

## MUTHOOT HOMEFIN (INDIA) LIMITED

Reg. Office: Muthoot Chambers, Kurian Towers, Banerji Road  
Ernakulam, Kerala, India 682018

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

Website: [www.muthoothomefin.com](http://www.muthoothomefin.com) , CIN: U65933KL2011PLC029231

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### **NOTICE**

NOTICE is hereby given that the Eighth Annual General Meeting of the members of Muthoot Homefin (India) Limited will be held on Thursday, the 08<sup>th</sup> day of August 2019 at the registered office at Muthoot Chambers, Kurian Towers, Banerji Road, Ernakulam North, Kochi 682018 at 11 AM 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 31<sup>st</sup> March 2019, together with the Reports of the Board of Directors and the Auditors thereon
2. To appoint a Director in place of Mr. Eapen Alexander (DIN 03493601), who retires by rotation and being eligible, offers himself for re-appointment
3. To appoint a Director in place of Mr. Alexander George (DIN 00938073), who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the tenth Annual General Meeting and to fix their remuneration:

**“RESOLVED THAT** pursuant to Sections 139, 142 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. Rangamani & Co., Chartered Accountants (Registration No. 003050S), be and is hereby re-appointed as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting till the conclusion of the tenth Annual General Meeting at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company, in addition to the re-imbursment of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively

#### **Special Business:**

##### **5. Appointment of Mrs. Anna Alexander as the 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** Mrs Anna Alexander (holding DIN 00017147) who was appointed as an Additional Director on the Board of Directors of the Company with effect from 25<sup>th</sup> October 2018 and who holds office up to the date of the ensuing annual general meeting under section 161 of the Companies Act, 2013 but who is eligible for appointment and in respect of whom the Company has received a notice in writing under section 160 of the Companies

Act, 2013, from a member proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation”

**6. Appointment of Mr. Jacob K. Varghese 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. Jacob K. Varghese (holding DIN 07261140) who was appointed as an Additional Director on the Board of Directors of the Company with effect from 03rd May 2019 who holds office up to the date of the ensuing annual general meeting under section 161 of the Companies Act, 2013 but who is eligible for appointment and who has submitted a declaration that he meets the criteria of independence under section 149(6) of the Act, 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 08<sup>th</sup> August 2019”

**7. To increase remuneration of Mr. Eapen Alexander, Whole time Director, from Rs 69,00,000 per annum to Rs 84,00,000 per annum**

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

**“RESOLVED THAT** in supersession of the resolution passed by the shareholders on 20<sup>th</sup> August 2018, pursuant to the provisions of Section 196,197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification from time to time or any re-enactment thereof for the time being in force) (the “Act”) read with Schedule V to the said Act, consent of the members of the Company be and is hereby accorded for payment of remuneration of Rs 84,00,000 per annum payable for financial year in which adequate profit is earned, to Mr Eapen Alexander as Whole time Director of the Company with effect from 01<sup>st</sup> April 2019, for remainder of duration of appointment up to 18<sup>th</sup> May 2020

**RESOLVED FURTHER THAT** in the event in any financial year during the tenure of the Whole time Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Whole time Director, the above remuneration as minimum remuneration by way of salary as specified above and subject to receipt of the requisite approvals, if any.

**8. Adoption of Memorandum of Association as per provisions of the Companies Act, 2013**

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 Section 4, 13 and any other applicable provisions of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company by merging the Objects of the Company mentioned under Clause III (C) –

“Other Objects” with Clause III (B) – “Objects Incidental or Ancillary to the attainment of the Main Objects” and consequently changing the object numbering as may be appropriate;

**RESOLVED FURTHER THAT** in accordance with the Table A of the Schedule I of the Act, the Clause III (A) and III (B) of the Memorandum of Association of the Company, be renamed as under:

**‘Clause III (A) – The objects to be pursued by the Company on its incorporation are:**

**Clause III (B) – Matters which are necessary for furtherance of the objects specified in Clause III (A) are:’**

**RESOLVED FURTHER THAT** any one of the Directors of the Company or Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

**9. Adoption of Articles of Association as per provisions of the Companies Act, 2013**

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 Section 14 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this Meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** any one of the Directors of the Company or Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

