

MFL/SEC/BSE/24-25/123

March 20, 2025

**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 March 21, 2025**

Please find enclosed the notice of EGM to be held on Friday, March 21, 2025.

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 5<sup>th</sup> Extra Ordinary General Meeting (5/2024-25) of the members of Muthoot Fincorp Limited (“the Company”) will be held at shorter notice on Friday, March 21, 2025, 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 increase the Authorized Share Capital of the Company from Rs. 425,00,00,000/- to Rs. 1,000,00,00,000/- and consequent alteration of Capital Clause of the Memorandum of Association of the Company: -**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 425,00,00,000/- (Rupees Four Hundred and Twenty-Five Crores Only) comprising of 22,50,00,000 (Twenty-Two Crore Fifty Lacs) equity shares of Rs. 10/- (Rupees Ten Only) each and 20,00,00,000 (Twenty Crores) preference shares of Rs. 10/- (Rupees Ten Only) each to Rs. 1,000,00,00,000 (Rupees One Thousand Crores Only) comprising of 40,00,00,000 (Forty Crores) equity shares of Rs. 10/- (Rupees Ten Only) each and 60,00,00,000 (Sixty Crores) preference shares of Rs. 10/- (Rupees Ten Only) each by the creation of additional (a) 17,50,00,000 (Seventeen Crore Fifty Lacs) equity shares of Rs. 10/- (Rupees Ten Only) each; and (b) 40,00,00,000 (Forty Crores) preference shares of Rs. 10/- (Rupees Ten Only) each and such new equity and preference shares shall rank pari passu in all respects with the existing equity and preference shares of the Company, respectively.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules framed thereunder, the consent of the Members of the Company be and is hereby accorded to substitute Clause V of the Memorandum of Association (“MoA”) of the Company with the following:

**V.** The Authorised Share Capital of the Company is Rs. 1,000,00,00,000/- (Rupees One Thousand Crores Only) comprising of 40,00,00,000 (Forty Crores) equity shares of Rs. 10/- (Rupees Ten Only) each and 60,00,00,000 (Sixty Crores) preference shares of Rs. 10/- (Rupees Ten Only) each with power to increase, reduce, consolidate or subdivide the capital according to the provisions of Companies Act.

**RESOLVED FURTHER THAT** the draft copy of the amended MoA as tabled before the Members of the Company be and is hereby approved and adopted.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company be and is hereby authorized to ensure that such alteration shall be made in every copy of MoA and to do all such acts, deeds and things and to execute all such deeds, documents, and writing as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this resolution and file the necessary e-Forms with the Registrar of Companies.”

**Item No. 2: To approve the issue of Compulsorily Convertible Cumulative Preference Shares (CCCPS) on Private Placement basis: -**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 42, 55, 62 and other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the rules framed thereunder, the applicable regulations, notifications, circulars, master circulars etc. issued by the Reserve Bank of India, as amended from time to time or any other law for the time being in force, the Memorandum of Association and Articles of Association of the Company, the approval of the shareholders of the Company be and is hereby accorded for the issuance and allotment of 25,00,00,000 (Twenty Five Crore) Compulsorily Convertible Cumulative Preference Shares (“CCCPS”) of face value of Rs. 10/- (Rupees Ten only) per CCCPS, aggregating to Rs. 250,00,00,000 (Rupees Two Hundred and Fifty Crores), in dematerialized form, to Ascetis Credit Select Short Term Income Fund I - Scheme I (formerly BPEA Credit Select Short Term Income Fund I - Scheme I), and Ascetis Credit - India Fund III - Scheme F (formerly BPEA Credit - India Fund III - Scheme F) (each a “CCCPS Investor”) in accordance with the terms and conditions as set out in the explanatory statement and on the following terms and conditions:

Sr. No.	Particulars	Terms and Conditions
1.	Issue price	25,00,00,000 Compulsorily Convertible Cumulative Preference Shares of Rs. 10 (Rupees Ten Only) each aggregating to Rs. 250,00,00,000/- (Rupees Two Hundred and Fifty Crores Only).
2.	Rate of Dividend	Fixed preferential cumulative dividend at the annual rate of 14% of the par value of each CCCPS.
3.	Payment of dividend on cumulative or non-cumulative basis	Fixed cumulative preferential dividend to the holders of the CCCPS in priority to any payment of dividend to the holders of any other class of shares to be paid in respect of each financial year or other accounting period of the Company.
4.	Tenure & Conversion	<p>The CCCPS shall be converted into Equity Shares at any time after December 01, 2027, upon the holders of the CCCPS issuing a 60 days' prior notice in writing to the Company to convert the CCCPS into Equity Shares (the "Conversion Notice"), which may be issued at any time after October 01, 2027.</p> <p>The conversion price of each CCCPS shall be based on the fair values of the Equity Shares as determined by the valuation report dated October 01, 2024 issued by Ernst and Young Merchant Banking Services LLP in relation to the issuance of the CCCPS.</p> <p>Compulsory conversion - If the holders of the CCCPS do not exercise their conversion right, then the CCCPS shall compulsorily convert into Equity Shares upon the expiry of a period of 10 (ten) years from the Closing Date.</p>
5.	Priority with respect to payment of dividend or repayment of capital	The CCCPS will carry a preferential right vis-à-vis equity shares of the Company with respect to the payment of dividend and repayment of capital during winding up.
6.	Participation in surplus funds / surplus assets and profits	The CCCPS shall be participating in the surplus funds/ surplus assets and profits, on winding up which may remain after the entire capital has been repaid.
7.	Voting rights	The CCCPS shall be entitled to voting rights on a pro rata basis with the equity shares of the Company on a fully diluted basis as prescribed under the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board and/or the Stock Allotment Committee constituted by the Board be and is hereby authorised to determine any additional terms of issue and to do all such acts and things and deal with all such matters and take all such steps as may be necessary including but not limited to sign and execute any deeds/ documents/ undertakings/ agreements/ papers/ writings, issue the disclosure documents and make necessary filings with the statutory authorities and government authorities, as may be required in this regard, and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board and/or the Stock Allotment Committee to be in the best interest of the Company.”

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

Place: Trivandrum  
Date: March 19, 2025

**Sd/-**  
**Sachu Sivas**  
Company Secretary  
**ACS: 60475**

**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 & 2 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](http://www.muthootfincorp.com). Members who require physical copy of the same, may write to us at [cs@muthoot.com](mailto:cs@muthoot.com)
12. The route map and prominent landmark of the venue of the meeting is provided in this Notice.
13. The Extra Ordinary General Meeting is called at a shorter notice, and hence the enclosed form may be filled and returned giving your consent for calling the Meeting at shorter notice under Section 101(1) of the Companies Act, 2013.

### **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: To increase the Authorized Share Capital of the Company from Rs. 425,00,00,000/- to Rs. 1,000,00,00,000/- and consequent alteration of Capital Clause of the Memorandum of Association of the Company**

The existing Authorised Share Capital of the Company is Rs. 425,00,00,000/- (Rupees Four Hundred and Twenty-Five Crore Only) divided into 22,50,00,000 (Twenty-Two Crores Fifty Lakhs Only) equity shares of Rs. 10/- (Rupees ten only) each and 20,00,00,000 (Twenty Crore only) Preference shares of Rs. 10/- (Rupees ten only) each.

The Board of Directors of the Company at its meeting held on March 19, 2025, have recommended to increase the Authorised Share Capital to Rs. 1,000,00,00,000/- (Rupees One Thousand Crores Only) comprising of 40,00,00,000 (Forty Crores) equity shares of Rs. 10/- (Rupees Ten Only) each and 60,00,00,000 (Sixty Crores) preference shares of Rs. 10/- (Rupees Ten Only) each by the creation of additional (a) 17,50,00,000 (Seventeen Crore Fifty Lacs) equity shares of Rs. 10/- (Rupees Ten Only) each; and (b) 40,00,00,000 (Forty Crores) preference shares of Rs. 10/- (Rupees Ten Only) each and consequential alteration of Clause V of Memorandum of Association (“MoA”) of the Company as stated under:

**V.** The Authorised Share Capital of the Company is Rs. 1,000,00,00,000/- (Rupees One Thousand Crores Only) comprising of 40,00,00,000 (Forty Crores) equity shares of Rs. 10/- (Rupees Ten Only) each and 60,00,00,000 (Sixty Crores) preference shares of Rs. 10/- (Rupees Ten Only) each with power to increase, reduce, consolidate or subdivide the capital according to the provisions of Companies Act.

