



Muthoot Homefin

Muthoot Homefin (India) Limited

(CIN: U65922KL2011PLC029231)

Registered Office: Muthoot Chambers, Kurians Tower,
Banerji Road, Ernakulam North, Kochi – 682018, Kerala, India
(T): +91-484-6690270, Email: enquiry@muthoothomefin.com
Website: www.muthoothomefin.com

Notice to Shareholders

Notice is hereby given that the Twelveth Annual General Meeting of the members of Muthoot Homefin (India) Limited will be held on **Monday, September 25, 2023 at 11.00 A.M.** at the registered office at Muthoot Chambers, Kurians Tower, Banerji Road, Ernakulam North, Kochi 682018 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2023, together with the Reports of the Board of Directors and the Auditors thereon
2. To appoint a Director in place of Mr. George Thomas Muthoot (DIN 00018281), who retires by rotation and being eligible, offers himself for re-appointment
3. To appoint a Director in place of Mr. George Alexander Muthoot (DIN 00016787), who retires by rotation and being eligible, offers himself for re-appointment

Special Business:

4. **Re-appointment of Mr. V. C. James (DIN 01398943) as an Independent Director of the Company**

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 provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. V. C. James (DIN 01398943) who holds office of Independent Director up to 24th January 2024, and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby reappointed as a Director (Non-Executive & Independent) of the Company, not liable to retire by rotation, for a second consecutive term commencing from 25th January 2024 till 17th Annual General Meeting of the Company to be held in the year 2028”

5. **Re-appointment of Mr. Jacob K Varghese (DIN 07261140) as an Independent Director of the Company**

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 provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Jacob K Varghese (DIN 07261140) who holds office of Independent Director up to 02nd May 2024, and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby reappointed as a Director (Non-Executive & Independent) of the Company, not liable to retire by rotation, for a second consecutive term commencing from 03rd May 2024 till 17th Annual General Meeting of the Company to be held in the year 2028”

By order of the Board of Directors
For **Muthoot Homefin (India) Limited**

Sd/-
Riya P G
Company Secretary

Place: Kochi
Date: August 02, 2023

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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 a proxy for any other person or shareholder.
3. Members/Proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.
4. Relevant documents referred to in the Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
5. Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the special business under item no. (4) and (5) of the accompanying notice, is annexed hereto. The relevant details as required under Secretarial Standard-2 [SS-2], of persons seeking appointment / re-appointment as Directors under Item Nos. 2, 3, 4 and 5 of this Notice are enclosed as Annexure.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

The following statement sets out all material facts relating to special businesses mentioned in the accompanying Notice:

Item No. 4: Re-appointment of Mr. V C James (DIN 01398943) as an Independent Director of the Company

Mr. V C James (DIN 01398943) was appointed as Independent Director on Board of Directors pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the shareholders at the Extra Ordinary General Meeting held on 25th January 2019 to hold office for a term of five years up to 24th January 2024.

Mr. V. C. James is a chartered accountant having over 32 years of experience and currently, is a Partner at M/s Sankar & Moorthy, a leading Chartered Accountants' firm in Cochin. He was a central council member of the Institute of Chartered Accountants of India (ICAI).

The term of office of Mr. V. C. James as a Director on the Board of the Company is expiring on January 24, 2024. The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on August 02, 2023, has recommended the reappointment of Mr. V. C. James as Independent Director for a second consecutive term commencing from January 25, 2024. The present resolution seeks the re-appointment of Mr. V. C. James as a Director (Non-Executive, Independent) for a second consecutive term commencing from January 25, 2024 in terms of the requirements of Sections 149, 152 read with Schedule IV of the Companies Act, 2013.

In terms of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013, the Board of Directors have received declarations from Mr. V. C. James confirming that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Board of Directors is of the opinion that Mr. V. C. James fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and is independent of the management. Mr. V. C. James has also provided a declaration that he is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Companies Act, 2013.

The nomination and remuneration committee of the Board has evaluated the 'Fit and Proper Criteria' prescribed by the Reserve Bank of India (RBI) in accordance with the RBI Master Direction - "Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021" and has recommended the appointment. The Company has also received a notice under Section 160 of the Companies Act, 2013 from a member, nominating Mr. V. C. James to the office of independent director on the Board of Directors of the Company.

The Board of Directors has recommended the proposal for the re-appointment of Mr. V. C. James as a Director (Non-Executive, Independent), not liable to retire by rotation, for a period as specified in the proposed resolution. Brief profile of Mr. V C James and other details including shareholding, directorships etc. has been given in the Annexure. Pursuant to the provisions of Section 149 (10) of the Companies Act, 2013, an independent director shall be eligible for re-appointment for the second consecutive term as a Director (Non-Executive, Independent) upon passing a special resolution by the members of the Company.