**10. Enhancement of borrowing limit 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 30<sup>th</sup> January 2018 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 5,000 crores (Rupees five thousand 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"

By order of Board  
For Muthoot Homefin (India) Limited  
Sd/-  
Jinu Mathen  
Company Secretary

Kochi  
02.08.2019

**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 to be transacted at the Annual General Meeting is annexed hereto as Annexure I. The relevant details as required under Secretarial Standard-2 [SS-2], of persons seeking appointment / re-appointment as Directors under Item Nos. 2, 3, 5 and 6 of this Notice are also annexed as Annexure II.

## **Annexure I**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013**

#### **Item No: 5**

The Board, upon the recommendation of the Nomination and Remuneration Committee, appointed Mrs Anna Alexander as an Additional Director of the Company with effect from 25.10.2018 under Section 161 of the Companies Act, 2013 (Act) and Article 103 of the Articles of Association, who holds office up to the date of the forthcoming annual general meeting but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a Member signifying the intention to propose Mrs Anna Alexander as a Director of the Company.

The Directors are of the view that the appointment of Mrs. Anna Alexander as the Director will be beneficial to the operations of the Company and accordingly recommend the resolution at Item No: 7 of the accompanying Notice for approval by the Members of the Company.

Except Mrs. Anna Alexander, Mr. George Alexander Muthoot and Mr. Eapen Alexander, being the appointee or relative of appointee, none of the Directors and other Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution

#### **Item No: 6**

The Board, upon the recommendation of the Nomination and Remuneration Committee, appointed Mr. Jacob K. Varghese as an Additional Director of the Company with effect from 03.05.2019 under Section 161 of the Companies Act, 2013 (Act) and Article 103 of the Articles of Association, who holds office up to the date of the forthcoming annual general meeting but is eligible for appointment as a Director

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. 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 Company has received the consent from Mr Jacob K. Varghese 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. Varghese 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. Jacob K. Varghese will be of immense benefit to the Company and it would be prudent to appoint him 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: 7**

The members are being informed that Mr. Eapen Alexander was appointed as the Whole time Director of the Company for a period of 5 years with effect from 19<sup>th</sup> May 2015 at the Extra Ordinary General Meeting of the Company held on 15<sup>th</sup> June 2015

The Board of Directors of the Company considered the nature of services and on the recommendation and resolution passed by Nomination and Remuneration Committee at its meeting held 03<sup>rd</sup> May 2019 considered for revision in remuneration payable to Mr. Eapen Alexander from existing remuneration of Rs 69,00,000 per annum payable for the remainder period of appointment, with effect from 01<sup>st</sup> April 2019

Statement as required under Part II of Section II of Schedule V to the Companies Act, 2013:

I. General Information:

- 1) Nature of industry: Housing Finance
- 2) Date or expected date of commencement of commercial production: Company has started working in housing finance sector in 2014
- 3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable
- 4) Financial performance based on given indicators:

Particulars	FY 2018 - 19
Paid up capital	1,19,15,58,430
Reserves & Surplus	2,75,02,17,844
Income from operations	2,24,02,08,501
Profit before tax	51,14,81,188
Profit after tax	36,26,81,830

- 5) Foreign investments or collaborations, if any: Nil

II. Information about employee

1) Background details

Mr. Eapen Alexander has been the whole time director of the Company since 2015 and has been responsible for operationalising and driving the growth and profitability of the Company. Prior to joining Muthoot, Eapen worked at ICRA Ltd, a leading credit rating agency in India. Eapen holds an MBA from the Fuqua School of Business at Duke University, USA, an MSc. in International Political Economy from the London School of Economics, UK and a B.A Economics (Honours) degree from St. Xavier's College, Mumbai University.

