

MUTHOOT HOMEFIN (INDIA) LIMITED

Reg. Office: Muthoot Chambers, Kurian Towers, Banerji Road

Ernakulam, Kerala, India 682018

(T): +91-484-6690518, Email: enquiry@muthoothomefin.com ;

Website: www.muthoothomefin.com , CIN: U65933KL2011PLC029231

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of the members of Muthoot Homefin (India) Limited will be held on Friday, 25th day of January 2019 at 11 am at the registered office of the company at Muthoot Chambers, Kurian Towers, Banerji Road, Kochi 682018 to transact the following:

Special Business:

1. Appointment of Mr. V. C. James as the Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), Mr. V. C. James, who has submitted a declaration that he meets the criteria of independence under section 149(6) of the Act, and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 years with effect from 18th January 2019”

2. Issue of Non-Convertible Debentures

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

“RESOLVED THAT pursuant to the provisions of Section 71 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any statutory modifications or re-enactments thereof for the time being in force (the “Act”), the National Housing Bank, Securities and Exchange Board of India, including the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, or any other regulatory authority, whether in India or abroad, and in accordance with the Memorandum of Association and the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as might be required from any regulatory authority and subject to such conditions as may be prescribed by such regulatory authority while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company / any committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution may accept, the consent of the members be and is hereby accorded to the Board to make offer(s) or invitation(s) to subscribe Secured Redeemable Non-Convertible Debentures of the Company in one or more series, denominated in Indian rupees including but not limited to subordinated debentures, bonds, and/or other debt securities,

etc, by way of private placement or public issue, in one or more tranches, during the period of one year from the date of passing of Special resolution by the members up to an amount not exceeding the borrowing limits of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee, be and is hereby authorized to determine and consider terms that are proper and most beneficial to the Company including, without limitation, the terms of issue including the class of investors to whom the NCDs are to be issued, time, securities to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium/ discount, listing, utilization of the issue proceeds and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/ documents/ undertakings/ agreements/ papers/ writings, as may be required in this regard and matters connected therewith or incidental thereto”

By order of the Board

Sd/-

Ernakulam
22.01.2019

Jinu Mathen
Company Secretary

NOTES:

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll, to vote thereat instead of himself and the proxy need not be a member of the Company**
2. An instrument appointing a proxy to be effective must be lodged at the registered office of the Company at least 48 hours before the commencement of the meeting.
3. Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the special business to be transacted at the Extraordinary General Meeting is annexed hereto.

Explanatory statement pursuant to section 102 of the Companies Act, 2013 (“the act”)

Item No: 1

In terms of section 149(6), 150(2) and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder read with Schedule IV to the Companies Act, 2013, appointment of Independent Directors of the company shall be approved at a general meeting of the shareholders

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 Company has received the consent from Mr. V. C. James and a declaration in writing to the effect that he meets the criteria of independence as provided in sub section 6 of Section 149 of the Companies Act, 2013. In the opinion of the Board, Mr. V. C. James fulfills the conditions specified in

the Companies Act, 2013 and the Rules made thereunder to be appointed as an Independent Director of the Company and is independent of the Company's management

The Board considers the association of Mr. V. C. James will be of immense benefit to the Company and it would be prudent to appoint Mr. V. C. James as an Independent Director. Accordingly, the appointment is recommended by the Board of Directors and is now placed before the members for their approval

None of the Directors, Key Managerial Personnel or relatives thereof are in any way, concerned or interested in the resolution

Item No: 2

The members of the Company at the extra ordinary general meeting held on 30th January 2018 had passed a special resolution authorizing the Board of Directors of the company to make offer(s) or invitation(s) to subscribe Secured Redeemable Non-Convertible Debentures of the Company in one or more series, by way of either private placement or public issue, in one or more tranches, during the period of one year from the date of passing of the Special resolution by the members up to an amount not exceeding the borrowing limits of the Company. The said resolution is valid and effective for one year from 30th January 2018. However, the Company did not make any offer / invitation to subscribe debentures during the period.

In order to augment long term resources for financing, inter alia, for the strategic business expansion in future, the Board, which term shall include any Committee constituted by the Board, may at an appropriate time, offer or invite subscription for secured, redeemable non- convertible debentures, in one or more series / tranches either by way of private placement or public, issuable / redeemable at par.

Accordingly, consent of the members is sought for passing the Special Resolution as set out at Item No. 2 of the Notice. This resolution is an enabling resolution and authorises the Board of Directors of the Company to offer or invite subscription for non-convertible debentures, as may be required by the Company, from time to time for a year from the date of passing this resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

Route Map to EGM Venue



Form No. MGT 11

Proxy Form

(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, Kurian 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

As my/our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the extra ordinary general meeting of the Company to be held on the 25th January 2019 at 11 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 below:

Resolution No:

1.

Signed this day of

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue
Stamp