

NOTICE

NOTICE is hereby given that the Ninth Annual General Meeting of the members of Muthoot Homefin (India) Limited will be held on Wednesday, the 26th day of August 2020 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 2020, 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. To appoint a Director in place of Mrs Anna Alexander (DIN 00017147), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

4. **To re-appoint Mr. Eapen Alexander as the Whole time 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 sections 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013, if any (including any statutory modifications or re-enactment(s) thereof, for the time being in force), the Rules made thereunder, Mr. Eapen Alexander (holding DIN 03493601) be and is hereby re-appointed as the Whole-time Director of the Company with a remuneration of Rs 84,00,000 per annum, for a period of 5 years with effect from 19th May 2020

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year, the Company shall pay to Mr. Eapen Alexander in respect of such financial year, remuneration by way of salary, allowances, perquisites and other benefits as the Board of Directors may deem fit, subject to the limits prescribed herein and in Schedule V of the and other applicable provisions of the Companies Act, 2013

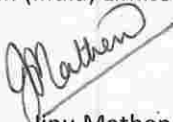
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary, desirable or expedient to give effect to this resolution."

5. **To re-appoint Mr. Jose Kurian as the Independent Director of the Company**
To consider and, if thought fit, to pass with or without modification the following resolution as a Special Resolution



"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions if any of the Companies Act, 2013 ('the Act') read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Jose Kurian (DIN 07258367) who holds office of Independent Director up to 06th September 2020, and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby reappointed as an Independent Director, for a period of 5 years with effect from 07th September 2020 up to 06th September 2025 and whose office shall not be liable to determination by retirement by rotation."

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


Jinu Mathen

Company Secretary

Kochi
04.08.2020

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 under item no. (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, 3, 4 and 5 of this Notice are annexed as Annexure

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No: 4

Mr. Eapen Alexander was appointed as the Whole time Director of the Company for a term of 5 years with effect from 19th May 2015 and his present term expired on 18th May 2020. Based on the recommendation of the Nomination and Remuneration Committee, and subject to the approval of the shareholders, the Board approved the re-appointment of Mr. Eapen Alexander as the Whole



Time Director of the Company, post completion of his present term, for a further period of 5 (five) consecutive years i.e. with effect from 19th May 2020 on such remuneration as set out in the Resolution. Though he shall be liable to retire by rotation whilst he continues to hold office of Whole-Time Director; however, his reappointment on retirement by rotation will not break his length of service as Whole-Time Director

Mr. Eapen Alexander is not disqualified from being reappointed as Director in terms of Section 164 of the Companies Act, 2013 (the Act) and has given his consent to act as Whole-Time Director of the Company. Mr. Eapen Alexander satisfies all the conditions as set out in the Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his re-appointment.

The brief profile, nature of his experience and expertise, given in Annexure-1 to this notice, as per Secretarial Standard on General Meeting (SS-2) are forming part of Explanatory Statement.

The Board of Directors recommends the resolution in relation to the re-appointment of Mr Eapen Alexander, as Whole Time Director of the Company as set out in Item No. 4 for approval of the Members by way of an Ordinary Resolution.

Except Mr. Eapen Alexander and Mr. George Alexander Muthoot, being appointee and relative of appointee, none of the Directors, Manager, Key Managerial Personnel of the Company and/or any relatives of such Director, are in anyway concerned or interested in the resolution set out as Item No. 4 of the Notice.

Item No: 5

Mr. Jose Kurian (holding DIN: 07258367) was appointed as Independent Director on Board of Directors pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the shareholders at the Annual General Meeting held on 07th September 2015 to hold office for a term of five years up to 06th September 2020

The Nomination & Remuneration Committee after taking into account the performance evaluation of Mr Jose Kurian during his first term of five years and considering the knowledge, acumen, expertise and experience in his respective field and the substantial contribution made by Mr. Jose Kurian during his tenure as an Independent Director since his appointment, has recommended to the Board that continued association of Mr. Jose Kurian as an Independent Directors would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of Mr. Jose Kurian as Independent Director on the Board of the Company, to hold office for the second term of five consecutive years commencing from 07th September 2020 till 06th September 2025 and not liable to retire by rotation.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. Jose Kurian. Brief profile of Mr. Jose Kurian and other details including shareholding, directorships etc has been given in the attached Annexure

Mr Jose Kurian has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Mr. Jose Kurian fulfils the conditions specified in the Act for their appointment as an Independent Directors.