2) Past remuneration

The shareholders in the annual general meeting held on 20<sup>th</sup> August 2018 approved an annual remuneration of Rs 69,00,000 for the remaining period of appointment with effect from 01<sup>st</sup> April 2018

3) Job profile and his suitability

Mr. Eapen Alexander has been the whole time director of the Company since 2015. The turnover and profits of the Company have been increasing consistently over the last 3 years. The growth in the Company's operations can, to a larger extent, be attributable to the dynamism and relentless efforts of Mr. Eapen Alexander. Several new initiatives have been and are being taken to further the growth and profitability

of the Company. Taking into consideration his qualifications and expertise, Mr. Eapen Alexander is best suited for the responsibilities currently assigned to him by the Board of Directors of the Company.

4) Remuneration proposed

The Nomination and Remuneration Committee in its meeting held on 03<sup>rd</sup> May 2019 proposed an Annual Remuneration of Rs 84,00,000 for the remainder of the duration of the appointment with effect from 01<sup>st</sup> April 2019 subject to the approval of members in the ensuing Annual General Meeting.

5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The proposed remuneration is much below the prevailing remuneration in the industry of similar size for similarly placed persons. Considering the current financial position of the Company, the Board has deemed it fit to approve an annual remuneration of Rs 84,00,000, excluding perquisites mentioned in Schedule V of the Companies Act 2013

6) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any

Besides the remuneration proposed to be paid to him, the Whole time Director does not have any pecuniary relationship with the Company or relationship with the managerial personnel of the Company

III. Other information

1) Reasons of loss or inadequate profits

The Company does not envisage any loss or inadequate profits. However, hike in the interest rate, rising running cost and challenging business environment may affect the profitability of the Company in future. The Company proposes to obtain approval of Members as an abundant caution in case the standalone profits are insufficient to pay the managerial remuneration as above.

2) Steps taken or proposed to be taken for improvement

The Company is always looking forward to take all such steps and measures including expansion, which are in the best interest of the company.

3) Expected increase in productivity and profits in measurable terms

The Company expects to generate increased revenues in the coming years

**Item No: 8**

The Companies Act, 2013, has prescribed a new format of Memorandum of Association (“MOA”) for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by merging the Objects under Clause III (C) – “Other Objects” with Clause III (B) – “Objects Incidental or Ancillary to the attainment of the Main Objects” and also to rename the Clause III (A) and III (B) of the Object Cause.

The Board has approved alteration of the MOA of the Company and the Board now seek Members’ approval for the same.

A copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM. The aforesaid documents are also available for inspection at the AGM.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

**Item No: 9**

The existing Articles of Association (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act.

On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal"). However, substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act, several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to replace wholly the existing AOA by a new set of Articles.

The new AOA to be substituted in place of the existing AOA are based on Table "F" of the Act which sets out the model articles of association for a company limited by shares.

Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company.

The Board recommends the Special Resolution set forth in Item No. 9 of the Notice for approval of the Members.

A copy of the proposed set of new AOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM. The aforesaid documents are also available for inspection at the AGM.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

**Item No: 10**

The shareholders of Company in its extra ordinary general meeting held on 30<sup>th</sup> January 2018 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 3,250 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 31.03.2019 is Rs 393 crores and it is therefore proposed to increase the borrowing limit of the Company from Rs 3,250 crores to Rs 5000 crores

Accordingly, consent of the members is sought for passing the Special Resolution as set out at Item No. 10 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

Kochi  
02.08.2019

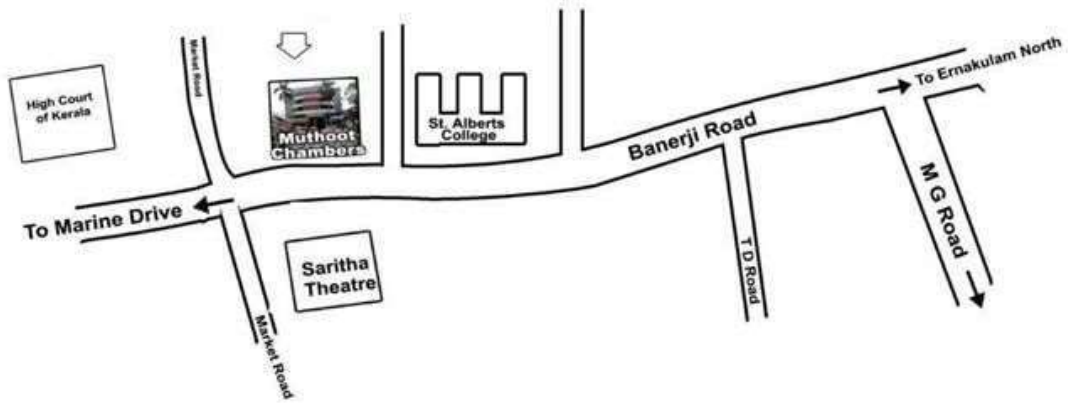
By order of Board  
For Muthoot Homefin (India) Limited  
Sd/-  
Jinu Mathen  
Company Secretary