In order to create sufficient headroom for the issuance of CCCPS on a private placement basis as proposed in Item No. 2 of this Notice and further capital requirements in future, the Authorized Share Capital of the Company needs to be increased and consequently altered to the extent mentioned in Item No. 1 of the Notice and consequent changes are required to be made in the Capital Clause of the MoA of the Company.

Pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013, read with rules framed thereunder and other applicable provisions, if any, the approval of the members is required for the alteration of MoA and for increasing the Authorised Share Capital of the Company by way of passing a Special Resolution.

A copy of the altered MoA will be available for inspection, electronically, on the day of the Extra-Ordinary General Meeting.

None of the Directors, Key Managerial Personnel and their relatives, if any, are concerned / interested (financially or otherwise) in the aforesaid resolution.

The Board recommends the Special Resolution as set forth in Item No. 1 of the Notice for the approval of the members of the Company.

**Item No. 2: To approve the issue of Compulsorily Convertible Cumulative Preference Shares (CCCPS) on Private Placement basis**

In order to meet the capital requirements of the Company, the Board at its meeting held on March 19, 2025, has approved and recommended to the members the raising of funds through issuance and allotment of 25,00,00,000 (Twenty-Five Crore) Compulsorily Convertible Cumulative Preference Shares (“CCCPS”) of face value of Rs. 10/- (Rupees Ten Only) aggregating to Rs. 250,00,00,000 (Rupees Two Hundred and Fifty Crore Only).

In line with the above, the Company has proposed the issuance and allotment of CCCPS, in dematerialized form, to the following identified investors, in accordance with the terms and conditions mutually agreed.

Sl. No.	Name of the Identified Investor
1	Ascertis Credit Select Short Term Income Fund I - Scheme I (formerly BPEA Credit Select Short Term Income Fund I - Scheme I)
2	Ascertis Credit - India Fund III - Scheme F (formerly BPEA Credit - India Fund III - Scheme F)

As per Section 42, 55, 62 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, and as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other applicable provisions, if any, the company offering or making an invitation to subscribe to securities, including preference shares on a private placement basis, is required to obtain the prior approval of the shareholders by way of special resolution, for each of the offers and invitations.

Consequently, the approval of the members is sought by way of a Special Resolution under for the issue of CCCPS aggregating to an amount not exceeding Rs. 250,00,00,000/- (Rupees Two Hundred and Fifty Crore Only) and to offer and allot the CCCPS on a private placement basis on the terms and conditions set out hereinafter.

Particulars in terms of the provision of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014; the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

i.	Particulars of the offer	Private placement issue of 25,00,00,000 Compulsorily Convertible Cumulative Preference Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 250,00,00,000/- (Rupees Two Hundred and Fifty Crores Only)
ii.	Kind of securities offered and the price at which the security is being offered	Compulsorily Convertible Cumulative Preference Shares of Rs. 10/- (Rupees Ten Only) each.