The Board of Directors of the Company is confident that the re-appointment of Mr. V. C. James as Director (Non-Executive, Independent) will be beneficial to the Company and will have the support of the members. The Board thus recommends Resolution No. 4 for the approval of members as a Special Resolution.

Except Mr. V C James, being appointee in resolution, none of the Directors nor Key Managerial Personnel or relatives thereof are in any way, concerned or interested in the above Resolution.

The Board recommend the Resolution for re-appointment of the Independent Director at item no. 4 as Special Resolution of this notice for your approval.

Item No. 5: Re-appointment of Mr. Jacob K Varghese (DIN 07261140) as an Independent Director of the Company

Mr. Jacob K Varghese (DIN 07261140) was appointed as Independent Director on Board of Directors pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the shareholders at the Annual General Meeting held on 08th August 2019 to hold office for a term of five years up to 02nd May 2024.

Mr. Jacob K. Varghese is a chartered accountant having over 36 years of experience in Indian and foreign taxation, auditing and indirect and direct tax laws. He is a member of Institute of Chartered Accountants of India and Institute of Company Secretaries of India.

The term of office of Mr. Jacob K. Varghese as a Director on the Board of the Company is expiring on 02nd May 2024. The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on August 02, 2023, has recommended the reappointment of Mr. Jacob K Varghese as Independent Director for a second consecutive term commencing from 03rd May 2024. The present resolution seeks the re-appointment of Mr. Jacob K. Varghese as a Director (Non-Executive, Independent) for a second consecutive term commencing from 03rd May 2024, in terms of the requirements of Sections 149, 152 read with Schedule IV of the Companies Act, 2013.

In terms of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013, the Board of Directors have received declarations from Mr. Jacob K. Varghese confirming that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Board of Directors is of the opinion that Mr. Jacob K. Varghese fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and is independent of the management. Mr. Jacob K. Varghese has also provided a declaration that he is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Companies Act, 2013.

The nomination and remuneration committee of the Board has evaluated the 'Fit and Proper Criteria' prescribed by the Reserve Bank of India (RBI) in accordance with the RBI Master Direction - "Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021" and has recommended the appointment. The Company has also received a notice under Section 160 of the Companies Act, 2013 from a member, nominating Mr. Jacob K. Varghese to the office of independent director on the Board of Directors of the Company.

The Board of Directors has recommended the proposal for the re-appointment of Mr. Jacob K. Varghese as a Director (Non-Executive, Independent), not liable to retire by rotation, for a period as specified in the proposed resolution. Brief profile of Mr. Jacob K Varghese and other details including shareholding, directorships etc. is given in the Annexure. Pursuant to the provisions of Section 149 (10) of the Companies Act, 2013, an independent director shall be eligible for re-appointment for the second consecutive term as a Director (Non-Executive, Independent) upon passing a special resolution by the members of the Company.

The Board of Directors of the Company is confident that the re-appointment of Mr. Jacob K. Varghese as Director (Non-Executive, Independent) will be beneficial to the Company and will have the support of the members. The Board thus recommends Resolution No. 5 for the approval of members as a Special Resolution.

Except Mr. Jacob K. Varghese, being appointee in resolution, none of the Directors nor Key Managerial Personnel or relatives thereof are in any way, concerned or interested in the above Resolution.

The Board recommend the Resolution for re-appointment of the Independent Director at item no. 5 as Special Resolution of this notice for your approval.

By order of the Board of Directors
For **Muthoot Homefin (India) Limited**

Sd/-
Riya P G
Company Secretary

Place: Kochi
Date: August 02, 2023

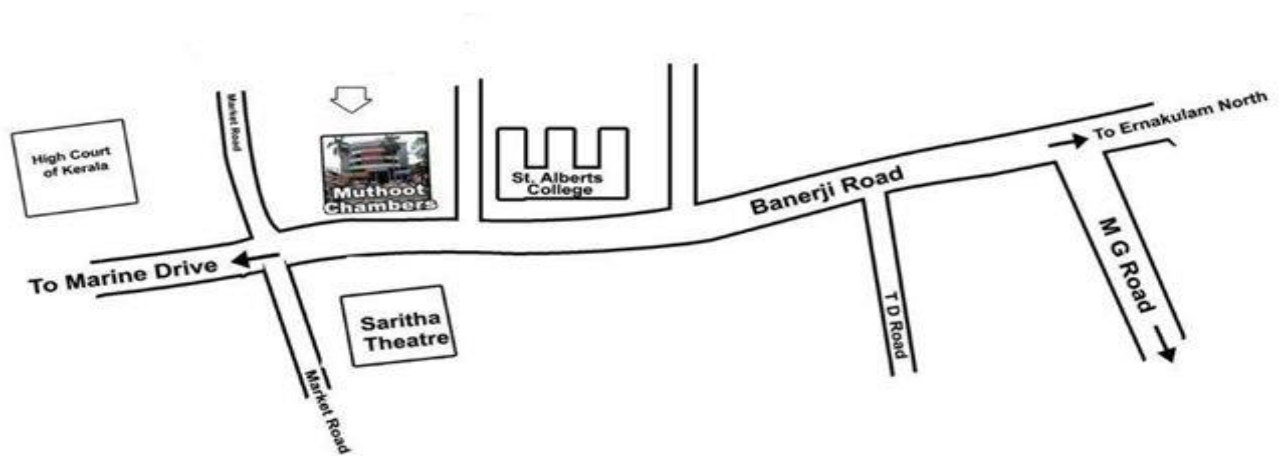
Annexure

Details of Directors seeking re-appointment furnished pursuant to Clause 1.2.5 of the Secretarial Standard-2.

