

MUTHOOTTU MINI FINANCIERS LTD

CIN: U65910KL1998PLC012154

Corporate Office:

M M Tech Towers

Kaloore, Ernakulam

Kerala - 682 017, India

Tel: +91 484 4101010

E-mail: info@muthoottumini.com



Registered Office:

Muthoottu Buildings, Market Road

Kozhencherry, Pathanamthitta

Kerala - 689 641, India

Tel: +91 468 2314391, 2214946

E-mail: mail@muthoottumini.com

Notice

Notice is hereby given that the **Eighteenth** Annual General Meeting of the Shareholders of Muthoottu Mini financiers Limited will be held on Friday, 30th September, 2016 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, 2016, including the audited Balance Sheet as at March 31, 2016, 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 Mrs. Nizzy Mathew (DIN: 01680739), 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. 008072S who were appointed as Auditors of the Company, in the Annual General Meeting of the Company held on 30/09/2015, to hold office as statutory auditors of the Company for the Financial Year 2015-16 and 2016-17 till the conclusion of the nineteenth AGM of the Company to be held in the year 2017 be confirmed to continue as Auditors for Financial Year 2016-17 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

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 as Managing Director of the



Company for the period 30-05-2016 till 30-05-2017 and to the payment of remuneration not exceeding 60 lakhs per annum on terms 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.

5. 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 for the payment of remuneration not exceeding 60 lakhs per annum on terms 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.

Kochi

29/08/2016

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 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

Item No.4

Mr. Mathew Muthoottu was appointed as Wholetime Director of the company for a period of 5 years commencing from 17/03/2012 and term expires on 17/03/2017.

The Board in its meeting held on 30th May, 2016 resolved appoint Mr. Mathew Muthoottu as Managing Director for the period 30/05/2016 and 30/05/17, 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 following remuneration to be paid to Mr. Mathew Muthoottu, effective from 01/08/2016 :

Consolidated salary not exceeding 60 Lakhs per annum payable from 01/08/2016 till 30/05/2017.

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 5 years in the capacity of Executive Director and is son of Roy M Mathew Promoter of the Company

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 1388094 shares in the company comprising 6.17 % 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	16606347	73.81
Nizzy Mathew	Mother	38094	0.17

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 2015-2016.Brief details as under .

Particulars	For the year ended 31.03.2016 (Rs. in lakhs)	For the year ended 31.03.2015 (Rs. in lakhs)
Profit After Tax	977.96	1847.81
EPS (in Rupees)	4.37	8.21
Net Worth	45269.27	44291.31

(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 5 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.

The Board of Directors in their meeting held on 30th May 2016 ,resolved to appoint Mr.Mathew Muthoottu as the Managing Director of the company for the period 30.05.2016 to 30.05.2017 subject to approval by members at the Annual General Meeting of the company

(2)Past remuneration:

Mr. Mathew Muthoottu was drawing a consolidated remuneration of Rs.80,000/- per month and bonus as applicable to the other employees of the company.His remuneration has been revised to Rs 5 lakhs per month effective from 1st August 2016, subject to approval/ratification by members at AGM.

(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 6.17% 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 . 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 is also venturing into micro finance and forex .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 15-16.

Item no. 5

Mrs. Nizzy Mathew was appointed as Wholetime Director of the company for a period of 5 years commencing from 17/03/2012 and term expires on 17/03/2017.

The Board in its meeting held on 30th June, 2016 resolved to increase remuneration payable to Mrs. Nizzy Mathew, Wholetime Director and referred the matter to the Remuneration Committee. 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 following remuneration to be paid to Mr. Mathew Muthoottu, effective from 01/08/2016 :

Consolidated salary not exceeding 51.60 Lakhs per annum payable from 01/07/2016 till 01/07/2019.

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

Mrs. Nizzy Mathew has been associated with the Company ever since its inception in the capacity of Executive Director and is a promoter Director of the Company

Memorandum of interest

None of the Directors except Mrs. Nizzy Mathew , is interested in the above resolution. Mrs. Nizzy Mathew is interested to the extent of the remuneration receivable by her as wholetime Director.

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



Mrs. Nizzy Mathew is a Promoter Director and holds 38094 shares in the company comprising 0.17 % of the Paid up share capital of the Company

Memorandum of interest of relatives of Mrs. Nizzy Mathew :

Name	Nature of relationship	No. Of shares held	% of paid up share capital
Roy M Mathew	Husband	16606347	73.81
Mathew Muthoottu	son	1388094	6.17

The Resolution is commended to the members for approval.

5. 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 Wholetime Director

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 of financials Annual Report 2015-2016.Brief details as under .

Particulars	For the year ended 31.03.2016 (Rs. in lakhs)	For the year ended 31.03.2015 (Rs. in lakhs)
Profit After Tax	977.96	1847.81
EPS (in Rupees)	4.37	8.21
Net Worth	45269.27	44291.31



5. Foreign investments or collaborations- NIL

II Information about the appointee:

(1) Background details:

Mrs. Nizzy Mathew hails from the Muthoottu family , the Promoters of the company, has been associated with the company for over 2 decades and has contributed immensely for the furtherance of the business of the company. Mrs. Nizzy Mathew has been Whole Time Director in the Board since 1998, and from the inception of the Company.

(2) Past remuneration:

Mrs. Nizzy Mathew was drawing a consolidated remuneration of Rs.2 lakhs per month and bonus as applicable to the other employees of the company. Her remuneration has been revised to Rs 4.3 lakhs per month effective from 1st July 2016, subject to approval/ratification by members at AGM.

3) Job profile and her suitability:

Mrs. Nizzy Mathew has been instrumental in growth of business of the company . Her rich experience has been very important for the company's growth and performance.

(4) Remuneration proposed:

Consolidated remuneration of 51.6 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.

Mrs. Nizzy Mathew , wholtime Director, belongs to the Promoter Group and holds 0.17% 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 . 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 is also venturing into micro finance and forex .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 15-16.

Kochi

29/08/2016



By order of the Board

Mathew Muthoottu

Managing Director (DIN: 01786534)