

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, 16th day of February 2018 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. A. Joseph 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. A. Joseph, 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 12th February 2018”

By order of the Board

Kochi
06.02.2018

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

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

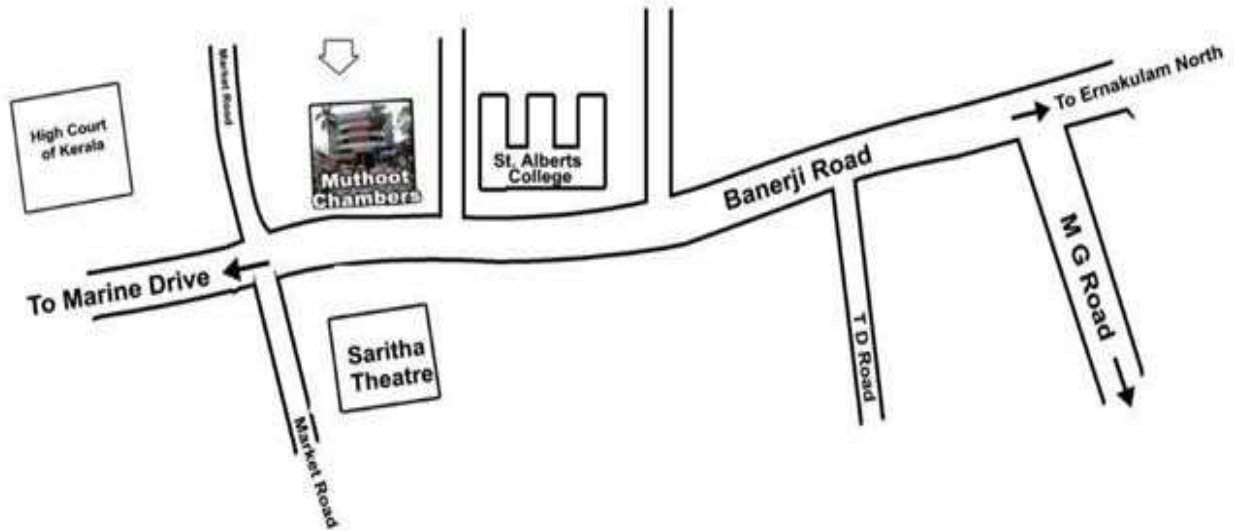
None of the Directors, Key Managerial Personnel or relatives thereof are in any way, concerned or interested in the resolution

By order of the Board

Kochi
06.02.2018

Jinu Mathen
Company Secretary

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 16th day of February 2018 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