





MUTHOOT PAPPACHAN

1927-2004

Founder Chairman

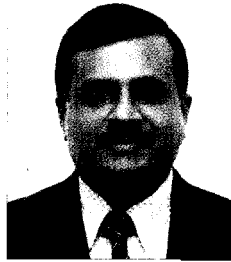
*His vision, enterprise,
simplicity and humaneness
will forever guide us.*





M U T H O O T C A P I T A L S E R V I C E S L T D

Board of Directors



Thomas John Muthoot
CHAIRMAN



Thomas George Muthoot
MANAGING DIRECTOR



Thomas Muthoot
DIRECTOR

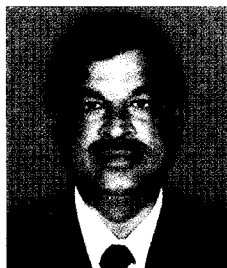


Philip Thomas
DIRECTOR



A.P. Kurian
DIRECTOR

Chief Executive



K Parameswaran Nair



M U T H O O T C A P I T A L S E R V I C E S L T D.

Registered Office

Muthoot Towers
M.G Road, Ernakulam
Cochin - 682 035
Phone: 2351501, 2351506

Branches

KERALA

1. Kannat Baby Memorial Bldg, 1st Floor, M.C Road, Chengannur, Alappuzha - 689 121
2. AB 2/279, 1st Floor, Opp. Kumarathupadi Temple, Chandiroom, Alappuzha - 688 947
3. 3/172/2-3, 1st Floor, Victoria Shopping Complex, Kasargod - 671 121
4. CSI Building, Baker Junction, Kottayam - 686 001
5. 1st Floor, Sree Narayana Soudham, Kuravilangad, Kottayam Dist
6. 11/8, 1st Floor, Ottappalam Automobiles Building, Palakkad - 678 001
7. 1st Floor, Ankuttikalayil Bldg, Pazhavangadi P.O, Ranni, Pathanamthitta Dist
8. Muthoot Building, Punnen Road, Trivandrum - 695 039
9. 12/163 - H, Tharayil Buildings, Opp. Market, Vazhakkala, Ernakulam - 682 030
10. AM 4 /133 & 134, 1st Floor, Senai Centre Complex, Angamali, Ernakulam - 683 572
11. 5/3400-1, 2nd Floor, Perachunni Towers, Mavoor Road, Calicut - 673 004
12. 44/972B, 1st Floor, Madathil Parambil Complex, Kaloar, Cochin
13. 8/868, 1st Floor, Riyas Building, Pallimukku, Kollam - 691 010
14. Palakkottu Building, Trivandrum Road, Pulaman Junction, Kottarakkara
15. Market Junction, Kulanada, Pandalam, Pathanamthitta Dist
16. 5/723, Geetanjali, Opp. Sri Gujarathi Vidyalaya, Mattancherry, Ernakulam - 682 002
17. GCDA Building, Opp. Kairali Appartments, Panampilly Nagar, Ernakulam - 682 036
18. TP/9/657-661, 2nd Floor, Vrindavan Building, Thamarasherry, Kozhikode - 673 573
19. Standard House, TC15/1908/1,2,3, Geetanjali Hospital Road, Vazhuthakad, Trivandrum - 695 014
20. Ground Floor, TC 38/2433, Muthoot Buildings, Opp. Subash, Aryasala
21. 1st Floor, Padson Towers, Koothattukulam, Ernakulam
22. 44/972 - B, 1st Floor, Sai Buildings, Chalakkudy, Trissur - 680 307

TAMIL NADU

23. Door No. 571 A (old), 336, MNP Complex, Kamaraj Road, Palladam Road, Tirupur - 641 004
24. 540/541, 1st Floor, Perumallur Road, Tirupur - 641 602
25. 21/2-57, 1st Floor, MCM Building, PWD Road, Nagercoil, Kanyakumari - 629 002

ANDHRA PRADESH

26. 2nd Floor, Door No. 6-16-19-67, 6th Lane, Arundalepet, Main Road, Guntur, Andhra Pradesh - 522 022
27. 1st Door, No. 9-1-150, BC Road Near Police Beat, New Gajuwaka Junction, New Gajuwaka, Andhra Pradesh - 530 026

MAHARASTRA

28. Door No. F2/A2, Sector 9, Vashi, New Mumbai

**Board of Directors**

Thomas John Muthoot	: Chairman
A.P Kurian	: Director
Philip Thomas	: Director
Thomas Muthoot	: Director
Thomas George Muthoot	: Managing Director

