	22,500,000	22,500,000	22,500,000	22,500,000
Total amount of equity shares (in rupees)	2,250,000,000	2,250,000,000	2,250,000,000	2,250,000,000

Number of classes

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity shares of Rs. 100 each				
Number of equity shares	22,500,000	22,500,000	22,500,000	22,500,000
Nominal value per share (in rupees)	100	100	100	100
Total amount of equity shares (in rupees)	2,250,000,000	2,250,000,000	2,250,000,000	2,250,000,000

**(b) Preference share capital**

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of Shares	Number of shares	Total Nominal Amount	Total Paid-up amount	Total premium
<b>Equity shares</b>				
<b>At the beginning of the year</b>	22,500,000	2,250,000,000	2,250,000,000	
<b>Increase during the year</b>	0	0	0	0
i. Public Issues	0	0	0	
ii. Rights issue	0	0	0	
iii. Bonus issue	0	0	0	
iv. Private Placement/ Preferential allotment	0	0	0	
v. ESOPs	0	0	0	

vi. Sweat equity shares allotted	0	0	0	
vii. Conversion of Preference share	0	0	0	
viii. Conversion of Debentures	0	0	0	
ix. GDRs/ADRs	0	0	0	
x. Others, specify				
<b>Decrease during the year</b>	0	0	0	0
i. Buy-back of shares	0	0	0	
ii. Shares forfeited	0	0	0	
iii. Reduction of share capital	0	0	0	
iv. Others, specify				
<b>At the end of the year</b>	22,500,000	2,250,000,000	2,250,000,000	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	0	0	
<b>Increase during the year</b>	0	0	0	0
i. Issues of shares	0	0	0	
ii. Re-issue of forfeited shares	0	0	0	
iii. Others, specify				
<b>Decrease during the year</b>	0	0	0	0
i. Redemption of shares	0	0	0	
ii. Shares forfeited	0	0	0	
iii. Reduction of share capital	0	0	0	
iv. Others, specify				
<b>At the end of the year</b>	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

☒ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of Previous AGM		<input type="text"/>	
Date of Registration of Transfer		<input type="text"/>	
Type of Transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ debenture/ unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	Middle Name	First Name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	Middle Name	First Name

Date of Registration of Transfer					
Type of Transfer			1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock		
Number of Shares/ Debentures/ Units Transferred			Amount per Share/ debenture/ unit (in Rs.)		
Ledger Folio of Transferor					
Transferor's Name					
	Surname		Middle Name		First Name
Ledger Folio of Transferee					
Transferee's Name					
	Surname		Middle Name		First Name

**(iv) \*Indebtedness including debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	565,885,976	AS DETAILED IN THE ATTACHMENT	12,405,123,651
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			3,207,185,338
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
<b>Total</b>	565,885,976		15,612,308,989

**Details of debentures**

Class of Debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	15,841,539,981	5,453,087,000	8,889,503,330	12,405,123,651
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)****(i) Turnover**

3,525,390,675

**(ii) Net worth of the Company**

4,429,131,001

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	18,032,540	80.14	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	4,467,460	19.86	0	
10.	Others	0	0	0	
	<b>Total</b>	22,500,000	100	0	0

**Total number of shareholders (promoters)**

7

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	



	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	0	0	0	0

**Total number of shareholders (other than promoters)**

0

**Total number of shareholders (Promoters+Public/Other than promoters)**

7

## VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	0	0
Debenture holders	145,911	82,616

## VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	3	0	3	0	80.15	0
<b>B. Non-Promoter</b>	0	2	0	3	0	0
(i) Non-Independent	0	2	0	1	0	0
(ii) Independent	0	0	0	2	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks and FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>3</b>	<b>2</b>	<b>3</b>	<b>3</b>	<b>80.15</b>	<b>0</b>

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date**

8

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any)
THOMAS CHERIAN	00492598	Director	0	
NIZZY MATHEW	01680739	Whole-time director	38,094	
ROY MATHEW MATHEW	01680866	Managing Director	16,606,352	
MATHEW MUTHOOTTI	01786534	Whole-time director	1,388,094	
PHILOMINA THOMAS	02551080	Director	0	
K.P Venugopal	02287037	Additional director	0	30/08/2015
ANOOP THOMAS JACOB	AKMPJ2347R	CFO	0	
Priya K Menon	AROPP4682L	Company Secretary	0	06/05/2015