## Annexure II

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

Name of Director	Mr. Eapen Alexander	Mr. Alexander George	Mrs. Anna Alexander	Mr. Jacob K. Varghese
Date of Birth	10.01.1988	07.08.1980	18.05.1959	07.05.1956
Age	32	39	60	63
Qualification	Bachelor's Degree in economics, Master's Degree in Business Administration and a Master's Degree in international political economy	Bachelor's degree in commerce and a master's degree in Business Administration	Bachelor's Degree in Commerce	Member of Institute of Chartered Accountants of India and Institute of Company Secretaries of India
Expertise in specific functional area	Financial Services	Financial Services	Financial Services	Accounting & Taxation
Experience	10	15	20	36
Terms & conditions	Liable to retire by rotation Appointment for a term of 5 years with effect from 19.05.2015	Liable to retire by rotation	Liable to retire by rotation	Appointed to hold office till the ensuing AGM
Date of first appointment on the Board	19.05.2015	23.10.2017	25.10.2018	03.05.2019
No: of shares held in the Company	NIL	NIL	NIL	NIL
Relationships between Directors / KMP's inter-se	Mr. George Alexander Muthoot (father) and Mrs. Anna Alexander (mother)	Mr. Mathai George George Muthoot (father)	Mr. George Alexander Muthoot (father) and Mr. Eapen Alexander (son)	NIL
Number of Meetings of the Board attended during the year 2018-19	7	7	2	NIL
Directorships held in other Companies (excludes foreign companies, private companies and alternate directorship)	Muthoot Money Ltd	Muthoot Finance Ltd, Muthoot Securities Ltd	Muthoot Vehicle & Asset Finance Ltd, Muthoot Forex Ltd	NIL
Membership/Chairmanship of other Public Companies (include only Audit Committee and Stakeholder Relationship Committee)	NIL	NIL	NIL	NIL

## Route Map to AGM 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 8th Annual General Meeting of the Company to be held on the 08th day of August 2019 at 2 pm 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.
- 3.
- 4.
- 5.
- 6.
- 7.
- 8.
- 9.
- 10

Signed this ..... day of .....  
Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue  
Stamp



**Muthoot Finance Limited**  
Registered Office :  
2nd floor, Muthoot Chambers,  
Opp. Saritha Theatre Complex,  
Banerji Road, Ernakulam - 682 018  
Kerala, India.  
CIN : L65910KL1997PLC 011300

Phone : +91 484 2396478, 2394712  
Fax : +91 484 2390506, 2397399  
mails@muthootgroup.com  
www.muthootgroup.com

**THE COMPANIES ACT, 2013**  
**Consent of shareholder for shorter notice**  
**[pursuant to section 101(1) of the Companies Act, 2013]**

To  
The Board of Directors  
Muthoot Homefin (India) Limited  
Muthoot Chambers, Kurian Towers  
Banerji Road, Ernakulam North, Kochi 682018

M/s Muthoot Finance Limited bearing CIN: L65910KL1997PLC011300 having its registered office at 2<sup>nd</sup> Floor, Muthoot Chambers, Opp Saritha Theater Complex, Ernakulam 682018 holding 119155837 Equity Shares of Rs.10 in Muthoot Homefin (India) Limited hereby give consent pursuant to section 101(1) of the Companies Act, 2013, to hold the Annual General Meeting on 08<sup>th</sup> August 2019 at a shorter notice.

For **Muthoot Finance Limited**

George Alexander Muthoot  
Managing Director  
(DIN 00016787)

Place: Kochi  
Date: 08.08.2019