

MFL/SEC/BSE/23-24/112

January 25, 2024

**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 February 05, 2024**

Please find enclosed the notice of EGM to be held on Monday, February 05, 2024.

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





*Jab zindagi badalni ho*

## **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 2<sup>nd</sup> Extra Ordinary General Meeting (2/2023-24) of the members of Muthoot Fincorp Limited (“the Company”) will be held at shorter notice on Monday, February 05, 2024, 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 appoint Dr. Anthony Abraham Thomas (DIN: 07749806) as an Independent Director of the Company: -**

Members are requested 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 149, 150, 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to the provisions of the Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee, and that of the Board, Dr. Anthony Abraham Thomas (DIN: 07749806), who was appointed as an Additional Non-Executive Independent Director of the Company with effect from November 11, 2023, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for a term of three consecutive years with effect from February 05, 2024 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

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

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

Place: Trivandrum  
Date: January 25, 2024

**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. 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 Extra Ordinary General Meeting at shorter notice under Section 101(1) of the Companies Act, 2013.
3. Members/Proxies are requested to bring the attendance slip (annexed to this notice) duly filled in for attending the meeting.
4. 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.
5. 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: Appointment of Dr. Anthony Abraham Thomas (DIN: 07749806) as an Independent Director**

Based on the recommendation of the Nomination and Remuneration Committee, the Board had appointed Dr. Anthony Abraham Thomas (DIN: 07749806) as an Additional Non-Executive Independent Director of the Company with effect from November 11, 2023. Being eligible, Dr. Anthony Abraham Thomas has offered himself and consented for appointment as an Independent Director on the Board of Directors of the Company.

The Nomination and Remuneration Committee of the Board has evaluated the 'Fit and Proper Criteria' prescribed by the Reserve Bank of India (RBI) in accordance with the RBI Master Circular - "Non-Banking Financial Companies - Corporate Governance (Reserve Bank) Directions, 2015" and "Revised Regulatory Framework for NBFC" and has recommended the appointment.

The Company has received all statutory disclosures/ declarations including consent from him to act as an Independent Director of the Company in Form DIR-2 pursuant to the provisions of Section 152(5) of the Companies Act, 2013 and Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014. Dr. Anthony Abraham Thomas did not have any disqualification under Section 164(1) and (2) of the Act and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014. The same has been confirmed by him through form DIR-8. He is also fulfilling the criteria of independence as specified under the provisions of Section 149(6) of the Act, 2013 and the provisions of Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has provided the declaration of independence pursuant to Section 149(7) of the Act.

As per the provisions of Section 161 of the Companies Act, 2013, an additional director appointed by the Board shall hold office up to the date of the ensuing annual general meeting/extra ordinary general meeting and shall be appointed as a director by the Members. Further as per Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall obtain the approval of shareholders for appointment of a person on the Board of the Company at the next general meeting or within a period of three months from the date of appointment by the Board, whichever is earlier. Accordingly, his appointment is placed for the approval of Members of the Company.

The Board, based on the recommendation of the Nomination and Remuneration Committee, considers that the continued association of Dr. Anthony Abraham Thomas would facilitate immense contribution for the growth and development of the Company. Accordingly, it is proposed to confirm the appointment of Dr. Anthony Abraham Thomas as an Independent Director on the Board of Directors of the Company. In the opinion of the Board, Dr. Anthony Abraham Thomas fulfils the eligibility criteria specified under the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Fit and Proper Criteria prescribed by the RBI.

The Board, therefore, seeks the approval of Members for the appointment of Dr. Anthony Abraham Thomas as an Independent Director, not liable to retire by rotation, for a period of 3 years w.e.f. February 05, 2024, pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

In the opinion of the Board, Dr. Anthony Abraham Thomas fulfils the conditions for appointment as an Independent Director as specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Dr. Anthony Abraham Thomas is independent of management of the Company.

A copy of the draft Letter of Appointment, setting out the terms and conditions of appointment of Independent Director is available for inspection at the Registered Office of the Company during business hours on any working day.

Pursuant to Secretarial Standard-2 issued by Institute of Company Secretaries of India, additional information about Dr. Anthony Abraham Thomas is annexed to this Notice.

Except Dr. Anthony Abraham Thomas, none of the Directors or Key Managerial Personnel and their relatives are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 1 for the approval of the Members of the Company.

