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 Thirteenth Annual General Meeting of the members of Muthoot Homefin (India) Limited will be held, at a shorter notice, on Monday**, 12th August, 2024 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:

Item No. 1: Adoption of financial statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon

Item No. 2: Appointment of Mr. K R Bijimon as a director, liable to retire by rotation

Members are requested to consider and, if thought fit, pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. K R Bijimon (holding DIN: 00023071), who retires by rotation at this meeting, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.**"**

Item No. 3: Appointment of Mrs. Anna Alexander (DIN: 00017147) as Director, liable to retire by rotation

Members are requested to consider and if thought fit, pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Anna Alexander (holding DIN: 00017147), who retires by rotation at this meeting, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.**"**

Item No. 4: Appointment of M/s. CNK & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 101961 W/W-100036) as Statutory Auditor of the Company

To appoint M/s. CNK & Associates LLP, Chartered Accountants, Kochi (ICAI Firm Registration No: 101961 W/W-100036) as Statutory Auditor of the Company and to fix remuneration and in this regard, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Audit and Auditors) Rules, 2014 and Circular no. RBI/2021-22/25-Ref.No.DoS.CD.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 ("RBI Guidelines") issued by the Reserve Bank of India ("RBI") (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), approval of the Members of the Company be and is hereby accorded, for the appointment of M/s. CNK & Associates LLP, Chartered Accountants Mumbai (ICAI Registration No. 101961 W/W-100036) as Statutory Auditor of the Company to hold office from the conclusion of 13th Annual General Meeting till the conclusion of 16th Annual General Meeting of the Company to be held in the year 2027, to conduct the audit of accounts of the Company for the financial year ending March 31, 2025, and March 31, 2026 and March 31, 2027 , on such remuneration plus out of pocket expenses, if any, as may be mutually upon between the Board of Directors of the Company and the Statutory Auditor.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution."

<u>Special Business:</u>

Item No. 5: Re-appointment of Mr. Eapen Alexander (holding DIN: 03493601) as Whole Time Director of the Company for a period of 5 (five) years with effect from May 19, 2025.

Members are requested to consider, and if thought fit, pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, approval of members of the Company be and is hereby accorded to the re-appointment of Mr. Eapen Alexander (DIN: 03493601) as Whole Time Director of the Company, for a period of 5 (five) years with effect from May 19, 2025 on the terms and conditions as may be decided by the Board of Directors from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorised to do all acts and take all such steps as may be necessary for giving effect to the resolution.

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

Sd/-
Riya P G
Company Secretary

Place: Kochi
Date: August 08, 2024

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. Pursuant to Section 101 of the Companies Act, 2013 consent for convening meeting at a shorter notice has been obtained from the Members of the Company.

6. Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the special business under item no. (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.

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

Sd/-
Riya P G
Company Secretary

Place: Kochi
Date: August 08, 2024

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. 5: Re-appointment of Mr. Eapen Alexander (holding DIN: 03493601) as Whole Time Director of the Company for a period of 5 (five) years with effect from May 19, 2025.

Mr. Eapen Alexander was appointed as Whole Time Director for a period of 5 years with effect from May 01, 2020 and his present term is expiring on May 18, 2025.

Mr. Eapen Alexander is a key contributor in overall Management of the Company. His vast experience and his association would be of immense benefit to the Company and it is desirable to continue to avail his services as Whole Time Director.

The Board of Directors considers that his re-appointment as Whole Time Director will be beneficial to the Company. No remuneration or other perquisites is proposed to be drawn by the appointee as mutually decided by the Board of Directors and Mr. Eapen Alexander.

In addition to Mr Eapen Alexander, being the proposed appointee, Mr. George Alexander Muthoot, Mr. George Thomas Muthoot, Mrs. Anna Alexander being relatives of appointee, none of the Directors and other Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution.

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

Sd/-
Riya P G
Company Secretary

Place: Kochi
Date: August 08, 2024

Annexure

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

Name of Director	Eapen Alexander	Anna Alexander	K. R. Bijimon
Date of Birth	10.01.1988	18.05.1959	25.05.1970
Age	36	65	54
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	B. Sc., LLB, MBA, FCA, CAIIB, FCMA
Expertise in specific functional area	Financial Services	Financial Services	Financial Services
Experience	10+ years	20+ years	26+ years
Terms & conditions	Liable to retire by rotation Appointment for a term of 5 years with effect from May 19, 2025	Liable to retire by rotation	Liable to retire by rotation
Date of first appointment on the Board	19.05.2015	25.10.2018	30.09.2014
No: of shares held in the Company	NIL	NIL	NIL
Relationships between Directors / KMP's inter-se	Mr. George Alexander Muthoot (father) and Mrs. Anna Alexander (mother)	Mr. George Alexander Muthoot (husband) and Mr. Eapen Alexander (son)	NIL
Number of Meetings of the Board attended during the year 2023-24	5	5	5
Directorships held in other Companies (excludes foreign companies, private companies and alternate directorship)	• Muthoot Money Limited	• Muthoot Vehicle & Asset Finance Limited • Muthoot Forex Limited	• Belstar Microfinance Limited • Muthoot Money Limited, Muthoot Securities Limited • Muthoot Commodities Limited • Muthoot Forex Limited
Membership/Chairmanship of other Public Companies (include only Audit Committee and Stakeholder Relationship Committee)	NIL	NIL	NIL

Route Map to AGM Venue

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

Muthoot Homefin

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 13th Annual General Meeting of the Company to be held on -------------, ------------- 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 08th August 2024.

Signed this ………….. day of ………………… 2024

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.

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.