The Board recommend the Resolution for re-appointment of the Independent Director at item no. 5 as Special Resolution of this notice for your approval.



Except Mr. Jose Kurian, being appointee in resolution, none of the Directors nor Key Managerial Personnel or relatives thereof are in any way, concerned or interested in the above Resolution.

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



Jinu Mathen
Company Secretary

Kochi
04.08.2020

ANNEXURE

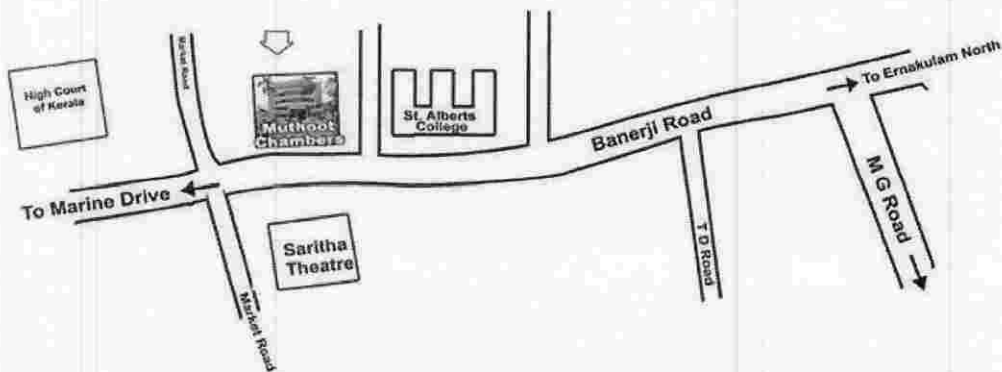
Details of Directors seeking appointment furnished pursuant to Clause 1.2.5 of the Secretarial Standard-2.

| Name of Director | George Thomas Muthoot | Anna Alexander | Eapen Alexander | Jose Kurian |
|--|--|-------------------------------|---|--|
| Date of Birth | 25.12.1950 | 18.05.1959 | 10.01.1988 | 27.05.1947 |
| Age | 69 | 61 | 32 | 73 |
| Qualification | Undergraduate | Bachelor's Degree in Commerce | Bachelor's Degree in economics, Master's Degree in Business Administration and a Master's Degree in international political economy | Bachelor's degree in science from University of Kerala and a master's degree in structural engineering from Indian Institute of Technology, Delhi. He has also completed a post graduate diploma course in earthquake engineering from IISEE, Japan. |
| Expertise in specific functional area | Financial Services | Financial Services | Financial Services | Structural Engineering |
| Experience | 35 years | 20 years | 10 years | 35 years |
| Terms & conditions | Liable to retire by rotation | Liable to retire by rotation | Liable to retire by rotation, for a term of 5 years with effect from 19.05.2020 | Not liable to retire by rotation. Appointment for a term of 5 years with effect from 07.09.2020 |
| Date of first appointment on the Board | 26.08.2011 | 25.10.2018 | 19.05.2015 | 12.08.2015 |
| No: of shares held in the Company | 1 (Nominee shareholder) | NIL | NIL | NIL |
| Relationships between Directors / KMP's inter-se | Mr. George Alexander Muthoot (Brother) | Mr. George Alexander Muthoot | Mr. George Alexander Muthoot (father) | NIL |



| | | | | |
|---|--|--|--|-----|
| | | (Husband) and Mr. Eapen Alexander (son) | and Mrs. Anna Alexander (mother) | |
| Number of Meetings of the Board attended during the year 2019 -20 | 4 | 4 | 4 | 4 |
| Directorships held in other Companies (excludes foreign companies, private companies and alternate directorship) | Muthoot Finance Limited; Muthoot Vehicle & Asset Finance Limited; Muthoot Synergy Fund Limited Muthoot M. George Chits India Limited | Muthoot Vehicle & Asset Finance Limited; Muthoot Forex Limited | Muthoot Money Limited; Muthoot M. George Chits India Limited | NIL |
| Membership/Chair manship of Committees of other Public Companies (include only Audit Committee and Stakeholder Relationship Committee) | Muthoot Finance Limited (Member, stakeholder relationship committee) | NIL | NIL | 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 9th Annual General Meeting of the Company to be held on the 26th day of August 2020 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