**Details pursuant to the requirements of Secretarial Standard - 2**

<b>Name of the Director</b>	Dr. Anthony Abraham Thomas
<b>Age</b>	53
<b>Qualifications</b>	Bachelor of Technology
<b>Experience</b>	<p>He is the Global Chief Digital and Information Officer for Signify, the Philips lighting company, based out of Amsterdam, Netherlands. Prior to this, he was the Group CIO of Nissan Motor Corporation, the Global CIO of GE and the CIO of Vodafone India, and Global Head of Digital Banking Operations &amp; Technology at Citibank. He has also held global leadership roles in Management Consulting at BCG and EY, among other industry leaders and has worked and lived in many regions across the globe.</p> <p>He is a luminary in the field of Technology Leadership, Digital Transformation and Innovative Industrialization. He completed Leadership Training at Indian Institute of Management Ahmedabad and has been conferred Doctor of Science in Information Technology, Honoris Causa, from Hindustan Institute of Technology and Science and is a recipient of many industry honours and awards.</p> <p>He is a mentor at Columbia University, New York in its Executive M.S. Technology Management Program and Governing Council Member of Mar Baselios College of Engineering and Technology.</p> <p>He is currently the Chairman of ICT Academy of Kerala and part of many distinguished forums. He was a member of the Reserve Bank of India's Technical Committee on Mobile Banking, instrumental in driving mobile payment ecosystem in India.</p>
<b>Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid</b>	Appointment as Independent Director of the Company and will be paid sitting fees for attending Board and Committee Meetings of the Company during his tenure.
<b>Date of first appointment on the Board</b>	November 11, 2023
<b>Shareholding in the Company</b>	NIL

<b>Relationships with other Directors, Manager and other KMP of the Company</b>	NA
<b>Number of meetings attended during the financial year 2023-24</b>	1
<b>Other Directorships</b>	i. Buildnext Construction Solutions Private Limited ii. Clap Smart Learn Private Limited
<b>Member/Chairmanship of Committees of other Boards</b>	NA



## MUTHOOT FINCORP LIMITED

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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 February 05, 2024

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: .....

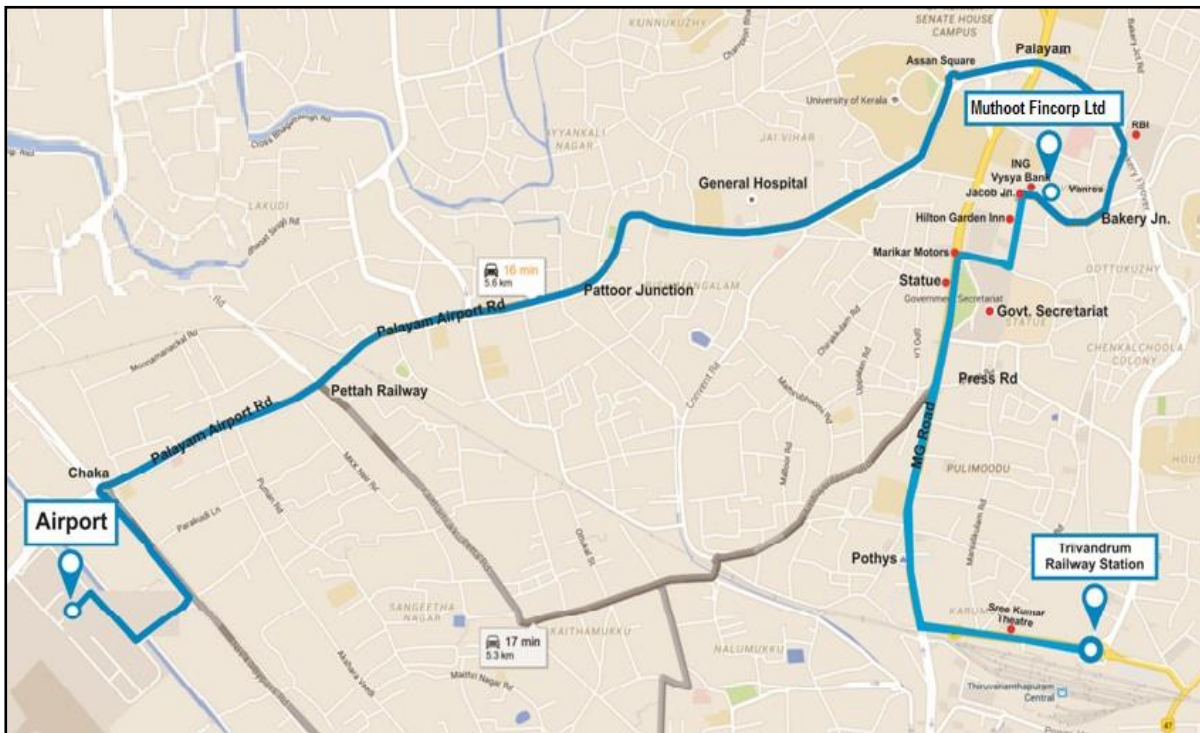
I certify that I am a registered Shareholder/Proxy for the Registered Shareholder of the Company.

I hereby record my presence at the Extra Ordinary General Meeting of the Company, to be held on  
Monday, February 05, 2024, 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**

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**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 : February 05, 2024, 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 Monday, February 05, 2024, 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.	Appointment of Dr. Anthony Abraham Thomas (DIN: 07749806) as an Independent Director of the Company		

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

Signed this ..... day of ..... 2024

AFFIX  
Revenue  
Stamp of  
Re. 1

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of proxy holder (s)

**Note:**

- 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.*
- 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.*