

MFL/SEC/BSE/23-24/35

June 06, 2023

Department of Corporate Services

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street,

Mumbai - 400 001

Scrip Code - 948016

Company Code: 10054

Dear Sir/Madam,

Sub: Intimation under Regulation 50(2)(a) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”)

Sub: Notice of Extra Ordinary General Meeting (EGM)

The Board of Directors of the Company at their meeting held on May 22, 2023, has considered and approved the proposal to convene a meeting of the members of the Company on Thursday, June 29, 2023.

The notice of EGM has been enclosed herewith.

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 1st Extra Ordinary General Meeting (1/2023-24) of the members of Muthoot Fincorp Limited (“the Company”) will be held on Thursday, June 29, 2023, 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 issue Non - Convertible Debentures and/or other hybrid instruments on a 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 Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time (“hereinafter referred to as “the Act”) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital and Debenture) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“hereinafter referred to as “the Rules”), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the regulations issued by the Reserve Bank of India as applicable to Non-Banking Financial Companies from time to time including any amendment, modification, variation or re-enactment to any of the forgoing and other applicable guidelines, directions or laws, if any, and subject to the provisions of the Memorandum & Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “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 powers conferred by this Resolution), to create, offer, issue and allot secured/ unsecured/ listed/ unlisted/ rated/ unrated non-convertible debentures/

market linked debentures/ perpetual debentures/ subordinated debts/ fixed maturity debentures including Credit Enhanced and Structured debentures/Bonds and any other hybrid instruments (“hereinafter referred to as “the Debentures/NCDs”), which can be classified as being Tier I and / or Tier II Capital under the provisions of Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, for cash either at par, premium or discount to the face value, up to an aggregate amount of not exceeding Rs. 2500 Crore (Rupees Two Thousand Five Hundred Crore Only), during the period of one year commencing from the date of passing of this resolution, to the eligible investors, on a private placement basis, in one or more tranches, on such terms and conditions as the Board may deem fit and wherever necessary, in consultation with lead manager(s), financial advisor(s), underwriter(s), legal advisor(s) and/or any other agency(ies) which the Board/Committee may deem fit and appropriate, however at any given point of time the aggregate limit of funds raised/ to be raised by the Company, including issue of Debentures shall not exceed the overall borrowing limits as approved by the Members of the Company on September 28, 2022.

RESOLVED FURTHER THAT the Stock Allotment Committee of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modification(s) as they may deem fit and proper without requiring any further approval of the Board of Directors or the Members of the Company and give such directions as may be necessary to settle any question or difficulty that may arise in regard to the issue and allotment of the Debentures on Private Placement basis (and otherwise pertaining to or in relation to the Issue) to the eligible investors as placed before the Stock Allotment Committee and initialled by the Chairman for the purpose of identification, to give effect to this resolution.”

Item No. 2: To issue Commercial Paper for the FY 2023-24:

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

“RESOLVED THAT subject to the applicable provisions of the Companies Act, 2013, if any, and other applicable Guidelines and Regulations issued by the Securities and Exchange Board of India or any other law for the time being in force (including any statutory modification(s) or amendment thereto or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to raise funds for its general corporate purposes by way of issuances of Commercial Paper and such other instruments in one or more tranches, up to an aggregate amount not exceeding Rs. 10,000 Crores (Rupees Ten Thousand Crore Only) during the FY 2023-24 and the maximum outstanding, at any point of time shall be limited to Rs. 1000 Crore (Rupees One Thousand Crore Only).

RESOLVED FURTHER THAT Mr. Joseph Oommen, Head - Finance & Accounts, Mr. Nadanasabapathy R., Head - Treasury and Mr. Sachu Sivas, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and accept any alterations or modification(s) and to sign agreements/documents, as they may deem fit in connection with the issue, allotment and listing of Commercial Paper.”

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

Sd/-
Sachu Sivas
Company Secretary
ACS: 60475

Place: Trivandrum
Date: May 22, 2023

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.
2. Members/Proxies are requested to bring the attendance slip (annexed to this notice) duly filled in for attending the meeting.
3. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of special business is annexed hereto and forms part of this Notice.
4. 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: Issuance of Non - Convertible Debentures and/or other hybrid instruments on a Private Placement basis:

In terms of Section 42 of the Companies Act, 2013 (“the Act”) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company shall not make Private Placement of its Securities unless the proposed offer of Securities or invitation to subscribe to Securities has been previously approved by the members of the Company by a Special Resolution. In case of an offer or invitation for offer of Non-Convertible Debentures (NCDs) and/or Commercial Papers (CPs), the Company can pass a Special Resolution once in a year for all the offers or invitations to be made for such NCDs / CPs during the year.