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

6

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
THOMAS CHERIAN	00492598	Additional director	01/09/2014	Appointment
THOMAS CHERIAN	00492598	Director	30/03/2015	Change in designation
ANOOP THOMAS JACOB	AKMPJ2347R	CFO	10/10/2014	Appointment
Gopala Subramanian	06496121	Director	01/09/2014	Cessation
PHILOMINA THOMAS	02551080	Director	30/03/2015	Change in designation
K.P Venugopal	02287037	Additional director	01/03/2015	Appointment

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS****A. MEMBERS/CLASS /REQUISITIONED/CLB/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

5

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members who attended the meeting	% of total shareholding of attended members
Annual general Meeting	30/09/2014	7	7	100
Extra-ordinary General Meeting	01/07/2014	7	7	100
Extra-ordinary General Meeting	05/08/2014	7	7	100
Extra-ordinary General Meeting	01/11/2014	7	7	100
Extra-ordinary General Meeting	30/03/2015	7	7	100

**B. BOARD MEETINGS**

\*Number of meetings held

21

S. No.	Date of meeting	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	as %age of total directors
1	10/04/2014	5	5	100
2	29/05/2014	5	5	100
3	05/06/2014	5	5	100

S. No.	Date of meeting	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	as %age of total directors
4	09/07/2014	5	5	100
5	30/07/2014	5	5	100
6	27/08/2014	5	5	100
7	01/09/2014	5	5	100
8	10/09/2014	5	5	100
9	29/09/2014	5	5	100
10	10/10/2014	5	5	100
11	22/10/2014	5	5	100
12	24/10/2014	5	5	100

### C. COMMITTEE MEETINGS

Number of meetings held

22

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	as %age of total members
1	Audit Committee	19/06/2014	3	3	100
2	Audit Committee	30/09/2014	3	3	100
3	Audit Committee	30/12/2014	3	3	100
4	Audit Committee	01/03/2015	3	3	100
5	CSR Committee	10/04/2014	3	3	100
6	CSR Committee	01/03/2015	4	4	100
7	Nomination Committee	01/09/2014	3	3	100
8	Nomination Committee	01/03/2015	3	3	100
9	ALCO Committee	14/07/2014	5	5	100
10	ALCO Committee	25/08/2014	5	5	100

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	30/09/2015
								(Y/N/NA)
1	THOMAS CHE	15	15	100	5	5	100	Yes
2	NIZZY MATHE	21	21	100	14	14	100	Yes
3	ROY MATHEW	21	21	100	15	15	100	Yes
4	MATHEW MU	21	21	100	21	21	100	Yes
5	PHILOMINA T	21	21	100	5	5	100	Yes
6	K.P Venugopa	2	2	100	1	1	100	No

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ROY MATHEW MA	Managing direct	9,600,000	0	0	0	9,600,000
2	NIZZY MATHEW	Whole-time direc	2,600,000	0	0	0	2,600,000
3	MATHEW MUTHO	Whole-time direc	1,040,000	0	0	0	1,040,000
	Total		13,240,000	0	0	0	13,240,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Priya K Menon	Secretary	360,000	0	0	0	360,000
2	ANOOP THOMAS	CFO	1,728,000	0	0	0	1,728,000
	Total		2,088,000	0	0	0	2,088,000

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
	Total						

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A. \*Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013

during the year ☐ Yes ☒ No

B. If No, give reasons/observations

AS DETAILED IN THE SECRETARIAL AUDIT REPORT ATTACHED.

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

N SATHEESH KUMAR

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

6607

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.

**Declaration**

I am authorised by the Board of Directors of the company vide resolution no.  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director



DIN of the director

**To be digitally signed by**



- ☒ Company Secretary  
☐ Company Secretary in Practice

Membership number

Certificate of practice number

**Attachments**

- list of share holders, debenture holders;
- Approval letter for extension of AGM;
- Copy of MGT-8;
- Optional Attachment(s), if any.