iii.	<p>Basis or justification for the price (including premium, if any) at which the offer or invitation is being made</p> <p>Basis or justification for the price (including premium, if any) at which the conversion shall be exercised</p>	<p>Compulsorily Convertible Cumulative Preference Shares are proposed to be issued (at par) at face value of Rs. 10/- (Rupees Ten Only) each.</p> <p>The conversion price of each CCCPS shall be based on the fair values of the Equity Shares as determined by the valuation report dated October 01, 2024, issued by Ernst and Young Merchant Banking Services LLP in relation to the issuance of the CCCPS.</p>
iv.	Name and address of valuer who performed valuation	<p>Name: Ernst and Young Merchant Banking Services LLP</p> <p>Address: 14<sup>th</sup> Floor, The Ruby, 29, Senapati Bapat Marg, Dadar (West), Mumbai - 400 028, Maharashtra, India</p>
v.	Registrar to the issue	Integrated Registry Management Services Private Limited
vi.	Statutory Auditors	<p>M/s. Vishnu Rajendran &amp; Co</p> <p>M/s. Isaac &amp; Suresh</p>
vii.	Amount which the Issuer intends to raise by way of such securities	Rs. 250,00,00,000/- (Rupees Two Hundred and Fifty Crores Only)
viii.	Material terms of raising such securities	<p>The CCCPS shall be converted into Equity Shares at any time after December 01, 2027 upon the holders of the CCCPS issuing a 60 days' prior notice in writing to the Company to convert the CCCPS into Equity Shares (the "Conversion Notice"), which may be issued at any time after October 01, 2027.</p> <p>Compulsory conversion - If the holders of the CCCPS do not exercise their conversion right, then the CCCPS shall compulsorily convert into Equity Shares upon the expiry of a period of 10 (ten) years from the Closing Date.</p> <p>The conversion price of each CCCPS shall be based on the fair values of the Equity Shares as determined by the valuation report dated October 01, 2024, issued by Ernst &amp; Young Merchant Banking Services LLP in relation to the issuance of the CCCPS.</p>

		Fixed preferential cumulative dividend at the annual rate of 14% of the par value of each CCCPS as set out in the CCCPS subscription agreement.									
ix.	Proposed time schedule	As determined by the Board or its Committee.									
x.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	NIL									
xi.	Principle terms of assets charged as securities	NIL									
xii.	Size of the issue, no. of shares to be issued & nominal value/ share	<table border="1"> <thead> <tr> <th>Tranche</th> <th>Number of CCCPS</th> <th>Amount</th> </tr> </thead> <tbody> <tr> <td>Series 1</td> <td>15,50,00,000</td> <td>155,00,00,000</td> </tr> <tr> <td>Series 2</td> <td>9,50,00,000</td> <td>95,00,00,000</td> </tr> </tbody> </table>	Tranche	Number of CCCPS	Amount	Series 1	15,50,00,000	155,00,00,000	Series 2	9,50,00,000	95,00,00,000
Tranche	Number of CCCPS	Amount									
Series 1	15,50,00,000	155,00,00,000									
Series 2	9,50,00,000	95,00,00,000									
xiii.	Nature of shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non - convertible, etc.	Compulsorily Convertible Cumulative Preference Shares (CCCPS)									
xiv.	Objectives of the issue / purposes or objects of offer	To meet the capital requirements of the Company									
xv.	Manner of Issue of shares	By way of private placement to certain identified investors									
xvi.	Price at which such shares are proposed to be issued	Rs. 10/- (Rupees Ten only) each which is the face value of each CCCPS									
	Basis on which the price has been arrived at	Refer to point (iii) above									
xvii.	Terms of issue, including terms & rate of dividend on each share, etc.	Refer to point (viii) above									
xviii.	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	<p>The CCCPS shall be converted into Equity Shares at any time after December 01, 2027 upon the holders of the CCCPS issuing a 60 days' prior notice in writing to the Company to convert the CCCPS into Equity Shares, which may be issued at any time after October 01, 2027.</p> <p>Compulsory conversion – If the holders of the CCCPS do not exercise their conversion right, then the CCCPS shall compulsorily convert into Equity Shares upon the expiry of a period of 10 (ten) years from the Closing Date.</p>									