Chief Executive

K Parameswaran Nair

Audit Committee

Philip Thomas	: Chairman
A.P Kurian	
Thomas Muthoot	

Share Holders/ Investors Grievance Committee

Thomas Muthoot	: Chairman
Thomas John Muthoot	
Thomas George Muthoot	

Share Transfer Committee

Thomas John Muthoot	: Chairman
Thomas Muthoot	
K Parameswaran Nair	

Auditors

M/s. Venkatachalam Aiyer & Co.
Cochin

Solicitors

Dandapani Associates
Cochin

Bankers

Dhanalakshmi Bank Ltd.
ICICI Bank Ltd.
HDFC Bank Ltd.

Registered Office

Muthoot Towers, M.G Road, Ernakulam, Cochin – 682 035
Phone: 0484 - 2351501, 2351506
Fax: 0484 - 2381261
e-mail: mail@muthootcap.com
Website: www.muthootcap.com



M U T H O O T C A P I T A L S E R V I C E S L T D .

NOTICE

Notice is hereby given that the 12th Annual General Meeting of the members of MUTHOOT CAPITAL SERVICES LIMITED will be held on 26th August 2006 at 10:00 am at Aangan Hall, Bharat Tourist Home, (BTH), D.H Road, Cochin to transact the following business:

I. ORDINARY BUSINESS

1. To receive , consider and adopt the Audited Profit & Loss Account for the year ended 31st March 2006 and the Balance Sheet as at that date together with the Report of the Board of Directors and the Auditors thereon.
2. To consider declaration of dividend on equity shares.
3. To appoint a Director in place of Mr. Philip Thomas who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration. - M/s. Venkitachalam Aiyer & Co., Chartered Accountants, Dorai Swamy Road, Cochin - 682 035, retire in this meeting and being eligible offers themselves for re-appointment.

II. SPECIAL BUSINESS

5. To consider and if thought fit to pass, with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provision of Section 198, 269 and 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof, for the time being in force), and approval of the Central Government, if required, the consent of the company be and is hereby accorded to increase the remuneration of Shri. Thomas George Muthoot, Managing Director, to Rs.1,25,000/- p.m w.e.f 01.07.2006 till 11.07.2008 with liberty to the Board of Directors, to alter and vary the terms and conditions of the said appointment so as not to exceed the limits specified in Schedule XIII of the Companies Act, 1956 including any statutory modifications or reenactment thereof for the time being in force or any amendments / or modifications that may hereafter be made thereto by Central Government".

"RESOLVED FURTHER THAT the above amount be paid as the Minimum Remuneration in the event of absence or inadequacy of profits."

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

RESOLVED THAT pursuant to section 31 of the Companies Act, 1956, article 86(1) of the Articles of Association of the Company be and is hereby altered by substituting the following new article:

New Article 86 (1) : " until otherwise determined by the Company in General meeting, each Director other than the Managing Director and Whole Time Director shall be entitled to receive out of the funds of the



M U T H O O T C A P I T A L S E R V I C E S L T D

Company for their services in attending meetings of the Board or Committees thereof, such fees as may be fixed by the Board from time to time, within the limits prescribed by the Central Government from time to time."

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

"RESOLVED THAT pursuant to the applicable provisions of Companies Act, 1956, and the Listing Agreement(s) entered into with the Stock Exchange, the approval of the members be and is hereby granted for payment of sitting fees to the Directors of the Company for attending the meetings of the Board of Directors and Committees as may be constituted by the Board of Directors from time to time, to the extend of Rs 1000.00 (Rupees One Thousand Only) per meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to determine / vary the amount of sitting fees payable to the Directors for attending the meetings of the Board of Directors and Committees thereof, within such maximum permissible limit as may be prescribed under the Companies Act 1956, and rules made and notifications issued there under from time to time".