Attach

Attach

Attach

Attach

**List of attachments**

MGT-8.pdf  
meeting DETAILS.pdf  
shareholdings (1).pdf  
secretarial audit report.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the registrar of companies through electronic mode and on the basis of statement of correctness given by the company**

**MUTHOOTTU MINI FINANCIERS LTD**

CIN: U65910KL1998PLC012154

Corporate Office:

M M Tech Towers

Kaloor, Ernakulam

Kerala - 682 017, India

Tel: +91 484 4101010

E-mail: info@muthoottumini.com

**MUTHOOTTU MINI***Stands by you. Always.*

Registered Office:

Muthoottu Buildings, Market Road

Kozhencherry, Pathanamthitta

Kerala - 689 641, India

Tel: +91 468 2314391, 2214946

E-mail: mail@muthoottumini.com

**b. Committee Meeting**

s.no	Type of Meeting	Date of Meeting	Total Number of Members as on the date of meeting	Attendance	
				No. Of Directors attended	As %age of total Directors
1	Audit Committee	19/06/2014	3	3	100
2	Audit Committee	30/09/2014	3	3	100
3	Audit Committee	30/12/2014	3	3	100
4	Audit Committee	01/03/2015	3	3	100
5	CSR Committee	10/04/2014	3	3	100
6	CSR Committee	01/03/2015	4	4	100
7	Nomination Committee	01/09/2014	3	3	100
8	Nomination Committee	01/03/2015	3	3	100
9	ALCO Committee	14/07/2014	5	5	100
10	ALCO Committee	25/08/2014	5	5	100
11	Debenture Committee	26/06/2014	3	3	100
12	Debenture Committee	07/07/2014	3	3	100
13	Debenture Committee	08/08/2014	3	3	100
14	Debenture Committee	15/09/2014	3	3	100
15	Debenture Committee	19/09/2014	3	3	100
16	Debenture Committee	23/09/2014	3	3	100
17	Debenture Committee	25/10/2014	3	3	100
18	Debenture Committee	12/11/2014	3	3	100
19	Debenture Committee	15/12/2014	3	3	100
20	Debenture Committee	06/02/2015	3	3	100
21	Debenture Committee	18/02/2015	3	3	100
22	Debenture Committee	16/03/2015	3	3	100

For MUTHOOTTU MINI FINANCIERS LTD.

**Mathew Muthoottu**  
 Whole time Director




**MUTHOOTTU MINI FINANCIERS LTD**

CIN: U65910KL1998PLC012154

Corporate Office:

M M Tech Towers

Kaloor, Ernakulam

Kerala - 682 017, India

Tel: +91 484 4101010

E-mail: info@muthoottumini.com

**MUTHOOTTU MINI***Stands by you Always.*

Registered Office:

Muthoottu Buildings, Market Road

Kozhencherry, Pathanamthitta

Kerala - 689 641, India

Tel: +91 468 2314391, 2214946

E-mail: mail@muthoottumini.com

The meetings of the company held during the financial year 14-15 are detailed below.

**a. Board Meeting – no of meetings held -21**

s.no	Date of Meeting	Total Number of Directors as on the date of meeting	Attendance	
			No. Of Directors attended	As %age of total Directors
1	10/04/2014	5	5	100
2	29/05/2014	5	5	100
3	05/06/2014	5	5	100
4	09/07/2014	5	5	100
5	30/07/2014	5	5	100
6	27/08/2014	5	5	100
7	01/09/2014	5	5	100
8	10/09/2014	5	5	100
9	29/09/2014	5	5	100
10	10/10/2014	5	5	100
11	22/10/2014	5	5	100
12	24/10/2014	5	5	100
13	08/11/2014	5	5	100
14	29/11/2014	5	5	100
15	02/12/2014	5	5	100
16	29/12/2014	5	5	100
17	31/12/2014	5	5	100
18	24/01/2015	5	5	100
19	06/02/2015	5	5	100
20	01/03/2015	6	6	100
21	31/03/2015	6	6	100

For MUTHOOTTU MINI FINANCIERS LTD.

