

NOTICE

NOTICE is hereby given that the Tenth Annual General Meeting of the members of Muthoot Homefin (India) Limited will be held on Wednesday, 18th day of August 2021 at 11 AM at the registered office at Muthoot Chambers, Kurian Towers, Banerji Road, Ernakulam North, Kochi 682018 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 2021, together with the Reports of the Board of Directors and the Auditors thereon
2. To appoint a Director in place of Mr. George Alexander Muthoot (holding DIN 00016787), who retires by rotation and being eligible, offers himself for re-appointment
3. To appoint a Director in place of Mr. K. R. Bijimon (holding DIN 00023071), who retires by rotation and being eligible, offers himself for re-appointment.

4. Appointment of Statutory Auditors of the Company

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, and pursuant to the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) issued by the Reserve Bank of India dated April 27, 2021, M/s Kolath & Co, Chartered Accountants (Firm Registration No. 008926S) be and are hereby appointed as the Statutory Auditors of the Company for a term of 3 consecutive years effective from the conclusion this Annual General Meeting till the conclusion of the 13th Annual General Meeting to be held in the calendar year 2024 on such terms including remuneration and reimbursement of expenses, if any, as may be fixed by the Audit Committee and/or Board of Directors of the Company in consultation with the said Auditors"

Special Business:

5. **Alteration of Memorandum of Association of the Company**

To consider, and if thought fit, to pass the following resolution as a Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the Master Direction - Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021, approval of the members be and is hereby accorded to alter the Memorandum of Association of the Company by deleting the given below existing sub-clauses 21, 30 and 33 under "Clause III (B) Matters which are necessary for furtherance of the objects specified in Clause III (A)" and subsequently sub-clauses 22 to 37 be renumbered to sub-clauses 21 to 34



21. To become a member of any other bodies of persons, associations, institutions, clubs, societies and bodies corporate including companies limited by guarantee.
30. To carry on in India or elsewhere the business of marketing of products and services of entities engaged in the business of Hotels, Tourism, Holiday Homes, Residential Homes and flats, Health care, Holistic Medical care, education, undertaking activities for business development, marketing and representing such entities
33. To carry on in India and abroad the business of planning, scheduling, organizing or arranging inbound and outbound tour operations including arrangements for accommodation, sightseeing, travel and transportation by any mode, domestic and international ticketing air ticketing, rail ticketing, arranging vehicles on hire and hotel reservations.

RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

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


Jinu Mathen
Company Secretary

Kochi
27.07.2021

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 item (4) and (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 and 3 of this Notice are annexed as Annexure



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No: 4

The Reserve Bank of India vide its Circular No. RBI/2021- 22/25 Ref. No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 ("RBI Circular"), has issued guidelines with respect to the appointment of Statutory Auditors in Non-Banking Financial Companies (NBFCs), including Housing Finance Companies (HFCs). The guidelines will be applicable to the NBFCs, including HFCs from financial year 2021-22 onwards in respect of appointment/ re-appointment of Statutory Auditors. Pursuant to the said guidelines, in order to protect the independence of the auditors, the Company has to appoint the Statutory Auditors for a continuous period of three years subject to the firm satisfying the eligibility norms each year.

The members of the Company had approved the re-appointment of M/s Rangamani & Co ("Existing Auditors") as Statutory Auditors of the Company in 8th Annual General Meeting ("AGM") held on August 08, 2019 for a period of three years till the conclusion of the 11th AGM of the Company. However, as the existing auditors do not satisfy the eligibility criteria prescribed under Paragraph 5 and Annex I of the RBI Circular, they have submitted their resignation requesting the members not to consider their reappointment in the ensuing AGM.