The members of the Company at the Extra-Ordinary General Meeting held on May 23, 2022, by way of a Special Resolution, authorised the Board of Directors of the Company to issue Non-Convertible Debentures (“Debentures”) on a private placement basis up to an amount not exceeding Rs. 2,500 Crores (Rupees Two Thousand Five Hundred Crore Only) in one or more tranches and the said approval was in force for the FY 2022-23.

In order to augment the resources of the Company and for general corporate purposes and such other purposes as may be determined, it has been proposed to create, offer, issue and allot secured/ unsecured/ listed/ unlisted/ rated/ unrated non-convertible debentures/ market linked debentures/ perpetual debentures/ subordinated debts/ fixed maturity debentures including Credit Enhanced and Structured debentures/bonds and any other hybrid instruments on private placement basis which can be classified as being Tier I and / or Tier II Capital to the eligible investors in accordance with the provisions of Section 42, 71 and all other applicable provisions, if any, of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the regulations issued by the Reserve Bank of India as applicable to Non-Banking Financial Companies from time to time, up to an aggregate amount of not exceeding Rs. 2500 Crore (Rupees Two Thousand Five Hundred Crore Only). The NCDs may be issued either at par or at a premium or at a discount to face value depending upon the prevailing market conditions and may be listed on the Stock Exchange(s), on such terms and conditions as the Board or the Committee may determine. However, at any given point of time the aggregate limit of funds raised/ to be raised by the Company, including issue of NCDs shall not exceed the overall borrowing limits as approved by the Members of the Company on September 28, 2022. Also, the issue of NCDs/ CPs would help in saving the overall cost of borrowings and economical funding in the Company. Towards that, the Company hereby seeks approval of the Members by way of a Special Resolution.

The disclosures as required under Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended from time to time are as under:

Particulars of the offer including date of passing of Board Resolution	The Board of Directors of the Company at its meeting held on May 22, 2023, passed the resolution for issue of NCDs on private placement basis up to an aggregate amount of not exceeding Rs. 2500 Crore, in one or more tranches, subject to the approval of members of the Company. The Board shall determine specific terms and conditions of the offer at the time of issuance of respective series/tranche of NCDs.
Kinds of securities offered and the price at which security is being offered	The NCDs will be offered/issued either at par or at premium or at a discount to face value, which will be decided for each specific issue by the Board/Stock Allotment Committee of the Company.
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Not applicable, as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments which will be issued either at par or at premium or at a discount to face value in accordance with terms to be decided, subject to applicable law (including without limitation, any directions/regulations of the RBI and the SEBI in respect of the raising of debt by non-banking financial companies) and in discussions with the relevant investor(s).
Name and address of valuer who performed valuation	Not applicable as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments.
Amount which the company intends to raise by way of such securities	The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned shareholders resolution, provided that the amounts of all such NCDs at any time issued within the period of 1 (one) year from the date of passing of the aforementioned shareholders resolution shall not exceed the limit specified in the resolution in accordance with Section 42 of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 up to an amount not exceeding Rs. 2,500 Crores.
Material terms of raising such securities, proposed time schedule, purposes or objects	The specific terms of each offer/issue of NCDs shall be decided from time to time, at the time

<p>of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principal terms of assets charged as securities</p>	<p>of issue subject to applicable law (including without limitation, any directions/regulations of the RBI and the SEBI in respect of the raising of debt by non-banking financial companies) and in discussions with the respective investor(s). These disclosures will be specifically made in each private placement offer and application letter for each offer/issue.</p>
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Keeping in view of the increasing volume of business of the Company, alternative sources of funding and cost of each of the sources, your Company intends to issue NCDs on private placement basis. Accordingly, consent of the Members is sought in connection with the aforesaid issue of NCDs and are requested to authorize the Company to issue such NCDs on private placement basis up to Rs. 2500 Crores (Rupees Two Thousand Five Hundred Crore Only) as stipulated above, in one or more tranches during a period of one year from the date of this 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: Issuance of Commercial Paper for the FY 2023-24:

The members of the Company at the Extra-Ordinary General Meeting held on May 23, 2022, by way of a Special Resolution, authorised the Board of Directors of the Company to issue Commercial Paper (CPs) on a private placement basis up to an aggregate amount not exceeding Rs. 10,000 Crores (Rupees Ten Thousand Crore Only), subject to maximum outstanding, at any point in time, limited to Rs. 1000 Crore (One Thousand Crore Only) in one or more tranches and the said approval was in force for the FY 2022-23.