**Mathew Muthoottu**  
Whole time Director

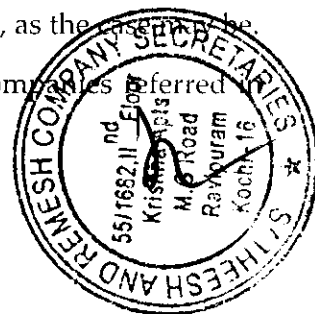


[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies  
(Management and Administration) Rules, 2014]

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

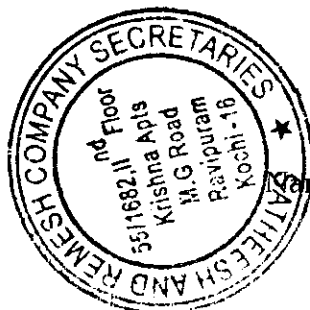
We have examined the registers, records and books and papers of MUTHOOTTU MINI FINANCIERS LIMITED (CIN: U65910KL1998PLC012154) (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31.03.2015. In our opinion and to the best of my information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
  1. its status under the Act;
  2. the company has updated its registers/records & making entries therein;
  3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within in the time provided that the company has to file some more forms with Registrar of Companies as required under the Act for the transactions made during the period and some other forms were filed after the prescribed time but paid additional fee.
  4. Calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions if any provided that Proof of dispatch of notice and agendas of general meetings and Board meetings are not available in some cases.
  5. Not required to close it's of Register of Members / Security holders, as the case may be.
  6. Not advances/loans to its directors and/or persons or firms or companies as referred section 185 of the Act.



7. Contracts/arrangements with related parties as specified in section 188 of the Act but not filed required forms with Registrar of companies Kerala.
8. No transfer of shares during the period.
9. There is no case of keeping abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
10. No case of declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them except that the Company has filed certain forms with Registrar of Companies in respect of appointment and remuneration paid to the directors and relatives with delay.
13. appointment of auditors as per the provisions of section 139 of the Act;
14. no approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. There is no case of acceptance/ renewal/ repayment of deposits public ;
16. borrowings from banks and others and creation/ modification/ satisfaction of charges in that respect,
17. The company has given Corporate Guarantee for the amount of loan availed by a firm in which directors are interested in respect of which the Company has not fully complied with the provisions of the act
18. there is no alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

Place: *Kochi*  
Date: *26/05/15*



**For Sathesh And Remesh  
Company Secretaries**

*[Signature]*  
**N Sathesh Kumar B Com, ACS  
Partner. C.P.No.8607**

Name of Company Secretary in practice:

C.P. No. :

**ANNEXURE-3**

**FORM NO. MR-3  
SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The Members,

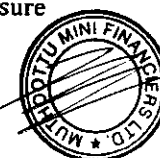
Muthoottu Mini Financiers Limited  
2/994 Muthoottu buildings, Kozhencherry  
Pathanamtta, Kerala

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Muthoottu Mini Financiers Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our limited verification of the Company's Books, Papers, Minute Books, Forms and Returns filed with regulatory authorities and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the financial year ended on March 31, 2015 ('Audit Period') complied with some of the statutory provisions listed hereunder and also that the Company has to improve its Board-processes and compliance mechanism in place to the extent, in the manner and subject to reporting made hereinafter:

We further report that maintenance of proper and updated Books, Papers, Minutes Books, filing of Forms and Returns with applicable regulatory authorities and maintaining other records is responsibility of management and of the Company, our responsibility is to verify the content of the documents produced before us, make objective evaluation of the content in respect of compliance and report thereon. We have examined on test check basis, the books, papers, minute books, forms and returns filed and other records maintained by the Company and produced before us for the financial year ended March 31, 2015, as per the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under to the extent of its applicability;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under to the extent of its applicability;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, to the extent the same was applicable to the Company
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent of its applicability:-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009



- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India **(Not applicable to the Company during the Audit period).**
- (ii) The Debt Listing Agreements entered into by the Company with Stock Exchanges;
- (vi) Reserve Bank of India Act 1934 and guidelines issued under the act as applicable to the Company

Based on the aforesaid information provided by the Company, we report that during the financial year under report, the Company has not fully complied with the provisions of the above mentioned Acts, Rules, Regulations, Guidelines, and Standards etc. specifically with regard to that:

1. The Company has not fully complied with Provisions of the private placement of securities made during the year.
2. The Company has not fully complied with the provisions of the Debt listing agreement with the Stock Exchanges.
3. The Company has not fully complied with the Acts, Rules and guidelines with regard to the compulsory disclosures of information in the Company's website
4. In some cases reporting under various clauses of the Listing agreement was made with delay.
5. Proof of dispatch of notice and agendas of general meetings and Board meetings are not available in some cases.
6. The Company has not created charge on the assets of the Company for the Vehicle loan availed by the Company.
7. The Company has to make some disclosures in the various documents including annual report as required under the various Acts, rules regulations and listing agreements made there under applicable to the company.
8. The Company has to update its registers maintained under the various Labour laws applicable to the Company.
9. The Company has a internal audit system but the report of internal auditor is not placed before the Board

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors except that the composition of the Board of directors is not accordance with required number of Independent directors during the year. The changes in the



composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance but no documentary evidence was available for verification in this respect and the Company has to improve and develop a reasonable system for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through and proper system is in place which facilitates / ensure to capture and record, the dissenting member's views, if any, as part of the Minutes.

Based on the representation made by the Company and its Officers explaining us in respect of internal systems and mechanism established by the Company which ensures compliances of other Acts, Laws and Regulations applicable to the Company, We report that the company has to improve and develop are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there are no specific events / actions having a major bearing on the Company's affairs except the public issue of secured and un secured non convertible debentures and non convertible secured debentures on private placements in pursuance of the laws, rules, regulations, guidelines, etc, referred to above.

**For Satheesh and Remesh, Company Secretaries**

Sd/-

**N.Satheesh Kumar N**

CP No. 6607

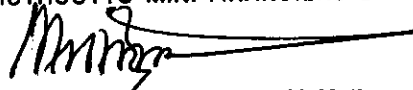
**Date.08.08.2015**

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

**CERTIFIED TRUE COPY**



For MUTHOOTTU MINI FINANCIERS LTD.

  
**Roy M Mathew**  
Managing Director

For MUTHOOTTU MINI FINANCIERS LTD.

  
**Mathew Muthoottu**  
Whole time Director

**'Annexure A'**

To  
The Members,  
Muthoottu Mini Financiers Limited  
2/994 Muthoottu buildings, Kozhencherry  
Pathanamthitta, Kerala

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express as opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test-check basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test-check basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Satheesh and Remesh, Company Secretaries**

Sd/-  
**N.Satheesh Kumar N**  
CP No. 6607  
Date 08.08.2015

**LIST OF SHAREHOLDERS OF  
M/s Muthoottu Mini Financiers Limited as on 31.03.2015**

Sr. no.	Name in full (Initials expanded)	Address	No. of shares held	Amt. Paid up (Rs.)	% of total
1	Roy Mathew Mathew	336/6, MUTHOOT, , KOZHENCHERRY, 689641, Kerala, INDIA	1,66,06,352	100	73.81%
2	Nizzy Mathew	MUTHOOTU HOUSE, KOZHENCHERRY, PATHANAMTHITTA, 689641, Kerala, INDIA	38,094	100	0.17%
3	Mathew Muthoottu	MUTHOOTU HOUSE, KOZHAMCHERRY, PATHANAMTHITTA, 689641, Kerala, INDIA	13,88,094	100	6.17%
4	Mini Muthoottu Credit India Private Limited	DOOR NO 10/95262KOZHENCHER RY P.O, PATHANAMTHITTA, Kerala- 689641	14,19,841	100	6.31%
5	RMM Properties India Private Limited	MUTHOOTU BUILDING, KOZHENCHERRY, Pathanamthitta, Kerala- 689641	6,29,207	100	2.80%
6	Muthoottu Mini Hotels Private Limited	MUTHOOTU HOUSE, KOZHENCHERRY, PATHANAMTHITTA, Kerala- 689641	24,12,698	100	10.72%
7	MUTHOTTU MINI THEATRES PRIVATE LIMITED	BETA FLAT NO. 15, AMRITAVARSHINI APARTMENTS, 2ND FLOOR, MOGAPPAIR EAST, CHENNAI, Tamil Nadu-600037	5,714	100	0.02%
	TOTAL		225,00,000		100%



For MUTHOOTU MINI FINANCIERS LTD.

*K. S. Smitha*  
Company Secretary