		The conversion price of each CCCPS shall be based on the fair values of the Equity Shares as determined by the valuation report dated October 01, 2024, issued by Ernst & Young Merchant Banking Services LLP in relation to the issuance of the CCCPS.										
xix.	Manner and modes of redemption	<p>The CCCPS shall be converted into Equity Shares at any time after December 01, 2027, upon the holders of the CCCPS issuing a 60 days' prior notice in writing to the Company to convert the CCCPS into Equity Shares, which may be issued at any time after October 01, 2027.</p> <p>Compulsory conversion – If the holders of the CCCPS do not exercise their conversion right, then the CCCPS shall compulsorily convert into Equity Shares upon the expiry of a period of 10 (ten) years from the Closing Date.</p>										
xx.	Current shareholding pattern of the Issuer	As per the table below.										
xxi.	Expected dilution in equity capital upon conversion of preference shares (if applicable)	<table border="1"> <thead> <tr> <th>Category</th> <th>% to equity capital</th> </tr> </thead> <tbody> <tr> <td>Body corporate to CCCPS allotted/to be allotted</td> <td>6.11%</td> </tr> <tr> <td>Other body corporates</td> <td>0.86%</td> </tr> <tr> <td>Individuals</td> <td>93.03%</td> </tr> <tr> <td><b>Total</b></td> <td><b>100.00%</b></td> </tr> </tbody> </table>	Category	% to equity capital	Body corporate to CCCPS allotted/to be allotted	6.11%	Other body corporates	0.86%	Individuals	93.03%	<b>Total</b>	<b>100.00%</b>
Category	% to equity capital											
Body corporate to CCCPS allotted/to be allotted	6.11%											
Other body corporates	0.86%											
Individuals	93.03%											
<b>Total</b>	<b>100.00%</b>											
xxii.	Relevant date with reference to which the price has been arrived at	NA										
xxiii.	The class or classes of persons to whom the allotment is proposed to be made	Category II Alternative Investment Funds										
xxiv.	Intention of promoters, directors or key managerial personnel to subscribe to the offer	None of the Promoters, Directors or Key Managerial Personnel are not subscribing/ participating in the present offer.										
xxv.	The proposed time within which the allotment shall be completed	As determined by the Board or its Committee.										

xxvi.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	<b>Name of the Investor</b>		<b>% of Holding (post conversion)</b>	
		Ascertis Credit Select Short Term Income Fund I - Scheme I (formerly BPEA Credit Select Short Term Income Fund I - Scheme I)		2.30	
		Ascertis Credit - India Fund III - Scheme F (formerly BPEA Credit - India Fund III - Scheme F)		1.41	
xxvii.	The change in control, if any, in the Issuer that would occur consequent to the preferential offer	Nil			
xxviii.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	Nil			
xxix.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not applicable			

**The pre issue and post issue shareholding pattern of the Company:**

Sl. No.	Category of Shareholder	Pre-issue		Post issue	
		No. of shares held	% of share capital on a fully diluted basis	No. of shares held	% of share capital on a fully diluted basis
<b>A</b>	<b>Promoters Shareholding</b>				
1	Indian				
	Individual	19,44,08,974	96.62%	19,44,08,974	93.03%

	Bodies corporate	17,94,051	0.89%	17,94,051	0.86%
2	Foreign promoters	-	-	-	-
	Sub-total (A)	19,62,03,025	97.51%	19,62,03,025	93.89%
<b>B</b>	<b>Non-promoters' holding</b>				
1	Institutional investors	49,95,004	2.48%	1,27,61,390	6.11%
2	Non-institution				
	Private corporate bodies	-	-	-	-
	Directors and relatives	-	-	-	-
	Indian public	7,938	0.01%	7,938	0.00%
	Others (including NRIs)	-	-	-	-
	<b>Sub-total (B)</b>	<b>50,02,942</b>	<b>2.49%</b>	<b>1,27,69,328</b>	<b>6.11%</b>
	<b>Total (A + B)</b>	<b>20,12,05,967</b>	<b>100.00%</b>	<b>20,89,72,353</b>	<b>100.00%</b>

None of the Directors, Key Managerial Personnel and their relatives, if any, are concerned / interested (financially or otherwise) in the aforesaid resolution.

The Board recommends the Special Resolution as set forth in Item No. 2 of the Notice for the approval of the Members of the Company.



