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 Fourteenth Annual General Meeting of the members of Muthoot Homefin (India) Limited will be held, at a shorter notice, on Friday**, 29th August , 2025 at 11.00 A.M.** at the registered office at Muthoot Head Office, NH Bypass, Palarivattom, Ernakulam , 682028 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, 2025, together with the Reports of the Board of Directors and the Auditors thereon

Item No. 2: Appointment of Mr. George Thomas 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. George Thomas (holding DIN:00018281), 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 Mr. Eapen Alexander 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: 03493601), 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."

Special Business:

Item No. 4: Appointment of Mr. K V Eapen 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. K V Eapen(holding DIN : 01613015) who was appointed as an Additional Director on the Board of Directors of the Company with effect from 11th June, 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 from August 2025"

Item No. 5: Enhancement of Authorised Share Capital

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 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed there under, the Authorized Share Capital of the Company be and is hereby increased from Rs. 150,00,00,000/- (Rupees One Hundred and Fifty crores only) divided into 15,00,00,000 (Fifteen crores) Equity Shares of Rs 10/- each to Rs 200,00,00,000 (Rupees Two hundred and crores only) divided into 20,00,00,000 (Twenty crores) Equity Shares of Rs 10/- each by creation of additional 5,00,00,000 (Five crores) Equity Shares of Rs 10/- each ranking pari passu with the existing equity shares

Item No. 6: Alteration of Capital Clause of Memorandum of Association

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 13 and 61 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, Clause V of the Memorandum of Association be and is hereby substituted with the following clause:

V. The Authorised Share Capital of the Company is Rs. 200,00,00,000/- (Rupees Two hundred crores only) divided into 20,00,00,000 (Twenty crore) Equity Shares of face value of Rs 10/- (Rupees ten) each"

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

Sd/-
Moona Selim
Company Secretary

Place: Kochi
Date: August 08, 2025

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/-
Moona Selim M V
Company Secretary

Place: Kochi
Date: August 08, 2025

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. 4:

The Board, upon the recommendation of the Nomination and Remuneration Committee, appointed Mr. K V Eapen as an Additional Director of the Company with effect from 11.06.2025 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. K V Eapen Retired civil servant from the Indian Administrative Service (IAS).He is having 35 years of experience in government services, of which, posting includes as Joint Secretary (Banking) in Department of Financial Services and as a Secretary in the Ministry of Personnel, PG and Pensions. Held positions as Director in the Department of Commerce (DoC) Ministry of Commerce and Industry and in Department of Personnel and Training (DoPT); also served as Deputy Secretary in Ministry of Civil Aviation and Tourism. Has worked in the states of Assam and Meghalaya as a district Collector and in other senior positions which also involved policy making linked with housing.

The Company has received the consent from Mr K V Eapen 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. Eapen fulfils 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. K V Eapen 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: 5 and 6

The Company, in order to meet its growth objectives and to strengthen its financial position, may be required to generate long term resources by issuing securities. It is therefore proposed to increase the authorised share capital of the Company from Rs. 150,00,00,000/- (Rupees One Hundred and Fifty crores only) to Rs. 200,00,00,000/- (Rupees Two Hundred crores only) and the Memorandum of Association of the Company be suitably altered by passing ordinary resolutions as set out in Items 5 and 6. The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for increase in the authorised share capital and for the alteration of the capital clause of Memorandum of Association of the Company.

The Board of Directors accordingly recommend the resolution of the accompanying Notice for the approval of the Members

Pursuant to the applicable provisions of the Companies Act, 2013, none of the Directors, Key Managerial Personnel and their relatives is either directly or indirectly concerned or interested, financially or otherwise in the proposed resolutions except in capacity of shareholder.

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

Sd/-
Moona Selim
Company Secretary

Place: Kochi
Date: August 08, 2025

Annexure

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

Name of Director	Eapen Alexander	George Thomas	K V Eapen
Date of Birth	10.01.1988	25.12.1950	09.09.1959
Age	37	69	66
Qualification	Bachelor's Degree in economics, Master's Degree in Business Administration and a Master's Degree in international political economy	Undergraduate	MA Economics University of Delhi, PG Diploma in Management, MSc Macroeconomics Policy and Planning for Developing Countries, University of Bradford, UK
Expertise in specific functional area	Financial Services	Financial Services	Financial Services
Experience	10+ years	34+ years	34+ years
Terms & conditions	Liable to retire by rotation Appointment for a term of 5 years with effect from May 18, 2030	Liable to retire by rotation	Not Liable to retire by rotation
Date of first appointment on the Board	19.05.2015	26.08.2011	11.06.2025
No: of shares held in the Company	NIL	1(Nominee Shareholder)	NIL
Relationships between Directors / KMP's inter-se	Mr. George Alexander Muthoot (father) and Mrs. Anna Alexander (mother)	Mr. George Alexander Muthoot (Brother)	NIL
Number of Meetings of the Board attended during the year 2024-25	6	6	NIL
Directorships held in other Companies (excludes foreign companies, private companies and alternate directorship)	• Muthoot Money Limited	• Muthoot Finance Limited • Muthoot Synergy Nidhi Limited • Muthoot M George Chits India Limited	• Shriram Asset Management Company Limited • slice Small Finance Bank Limited
Membership/Chairmanship of other Public Companies (include only Audit Committee and Stakeholder Relationship Committee)	NIL	NIL	NIL

Route Map to AGM Venue

Muthoot Head Office, NH Bypass, Palarivattom, Ernakulam -682028

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 ………………… 2025

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.