Name of Director	George Thomas Muthoot	George Alexander Muthoot
Date of Birth	25.12.1950	16.09.1955
Age	72	67
Qualification	Undergraduate	B.Com., FCA
Expertise in specific functional area	Financial Services	Financial Services
Experience	38 years	42 years
Terms & conditions	Liable to retire by rotation	Liable to retire by rotation
Date of first appointment on the Board	26.08.2011	26.08.2011
No: of shares held in the Company	1 (Nominee shareholder)	1 (Nominee shareholder)
Relationships between Directors / KMP's inter-se	Mr. George Alexander Muthoot (Brother)	Mrs. Anna Alexander, Director (Spouse) Mr. Eapen Alexander, Whole time Director (Son) Mr. George Thomas Muthoot (Brother)
Number of Meetings of the Board attended during the year 2022-23	5	5
Directorships held in other Companies (excludes foreign companies, private companies and alternate directorship)	1.Muthoot Finance Limited 2.Muthoot Synergy Fund Limited 3.Muthoot M. George Chits India Limited	1.Muthoot Finance Limited 2.Muthoot Vehicle & Asset Finance Limited 3.Muthoot Commodities Limited 4.Muthoot Forex Limited
Membership/Chairmanship of other Public Companies (include only Audit Committee and Stakeholder Relationship Committee)	NIL	Muthoot Finance Limited (Member - Audit Committee, CSR Committee and Risk Management Committee) Muthoot Vehicle & Asset Finance Limited (Chairman – Risk Management Committee, Member – CSR Committee)

Name of Director	V C James	Jacob K Varghese
Date of Birth	28.05.1955	07.05.1956
Age	67	66
Qualification	Member of Institute of Chartered Accountants of India	Member of Institute of Chartered Accountants of India and Institute of Company Secretaries of India
Expertise in specific functional area	Accounting & Taxation	Accounting & Taxation
Experience	39 years	40 years
Terms & conditions	Not liable to retire by rotation. Appointment for a term of 5 years with effect from 25.01.2024	Not liable to retire by rotation. Appointment for a term of 5 years with effect from 03.05.2024
Date of first appointment on the Board	25.01.2019	03.05.2019
No: of shares held in the Company	NIL	NIL
Relationships between Directors / KMP's inter-se	NIL	NIL
Number of Meetings of the Board attended during the year 2022-23	5	4
Directorships held in other Companies (excludes foreign companies, private companies and alternate directorship)	NIL	NIL
Membership/Chairmanship of other Public Companies (include only Audit Committee and Stakeholder Relationship Committee)	NIL	NIL

Route Map to AGM Venue



Muthoot Chambers, Kurians Tower, Banerji Road, Ernakulam North, Kochi – 682018



Proxy Form

Form No. MGT 11

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN : U65922KL2011PLC029231
Name of Company : **MUTHOOT HOMEFIN (INDIA) LIMITED**
Registered Office : Muthoot Chambers, Kurians Towers,
Banerji Road, Ernakulam North, Kochi 682018
Name of the Member(s) :
Registered address :
Email ID :
Folio No/Client ID/DP ID :

I/We, being the member(s) of shares of the above name company, hereby appoint:

1. Name: Address:
Email Id: Signature:, or failing him
2. Name: Address:
Email Id: Signature:, or failing him
3. Name: Address:
Email Id: Signature:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th Annual General Meeting of the Company to be held on Monday, 25 September 2023 at 11.00 am at Muthoot Chambers, Kurian Towers, Banerji Road, Ernakulam North, Kochi 682018 and at any adjournment thereof in respect of such resolutions as are indicated in the notice signed this 02nd August 2023.

Signed this day of 2023

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp of
₹ 1

Note:

This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before commencement of the Meeting.



Muthoot Homefin

ATTENDANCE SLIP

Folio No./DP ID/Client ID:

Name & Address:

No. of shares held:

Name of the member/proxy:

Signature of the member/proxy:

Notes:

1. Please fill and sign this attendance slip and hand it over at the venue of the meeting.
2. Members are requested to bring the copy of the notice of Annual General Meeting.
3. Members / proxies are also requested to bring a valid photo identity proof such as the PAN card, passport, Aadhar card or driving license to attend the Meeting.