**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](mailto:cs@muthoot.com) Website: [www.muthootfincorp.com](http://www.muthootfincorp.com)

**ATTENDANCE SLIP**

Extra Ordinary General Meeting (EGM) on March 21, 2025

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: .....

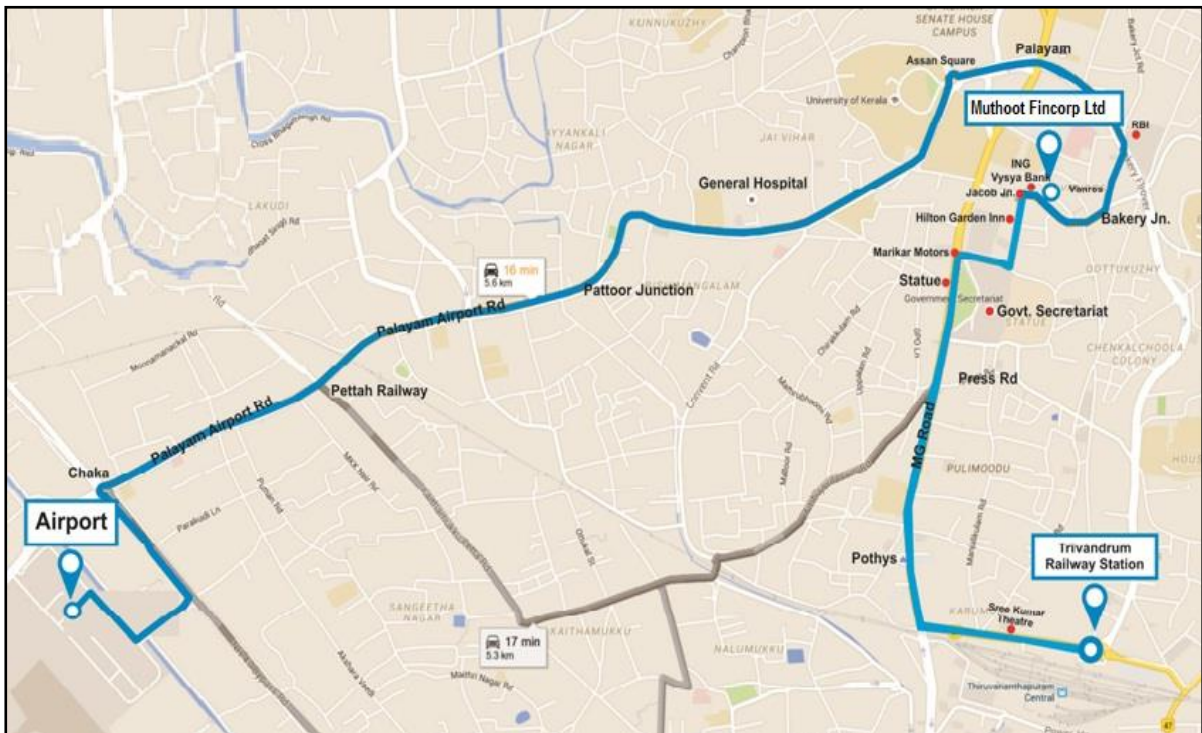
I certify that I am a registered Shareholder/Proxy for the Registered Shareholder of the Company.

I hereby record my presence at the Extra Ordinary General Meeting of the Company, to be held on Friday the 21<sup>st</sup> day of March 2025 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](mailto:cs@muthoot.com) Website: [www.muthootfincorp.com](http://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 : March 21, 2025 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 21<sup>st</sup> day of March 2025, 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.	Increase in the Authorized Share Capital of the Company from Rs. 425,00,00,000/- to Rs. 1,000,00,00,000/- and consequent alteration of Capital Clause of Memorandum of Association of the Company.			
2.	Issue of Compulsorily Convertible Cumulative Preference Shares (CCCPS) on Private Placement basis.			

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

Signed this ..... day of ..... 2025

AFFIX Revenue Stamp of Re. 1
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\_\_\_\_\_  
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.*