Accordingly, on recommendation of the Audit Committee, the Board of Directors has proposed the appointment of M/s Kolath & Co, Chartered Accountants, (Firm Registration No. 008926S), as Statutory Auditors of the Company for a term of 3 consecutive years effective from the conclusion of this AGM till the conclusion of the 13th AGM of the Company to be held in calendar year 2024. M/s Kolath & Co being eligible in terms of RBI Circular and applicable provisions of the Companies Act, 2013 have provided their consent and eligibility letter to act as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013, and RBI Circulars, vide their letter dated July 27, 2021.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the said Resolution

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 4 of the Notice for appointment and payment of remuneration to the Statutory Auditors

Item No: 05

National Housing Bank (NHB) in its inspection report dated December 23, 2020 with reference to the company position as on March 31, 2020, observed that sub-clauses 21, 30 and 33 under Clause III (B) of the Memorandum of Association (MOA) were not in compliance with NHB / RBI Directions. Sub-clause 21 permitted the Company to become member of associations and body of persons and sub-clauses 30 & 33 permitted the Company to carry on business outside India. The Company submitted to NHB that the provisions were incorporated in the MOA at the time of incorporation of the Company in the year 2011 and the Company has neither become a member of any association / body of persons nor it has carried out any business outside India. It was submitted that mentioned sub-clauses shall be removed from the MOA in compliance with the NHB / RBI Directions and place the same for approval at the next annual general meeting of the Company.

The Board has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.



A copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM. The aforesaid documents are also available for inspection at the AGM.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

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


Anu Mathen
Company Secretary

Kochi
27.07.2021

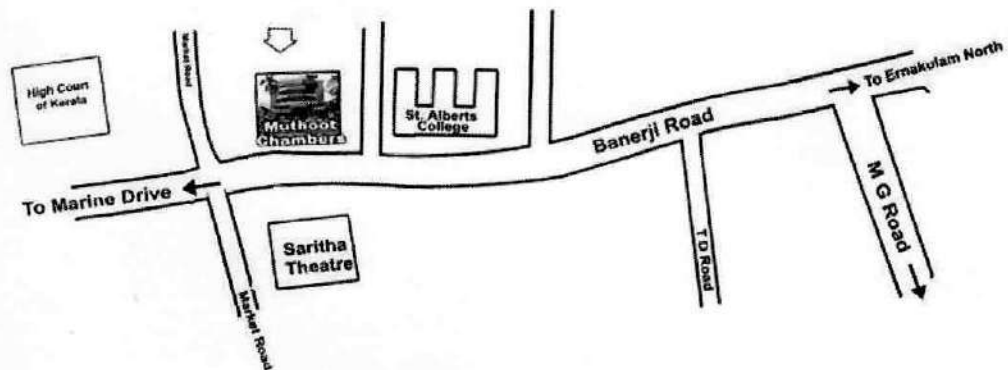
Annexure

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

Name of Director	George Alexander Muthoot	K. R. Bijimon
Date of Birth	16/09/1955	25/05/1970
Age	65	51
Qualification	B.Com., FCA	B. Sc., LLB, MBA, FCA, CAIIB, FCMA
Expertise in specific functional area	Financial Services	Financial Services
Experience	40 years	26 years
Terms & conditions	Liable to retire by rotation	Liable to retire by rotation
Date of first appointment on the Board	26/08/2011	30/09/2014
No: of shares held in the Company	1 (Nominee shareholder)	NIL
Relationships between Directors / KMP's inter-se	<ul style="list-style-type: none"> • Anna Alexander, Director (spouse) • Eapen Alexander, Whole time Director (son) • George Thomas Muthoot, Director (Brother) 	NIL
Number of Meetings of the Board attended during the year 2020-21	4	4
Directorships held in other Companies (excludes foreign companies, private companies and alternate directorship)	Muthoot Finance Ltd, Muthoot Vehicle & Asset Finance Ltd, Muthoot Commodities Ltd, Muthoot Forex Ltd,	Belstar Microfinance Ltd, Muthoot Money Ltd, Muthoot Securities Ltd, Muthoot Commodities Ltd, Muthoot Forex Ltd,
Membership/Chairmanship of other Public Companies (include only Audit Committee and Stakeholder Relationship Committee)	Muthoot Finance Ltd (Audit committee)	NIL



Route Map to AGM Venue



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 10th Annual General Meeting of the Company to be held on the 18th day of August 2021 at 11 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 below:

Resolution No:

- 1.
- 2.
- 3.
- 4.
- 5.

Signed this day of

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue
Stamp