

MFL/SEC/BSE/24-25/81

November 25, 2024

Department of Corporate Services

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street,

Mumbai - 400 001

Scrip Code - 948016

Company Code: 10054

Dear Sir/Madam,

Sub: Notice of Extra Ordinary General Meeting (EGM) to be held on December 20, 2024

Please find enclosed the notice of EGM to be held on Friday, December 20, 2024.

Request you to kindly take on record the information and disseminate the same to the investors through the website.

Thanking you,

For Muthoot Fincorp Limited



Sachu Sivas

Company Secretary

ICSI Membership No. ACS: 60475





Muthoot Fincorp Limited

(CIN: U65929KL1997PLC011518)

Registered Office: Muthoot Centre, TC No 27/ 3022,
Punnen Road, Thiruvananthapuram, Kerala, India - 695 001

(T): +91-471-2331427, 4911400, Fax: +91-471-2331560

Email: cs@muthoot.com

Website: www.muthootfincorp.com

Notice to Members

Notice is hereby given that the 3rd Extra Ordinary General Meeting (3/2024-25) of the members of Muthoot Fincorp Limited (“the Company”) will be held on Friday, December 20, 2024, at 10.30 A.M. (IST) at the Registered Office of the Company at Muthoot Centre, TC No 27/3022, Punnen Road, Thiruvananthapuram, Kerala, India - 695 001 to transact the following businesses: -

SPECIAL BUSINESS:

Item No. 1: To appoint Mr. Paul Abraham (DIN: 01627449) as an Independent Director of the Company: -

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to the provisions of the Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee, and that of the Board, Mr. Paul Abraham (DIN: 01627449), who was appointed as an Additional Non-Executive Independent Director of the Company with effect from November 09, 2024, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for a term of three consecutive years with effect from December 20, 2024 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

By Order of the Board of Directors
For **Muthoot Fincorp Limited**

Sd/-
Sachu Sivas
Company Secretary
ACS: 60475

Place: Trivandrum

Date: November 08, 2024

NOTES:

1. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. Proxies, in order to be valid, must be duly filled in, signed and deposited at the Registered Office of the Company at least 48 hours before the commencement of the Meeting. A proxy form (Form MGT - 11) is annexed to this notice.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent 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 member.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send the Company a certified copy of the board resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts relating to the business under Item Number 1 to be transacted at the meeting, is annexed hereto and forms part of this Notice.
4. Members/Proxies are requested to bring the attendance slip (annexed to this notice) duly filled in for attending the meeting.
5. Members holding shares in dematerialized form are requested to write their client ID and DP ID Numbers in attendance slip and in all their correspondence with the Company. Those who hold shares in physical form are requested to write their folio number in the attendance slip.
6. Members are requested to intimate changes, if any, in the registered addresses to the Company in case of shares held in physical form and to their respective Depository Participant (DP) for the shares held in dematerialized form.

7. Members may kindly update regularly the changes in bank account with the following information in your DP account for the shares held in dematerialized form and with the Company in case of shares held in physical form:

- Bank account Number in full,
- MICR Code,
- IFS Code,
- Full name of the Bank and address of the branch,
- email address.

The correct and complete particulars will help us to serve you better by timely credit of your future dividends immediately on payment by means of electronic credit.

8. All other documents referred to in the notice and explanatory statement, will be available for inspection by the members of the Company at Registered office of the Company during business hours 9:30 A.M. to 05:30 P.M. on all working days up to the date of Extra-Ordinary General Meeting and will also be available during the Meeting.

9. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

10. Electronic copy of the Notice of the Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant (s) for communication purposes unless any member has requested for a hard copy of the same.

11. Members may also note that the notice of the Meeting will be available on the Company's website, www.muthootfincorp.com. Members who require physical copy of the same, may write to us at cs@muthoot.com

12. The route map and prominent landmark of the venue of the meeting is provided in this Notice.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

The following statement sets out all material facts relating to special businesses mentioned in the accompanying Notice:

Item No. 1: Appointment of Mr. Paul Abraham (DIN: 01627449) as an Independent Director

Based on the recommendation of the Nomination and Remuneration Committee, the Board had appointed Mr. Paul Abraham (DIN: 01627449) as an Additional Non-Executive Independent Director of the Company with effect from November 09, 2024. Being eligible, Mr. Paul Abraham has offered himself and consented for appointment as an Independent Director on the Board of the Company.

The Nomination and Remuneration Committee of the Board has evaluated the 'Fit and Proper Criteria' prescribed by the Reserve Bank of India (RBI) in accordance with the RBI Master Circular - "Non-Banking Financial Companies - Corporate Governance (Reserve Bank) Directions, 2015" and "Revised Regulatory Framework for NBFC" and has recommended the appointment.

