

NOTICE

NOTICE is hereby given that the Sixth Annual General Meeting of the members of Muthoot Homefin (India) Limited will be held on 09th August 2017 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 31st March 2017, together with the Reports of the Board of Directors and the Auditors thereon
2. To appoint a Director in place of Mr. George Thomas Muthoot (DIN 00018281), who retires by rotation and being eligible, offers himself for re-appointment.
3. **Appointment of Statutory Auditors**
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 139, 142 and all other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof), the approval of shareholders be and is hereby given to ratify the appointment of M/s. Rangamani & Co., Chartered Accountants, (Firm Registration No: 003050S) as Statutory Auditors of the Company for the Financial Year 2017-18, at such remuneration as may be fixed by the Board of Directors, exclusive of travelling and other out of pocket expenses”

Special Business:

4. **To increase remuneration of Mr. Eapen Alexander, Whole time Director, from Rs 12,00,000 per annum to Rs 60,00,000 per annum**
To consider and, if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** 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 60,00,000 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 01st July 2017, for remainder of duration of appointment up to 18th 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 minimum remuneration as minimum



remuneration by way of salary as specified above and subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/ or as approved by the Central Government or such other competent authority”

5. To enhance the borrowing powers of the Board of Directors:

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 extra ordinary general meeting held on 13th February 2016 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 1,398 crores (Rupees one thousand three hundred and ninety eight 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”

Kochi
12.07.2017

on behalf of the Board of Directors

Eapen Alexander

Eapen Alexander
Whole time Director (DIN 03493601)



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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No: 4

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 19th May 2015 at the Extra Ordinary General Meeting of the Company held on 15th 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 12th May 2015 considered for revision in remuneration payable to Mr. Eapen Alexander from existing remuneration of Rs 12,00,000 per annum to Rs 60,00,000 per annum payable for the remainder period of appointment of three years, with effect from 01st July 2017.

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 2016 – 17
Paid up capital	Rs 75,00,00,000
Reserves & Surplus	Rs 13,16,65,606
Income from operations	Rs 23,49,16,892
Profit before tax	Rs 5,28,68,720
Profit after tax	Rs 2,87,37,349

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 extra ordinary general meeting held on 15th June 2015 approved an annual remuneration of Rs 12,00,000 for a period of 5 years with effect from 19th May 2015.

3) Job profile and his suitability

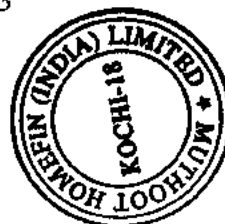
Mr. Eapen Alexander has been the whole time director of the Company since 2015. The turnover and profits of the Company have been increasing consistently over the last 2 years. The growth in the Company's operations can, to a larger extent, be attributable to the dynamism and relentless efforts of Mr. 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 12th May 2015 proposed an Annual Remuneration of Rs 60,00,000 for the remainder of the duration of the appointment for a period of 3 years from July 2017 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 60,00,000, 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: 5

The shareholders of Company in the extra ordinary general meeting held on 13th February 2016 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 800 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. It is therefore proposed to increase the borrowing limit of the Company from Rs 800 crores to Rs 1,398 crores

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

The approval of the member is being sought by way of a special resolution pursuant to section 180(1)(c) of the Act

None of the Directors, Key Managerial Personnel or relatives thereof are in any way, concerned or interested in the above resolution except to the extent of their shareholding, if any

Kochi
12.07.2017

on behalf of the Board of Directors



Eapen Alexander
Whole time Director (DIN 03493601)



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 13th Annual General Meeting of the Company to be held on the 28th day of September 2015 at 2 pm at II Floor, Kurian Towers, Door No 58/1091, Opposite Saritha Theatre Complex, Ernakulam 682018, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

- 1.
- 2.
- 3.
- 4.

Signed this day of

Signature of Shareholder

Signature of Proxy holder(s)

