

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 Tuesday, the 30th day of January 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. Enhancement of borrowing limits of the Company

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

“RESOLVED THAT in supersession of the special resolution passed by the shareholders in the annual general meeting held on 09th August 2017 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) and Rules made thereunder and pursuant to the applicable provisions of the National Housing Bank Act, 1987 and Directions/Guidelines issued thereunder and subject to the approval of any regulatory authority, if necessary, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter called ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to borrow any sum or sums of money from time to time at their discretion, for the purpose of the business of the Company, which together with the money already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s Bankers in the ordinary course of business), may at any time, exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed shall not at any time exceed Rs 3,250 crores (Rupees three thousand two hundred and fifty crores only) and the total amount so borrowed by the Company shall be within the limit as prescribed under the Housing Finance Companies (NHB) Directions, 2010 and that the Board of Directors be and is hereby empowered and authorised to arrange or settle the terms and conditions of all such money to be borrowed from time to time as to interest, repayment, security or otherwise as they may in their absolute discretion think fit

RESOLVED FURTHER THAT the Board of Directors or any committee thereof / person(s) authorised by the Board, be and is / are hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”

2. Issue of Non-Convertible Debentures

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 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/-

Kochi
25.01.2018

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

The shareholders of Company in the annual general meeting held on 09th August 2017 authorised the Board of Directors (which term shall be deemed to include any Committee of the Board) to borrow money (ies) on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) exceeding the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed shall not at any time exceed Rs 1,398 crores. However, in order to sustain growth of Company’s business, substantial funds are required to be raised by it from various Banks / Institutions / Corporates / Entities etc. which may exceed the limit as approved by the shareholders. As per the National Housing Bank Directions, the borrowing limit of the Company shall not exceed 16 times of its net owned fund. The net owned fund, as per the latest audited balance sheet, as on 31.12.2017 is Rs 203.70 crores and it is therefore proposed to increase the borrowing limit of the Company from Rs 1,398 crores to Rs 3,250 crores.

Accordingly, consent of the members is sought for passing the Special Resolution as set out at Item No. 2 of the Notice. The resolution passed will have the effect of allowing the Board of Directors of the Company to exercise borrowing powers as stated in the resolution

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

Item No: 2

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed under Section 42 and other applicable provisions, if any, of the Companies Act, 2013 of the Act deals with private placement of securities by a company. Sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement, the company shall obtain previous approval of its members by means of a special resolution only once in a year for all the offers or invitations for such debentures during the year. Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 deals with issue of secured debentures. 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.

By order of the Board

Sd/-

Kochi
25.01.2018

Jinu Mathen
Company Secretary

Route Map to AGM Venue

Muthoot Homefin (India) Limited - Google Maps

Muthoot Homefin (India) Limited



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 30th day of January 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.
- 2.

Signed this day of

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue
Stamp