The Company has received all statutory disclosures/ declarations including consent from him to act as the Independent Director of the Company in Form DIR-2 pursuant to the provisions of Section 152(5) of the Companies Act, 2013 and Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014. Mr. Paul Abraham did not have any disqualification under Section 164(1) and (2) of the Act and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014. The same has been confirmed by him through form DIR-8. He is also fulfilling the criteria of independence as specified under the provisions of Section 149(6) of the Act, 2013 and the provisions of Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has provided the declaration of independence pursuant to Section 149(7) of the Act.

As per the provisions of Section 161 of the Companies Act, 2013, an additional director appointed by the Board shall hold office up to the date of the ensuing annual general meeting/extra ordinary general meeting and shall be appointed as a director by the members. Further as per Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall obtain the approval of shareholders for appointment of a person on the Board of the Company at the next general meeting or within a period of three months from the date of appointment by the Board, whichever is earlier. Accordingly, his appointment is placed for the approval of members of the Company.

The Board, based on the recommendation of the Nomination and Remuneration Committee considers that, given the professional background and experience in financial services industry, the continued association of Mr. Paul Abraham would facilitate immense contribution for the growth and development of the Company. Accordingly, it is proposed to confirm the appointment of Mr. Paul Abraham as an Independent Director on the Board of the Company. In the opinion of the Board, Mr. Paul Abraham fulfils the eligibility criteria specified under the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Fit and Proper Criteria prescribed by the RBI.

The Board, therefore, seeks the approval of Members for the appointment of Mr. Paul Abraham as an Independent Director, not liable to retire by rotation, for a period of 3 years w.e.f. December 20, 2024, pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

In the opinion of the Board, Mr. Paul Abraham fulfils the conditions for appointment as an Independent Director as specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Paul Abraham is independent of management of the Company.

A copy of the draft Letter of Appointment, setting out the terms and conditions of appointment of Independent Director is available for inspection at the Registered Office of the Company during business hours on any working day.

Pursuant to Secretarial Standard-2 issued by Institute of Company Secretaries of India, additional information about Mr. Paul Abraham is annexed to this Notice.

Except Mr. Paul Abraham, none of the Directors or Key Managerial Personnel and their relatives are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 1 for the approval of the members of the Company.

Details pursuant to the requirements of Secretarial Standard - 2

| | |
|---|---|
| Name of the Director | Mr. Paul Abraham |
| Age | 64 |
| Qualifications | Bachelors Degree in Economics(Hons) Post Graduate Degree in Business Management from IIM, Ahmedabad |
| Experience | A banker with over 38 years of experience. He was COO at IndusInd Bank. Prior to that he has had senior management stints across multiple functions with multinational Banks ABN AMRO and ANZ Grindlays and worked in multiple geographies like India, Dubai and Singapore. |
| Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid | Appointment as Independent Director of the Company and will be paid sitting fees for attending Board and Committee Meetings of the Company during his tenure. |
| Date of first appointment on the Board | November 09, 2024 |
| Shareholding in the Company | NIL |
| Relationships with other Directors, Manager and other KMP of the Company | NA |
| Number of meetings attended during the financial year 2024-25 | NIL |
| Other Directorships | Sarmaya Arts Foundation Hinduja Global Solutions Limited |
| Member/Chairmanship of Committees of other Boards | i) Member of Stakeholders Relationship and Share Allotment Committee of Hinduja Global Solutions Limited ii) Member of Corporate Social Responsibility Committee of Hinduja Global Solutions Limited |



MUTHOOT FINCORP LIMITED

CIN: U65929KL1997PLC011518
Registered Office: Muthoot Centre, TC No. 27/3022, Punnen Road,
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Tel: +91 471- 2331427, 4911400, Fax: +91 471 2331560,
Email: cs@muthoot.com Website: www.muthootfincorp.com

ATTENDANCE SLIP

Extra Ordinary General Meeting (EGM) on December 20, 2024

Regd. DP ID/Client ID No:
Full Name of the Shareholder in Block Letters:
No. of Shares held:
Name of Proxy (if any) in Block Letters:

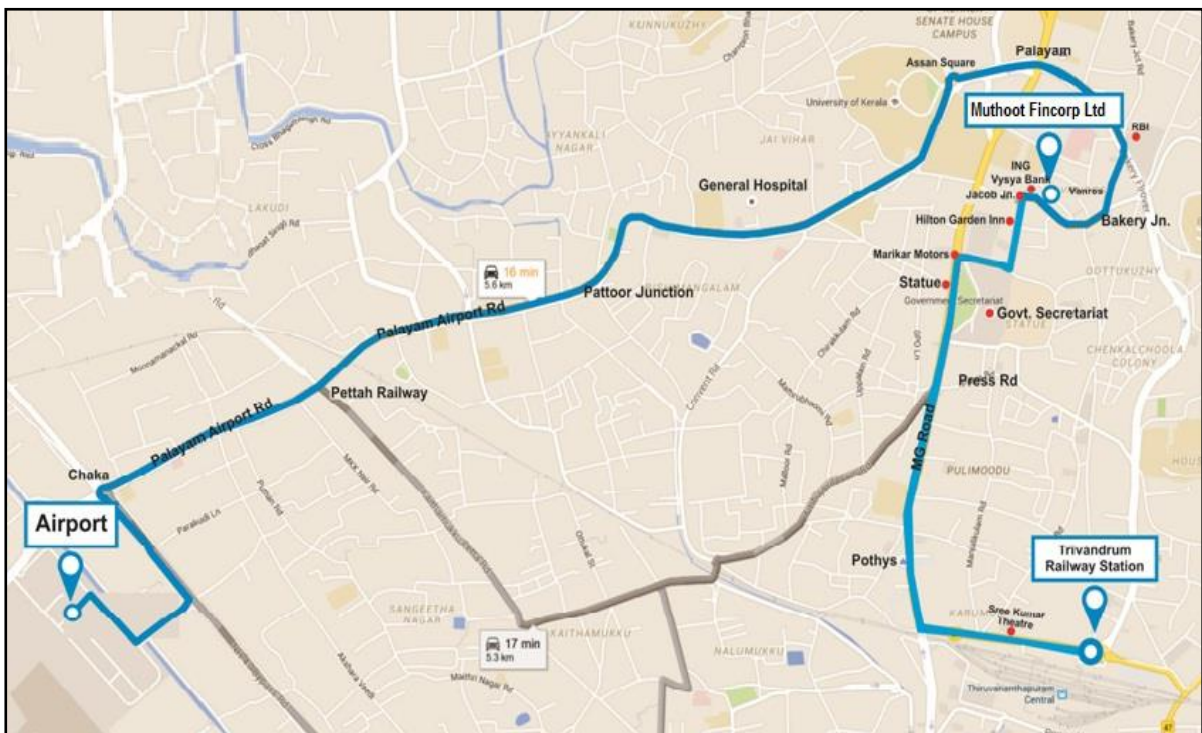
I certify that I am a registered Shareholder/Proxy for the Registered Shareholder of the Company.

I hereby record my presence at the Extra Ordinary General Meeting of the Company, to be held on Friday the 20th day of December 2024 at the Registered Office of the Company at Muthoot Centre, TC No. 27/ 3022, Punnen Road, Trivandrum, Kerala - 695 001, at 10.30 A.M.

.....
Signature of the Shareholder/Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.

ROUTE MAP TO THE VENUE





MUTHOOT FINCORP LIMITED

CIN: U65929KL1997PLC011518

Registered Office: Muthoot Centre, TC No. 27/3022, Punnen Road,
Trivandrum, Kerala - 695 001

Tel: +91 471- 2331427, 4911400, Fax: +91 471 2331560,

Email: cs@muthoot.com Website: www.muthootfincorp.com

PROXY FORM

(Form MGT-11)

[Pursuant to the provisions of Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Venue of the meeting : Muthoot Fincorp Limited, Muthoot Centre, TC No. 27/3022
Punnen Road, Trivandrum, Kerala - 695 001

Date & Time : 20th December 2024 at 10.30 A.M.

Name of the Member(s) :

Registered Address :

Email ID :

Regd. DP ID/Client ID No. :

I/We, being the Member(s) of equity shares of Rs. 10 each of
above-named Company, hereby appoint:

1. Name: 2. Name: 3. Name:
Address: Address: Address:
Email Id: Email Id: Email Id:
Signature: or failing him/her Signature: or failing him/her Signature.....

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 Friday the 20th day of December
2024, at 10.30 A.M. at the Registered Office of the Company at Muthoot Centre, TC No.
27/3022 Punnen Road, Trivandrum, Kerala - 695 001 and at any adjournment(s) thereof, in
respect of the resolutions, as indicated below:

| Resolution Numbers | Particulars of Business | | | |
|--------------------|--|--|-----|---------|
| Special Business | | | For | Against |
| 1. | Appointment of Mr. Paul Abraham (DIN:01627449) as an Independent Director of the Company | | | |

Signature of Shareholder..... Signature of Proxy holder(s).

Signed this day of 2024

AFFIX
Revenue
Stamp of
Re. 1

Signature of Shareholder

Signature of proxy holder (s)

Note:

1. *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 the commencement of the Meeting.*
2. *It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'for' or 'against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.*