MUTHOOT FINANCE LIMITED

Registered and Corporate Office: Muthoot Chambers, Opposite Saritha Theatre Complex, 2nd Floor, Banerji Road, Kochi 682 018, India
Telephone: (+91 484) 239 4712; Facsimile: (+91 484) 239 6506; Website: www.muthootfinance.com; Email: cs@muthootgroup.com

POSTAL BALLOT FORM

Serial No.

1. Name(s) of Shareholder(s) (IN BLOCK LETTERS) :
2. Registered Address of the Sole/first named shareholder :
3. Registered Folio Number / DP ID No. / Client ID No.* (*Applicable to shareholders holding Shares in dematerialized form) :
4. Number of Equity Share(s) held :
5. I / We hereby exercise my/our vote in respect of the Special Resolutions to be passed through postal ballot for the business stated in the Notice of the Company dated 29th October, 2012 by sending my/our assent or dissent to the said resolutions by place the tick (✓) mark at the appropriate box below:

Sl. No.	Item	No. of Shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1	Special Resolution under Section 81 (1A) of the Companies Act, 1956 for further Issue of Shares/ Securities			
2.	Special Resolution under Section 17 of the Companies Act, 1956 for amendment to the Other Objects Clause of the Memorandum of Association of the Company.			
3	Special Resolution under Section 149 (2A) of the Companies Act, 1956 for Commencement of New Business as mentioned in the Other Objects Clause of the Memorandum of Association of the Company.			

PLACE :
DATE :

(Signature of the Shareholder)

NOTE: Kindly read the instructions printed overleaf before filling the form.
Last date for receipt of Postal Ballot Form by the Scritiniser is 03.12.12.

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	Password

CRYSTAL +91 22 6614 0900

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INSTRUCTIONS

1. Pursuant to the provisions of section 192A of the Companies Act, 1956 read with the Companies (passing of Resolution by Postal Ballot) Rules, 2011, the assent or dissent of the shareholders inrespect of the resolutions as per the postal ballot Notice shall be determined through postal ballot/evoting.
2. The Company is pleased to offer e-voting facility as an alternate to enable them to cast their vote electronically instead of dispatching postalballot.
3. A shareholder desiring to exercise his /her vote by postal ballot may complete this form and send it to the scrutinizer, appointed by the Company, in the attached prepaid self-addressed envelope, postage is borne and paid by the Company. However, envelopes containing postal ballot, if sent through courier at the expense of the shareholder will also be accepted. The shareholders residing outside Indiashould stamp the envelopes appropriately.
4. In terms of provisions of Rule 5 (b) of the Companies (Passing of resolution by Postal Ballot) Rules,2001, Mr. Thomas Shanti, Partner of "Thomas Shanti & Co.", Practicing Chartered Accountant, Kochi, hasbeen appointed as Scrutinizer for conducting the Postal Ballot.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 3.00 PM on Monday, December 03, 2012. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
6. Voting rights shall be reckoned on paid value of shares registered in the name of shareholder on the cut-off date which is Monday, December 03, 2012.
7. There shall be one postal ballot for each folio irrespective of the number of joint holders. A proxy shall not exercise the postal ballot. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the date of dispatch of the notice.
8. The postal ballot form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per specimen signature registered with the company) by the first named shareholder and in his/her absence, by the next named shareholder/s. In case of corporate shareholders, the form should be signed by an authorised signatory, whose signature is already registered with the Company and a Board resolution duly certified, be attached to the Ballot Paper.
9. Incomplete, unsigned or incorrect postal ballot forms will be rejected. The scrutinizer's decision on the validity of the postal ballot shall be final and binding.

PROCEDURE FOR E-VOTING

We request you to follow the following procedure for e-voting:

- Open your web browser and log on to the e-voting website www.evotingindia.com Click on the button "Share Holders" and select the Electronic Voting Sequence Number (EVSN) of "Muthoot Finance Limited" from the drop down menu on the next page.
- You can then login to the e-voting system using your user-id, PAN and the password.
- After logging in, for the first time, you will have to mandatorily change your password in the newpassword field and confirm your demographic details. In the demographic details, you may also provide your e-mail address and your mobile number. Kindly remember that this password can be used for voting on future resolutions of any other Company, as well.
- Click on the resolution file link if you wish to view the complete resolution.
- You will then be directed to the Voting Page where you will be able to select the "YES/NO" options and enter the number of shares under each of the headings (number of votes to be casted on the resolutions),but not exceeding your total holding.
- After selecting the list of the resolutions you have decided to vote on, click on submit. A confirmation box will be displayed. If you wish to confirm you vote click on OK or else to change your vote click onCancel and accordingly modify your vote.
- Once you have voted on a resolution, you will not be allowed to modify your vote.
- You can login any number of times till you have cast your vote on the resolution or till the end of thevoting period whichever is earlier.

If you have any queries or issues regarding e-voting please contact on **helpdesk.evoting@cdslindia.com**

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