In order to augment the resources of the Company and for general corporate purposes and such other purposes as may be determined, it has been proposed to raise funds by way of issuances of CPs and such other instruments in one or more tranches, up to an aggregate amount not exceeding Rs. 10,000 Crores (Rupees Ten Thousand Crore Only) during the FY 2023-24 and the maximum outstanding, at any point of time shall be limited to Rs. 1000 Crore (Rupees One Thousand Crore Only). The CPs may be issued on such terms and conditions as the Board, or the Stock Allotment Committee may determine. The Short-Term rating of the Company is CRISIL A1+, hence there is a good scope for CP during the FY 2023-24.

Accordingly, consent of the Members is sought in connection with the aforesaid issue of CPs and are requested to authorize the Company to issue CPs up to an amount not exceeding Rs. 10,000 Crores (Rupees Ten Thousand Crore Only), subject to maximum outstanding, at any point in time, limited to Rs. 1000 Crore (One Thousand Crore Only) during the FY 2023-24.

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 Website: www.muthootfincorp.com

ATTENDANCE SLIP

Extra Ordinary General Meeting (EGM) on June 29, 2023

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:

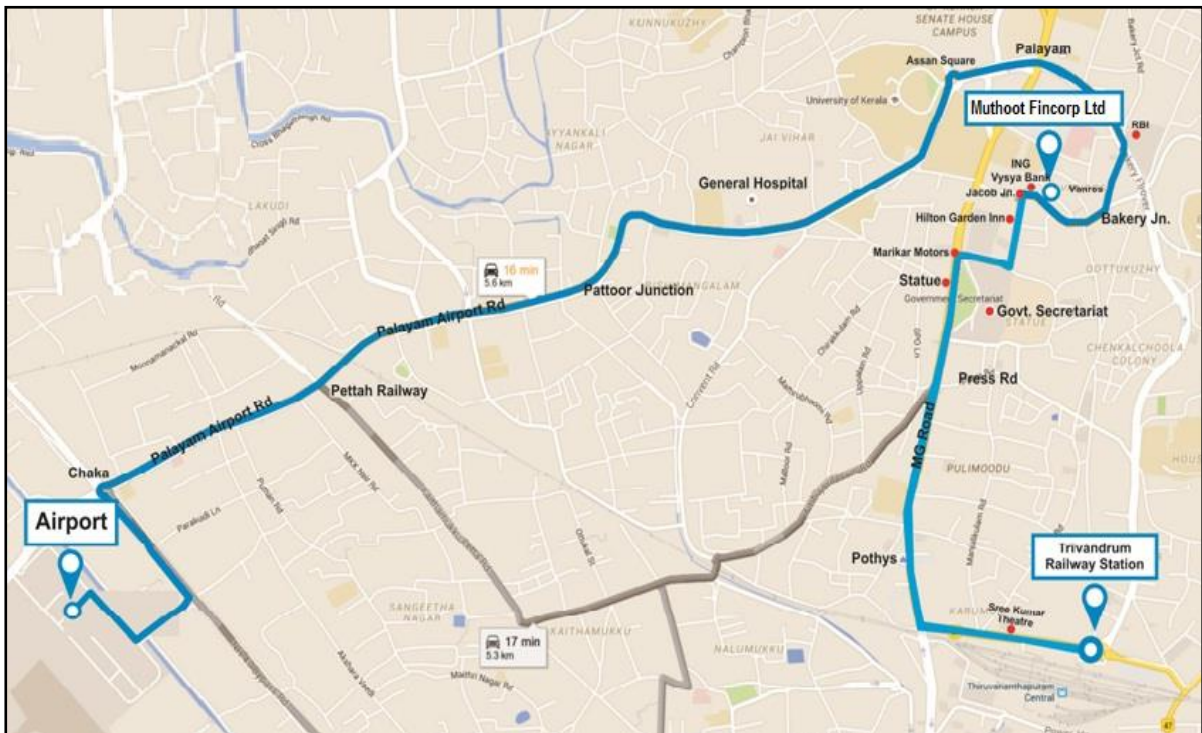
I certify that I am a registered Shareholder/Proxy for the Registered Shareholder of the Company.

I hereby record my presence at the Extra Ordinary General Meeting of the Company, to be held on
Thursday the 29th day of June 2023 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 : 29th June 2023 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 Thursday the 29th day of June 2023,
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.	To issue Non - Convertible Debentures and/or other hybrid instruments on Private Placement		
2.	To issue Commercial Paper for the FY 2023-24		

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

Signed this day of 2023

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.*