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution / authority, as applicable, issued on behalf of the nominating organisation.
2. The Register of Members and Transfer Books of the Company will be closed from 22nd August 2006 to 26th August 2006 both days inclusive for determining the name of Members eligible for dividend.
3. Subject to the provisions of Section 206A of the Companies Act, 1956, if dividend recommended by the Board of Directors is approved, payment of such dividend will be made on or before 25th September 2006, to those members whose names appear on the Company's Register of Members as on 26th August 2006. In respect of shares held in electronic form, dividend will be payable on the basis of beneficial ownership, as per details furnished by NSDL/CDSL for this purpose.
4. Shareholders holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for the payment of dividend. The Company or its Registrars cannot act on any request received directly from the shareholders holding share in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the shareholders.
5. Share Holders are requested to inform the Company any changes in their mailing address and also to quote folio numbers in all their correspondence with the Company.
6. Pursuant to Section 205A(5) of the Companies Act, 1956, any money transferred to Unpaid Dividend Account



M U T H O O T C A P I T A L S E R V I C E S L T D.

of the Company which remain unpaid or unclaimed for a period of Seven (7) years from the date of such transfer to the Unpaid Dividend Account shall be transferred by the Company to the Investor Education and Protection Fund established by the Central Government and the shareholders shall not be able to claim any Unpaid Dividend from the said fund or from the Company thereafter.

7. Members who have not encashed the dividend warrant(s) for the Financial Years 1998-1999, 2001-2002, 2002-2003, 2003-2004, 2004-2005 are requested to make their claims to the Company. Unclaimed dividend for the financial year 1998 -1999 will be transferred to Investor Education and Protection Fund on or before 20.03.2007.
8. Members / Proxies are requested to bring the Attendance Slip duly filled in for attending the Meeting. No duplicate will be issued at the venue of the Meeting.
9. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Report to the Meeting.
10. Members are requested to furnish their Bank Account details for printing the same on the dividend warrants to prevent fraudulent encashment of dividend warrants.
11. Members desiring any information about the annual accounts at the meeting are requested to write to the Company so as to reach the Company latest by 19th August 2006.
12. NO GIFT COUPONS / GIFT VOUCHERS will be issued to the members.

By order of the Board of Directors

Place: Cochin-682 035
Date: 30.05.2006

Thomas George Muthoot
Managing Director



M U T H O O T C A P I T A L S E R V I C E S L T D.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 5

In view of the fact that the activities of the Company have increased considerably and the Company has been paying dividend continuously since 2001 -2002, the Board of Directors, at its meeting held on 30.06.2006, revised the remuneration of Shri. Thomas George Muthoot, Managing Director to Rs. 1,25,000.00 p.m, w.e.f 01.07.2006 till the remaining period of appointment till 11.07.2008, subject to approval of members

Shri. Thomas John Muthoot, Shri. Thomas George Muthoot and Shri. Thomas Muthoot are deemed to be concerned or interested in the said resolution.

Your Directors recommend the resolution set out at item no. 5 of the notice for approval of share holders.

Item No. 6

Presently the Article 86(1) of Articles of Association has fixed a maximum amount of Rs. 500.00 (Rupees Five Hundred Only) as sitting fees to the Non-Executive Directors for attending Board / Committee meetings. This amount was fixed long back. Subsequently the Ministry of Company Affairs have revised the amount of sitting fees payable to Directors. Now the Companies can pay sitting fee upto Rs. 20,000.00 / Rs. 10,000.00 depending upon the paid up capital / turnover. Therefore it is proposed to amend the Article by conferring the power on the Board to fix suitable amounts from time to time as may be permitted by law.

Mr. A.P Kurain and Mr. Philip Thomas, Directors are interested in the resolution.

Your Directors recommend the resolution for adoption.

Item No. 7

Article 86 of the Articles of Association of the Company permits payment to the Directors, remuneration by way of fees of such sum for each meeting of the Board of Directors or Committees of the Board attended by them, as may be determined by the Board from time to time not exceeding Rs. 500.00 (Rupees Five Hundred Only).

Presently, the Company is paying sitting fees of Rs. 500.00 (Rupees Five Hundred Only) per meeting of the Board of Directors. A seperate resolution for altering this Article is being placed at the ensuing Annual General Meeting which confers power on the Board to fix the sitting fees within the maximum limit prescribed by the Ministry of Company Affairs or any other statutory / regulatory authority from time to time.

Clause 49 of the Listing Agreement with Bombay Stock Exchange Limited require fees / compensation, payable by the listed companies to the Non - Executive Directors, including independent Directors, be fixed by the Board of Directors and shall require previous approval of the shareholder.

The approval of the members is accordingly sought for payment of sitting fees as aforesaid and to empower the Board of Directors to determine / vary from time to time, the amount of sitting fees payable to Directors within such maximum permissible limit as may be prescribed by the Ministry of Company Affairs or any other statutory / regulatory authority from time to time.

Mr. A.P Kurain and Mr. Philip Thomas, Directors are interested in the resolution.