

MFL/SEC/BSE/23-24/126

February 23, 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 29, 2024

Please find enclosed the notice of EGM to be held on Thursday, February 29, 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





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 3rd Extra-Ordinary General Meeting (3/2023-24) of the members of Muthoot Fincorp Limited (“the Company”) will be held at shorter notice on Thursday, February 29, 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 approve the alteration of Object Clause of the Memorandum of Association of the Company: -

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

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the rules made thereunder and subject to such other requisite approvals, if any, from the appropriate authorities and in supersession of the earlier resolution passed at the Extra-Ordinary General Meeting held on January 27, 2021, the approval of the members of the Company be and is hereby accorded for altering the Object Clause by inserting the following new sub-clauses under Clause III. A. of the Memorandum of Association of the Company:

5. To solicit and procure insurance business as corporate agency (composite) in respect of all classes of insurance and to undertake such other activities as are incidental or ancillary thereto as permitted by the Insurance Regulatory and Development Authority of India (IRDAI) under IRDAI (Registration of Corporate Agents) Regulations, 2015 as amended from time to time.
6. To distribute, market or promote other financial products and services and to act as collection agents of non-competing businesses through physical and digital medium.

7. To facilitate safe custody of gold ornaments to customers at the places of business of the Company and to provide locker facility.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all such actions and steps for the purpose of making all such filings as may be required in relation to the aforesaid alteration of Memorandum of Association and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution.”

Item No. 2: To approve the adoption of Memorandum of Association as per the provisions of Companies Act, 2013: -

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

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the rules made thereunder and in accordance with Table A of Schedule I of the said Act, and subject to such other requisite approvals, if any, from the appropriate authorities and in supersession of the earlier resolution passed at the Extra-Ordinary General Meeting held on January 27, 2021, the approval of the members of the Company be and is hereby accorded to substitute the existing Memorandum of Association (“MoA”) of the Company with a new set of MoA as per the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT in accordance with Table A of Schedule I of the Act, Clause III. A. and III. B. of the existing MoA be renamed and read as under:

Clause III. A. - “THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:”

Clause III. B. - “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III. A. ARE:”

RESOLVED FURTHER THAT Clause III. C. be deleted entirely and all sub-clauses 1 to 24 appearing in the existing Clause III. C. be inserted as sub-clauses 8 to 31 under Clause III. A of the altered MoA.

RESOLVED FURTHER THAT Clause IV. be amended and read as under:

Clause IV. - *The liability of the member(s) is limited, and this liability is limited to the amount unpaid, if any, on the shares held by them.*

RESOLVED FURTHER THAT the word “Companies Act, 1956” be substituted with the word “Companies Act, 2013” wherever appears in the existing MoA of the Company.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all such actions and steps for the purpose of making all

such filings as may be required in relation to the aforesaid adoption of Memorandum of Association and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution.”

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

Sd/-
Sachu Sivas
Company Secretary
ACS: 60475

Place: Trivandrum
Date: February 09, 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.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent 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.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send the Company a certified copy of the board resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts relating to the businesses under Item Number 1 & 2 to be transacted at the meeting, is annexed hereto and forms part of this Notice.
4. Members/Proxies are requested to bring the attendance slip (annexed to this notice) duly filled in for attending the meeting.
5. Members holding shares in dematerialized form are requested to write their client ID and DP ID Numbers in attendance slip and in all their correspondence with the Company. Those who hold shares in physical form are requested to write their folio number in the attendance slip.

6. Members are requested to intimate changes, if any, in the registered addresses to the Company in case of shares held in physical form and to their respective Depository Participant (DP) for the shares held in dematerialized form.
7. Members may kindly update regularly the changes in bank account with the following information in your DP account for the shares held in dematerialized form and with the Company in case of shares held in physical form:

- Bank account Number in full,
- MICR Code,
- IFS Code,
- Full name of the Bank and address of the branch,
- email address.

The correct and complete particulars will help us to serve you better by timely credit of your future dividends immediately on payment by means of electronic credit.

8. All other documents referred to in the notice and explanatory statement, will be available for inspection by the members of the Company at Registered office of the Company during business hours 9:30 A.M. to 05:30 P.M. on all working days up to the date of Extra-Ordinary General Meeting and will also be available during the Meeting.
9. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
10. Electronic copy of the Notice of the Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant (s) for communication purposes unless any member has requested for a hard copy of the same.
11. Members may also note that the notice of the Meeting will be available on the Company's website, www.muthootfincorp.com. Members who require physical copy of the same, may write to us at cs@muthoot.com
12. The route map and prominent landmark of the venue of the meeting is provided in this Notice.
13. 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 Meeting at shorter notice under Section 101(1) of the Companies Act, 2013.

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 & 2

The Companies Act, 2013 (“the Act”) is now largely in force and most of the sections have been notified. The existing Memorandum of Association (“MoA”) of the Company is based on Companies Act, 1956 and not only do several regulations of the existing MoA contains references to the specific sections of the Companies Act, 1956, but also some regulations are no longer in conformity with the Act.

In this regard, the Members are requested to consider and approve the adoption of new set of MoA along with the proposed changes in the Object Clause in line with the said Act in order to ensure compliance to the fullest extent.

The new set of MoA of the Company may be adopted in the manner and to the extent as hereunder:

i) Alteration of the Object Clause by inserting the following new sub-clauses under Clause III. A. of MoA:

5. To solicit and procure insurance business as corporate agency (composite) in respect of all classes of insurance and to undertake such other activities as are incidental or ancillary thereto as permitted by the Insurance Regulatory and Development Authority of India (IRDAI) under IRDAI (Registration of Corporate Agents) Regulations, 2015 as amended from time to time.
6. To distribute, market or promote other financial products and services and to act as collection agents of non-competing businesses through physical and digital medium.
7. To facilitate safe custody of gold ornaments to customers at the places of business of the Company and to provide locker facility.

ii) In accordance with Table A of Schedule I of the Act, Clause III. A. and III. B. of the existing MoA be renamed and read as under:

Clause III. A. - “THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:”

Clause III. B. - “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III. A. ARE:”

iii) Clause III. C. be deleted entirely and all sub-clauses 1 to 24 appearing in the existing Clause III. C. be inserted as sub-clauses 8 to 31 under Clause III. A of the altered MoA.

iv) Clause IV. - The liability of the member(s) is limited, and this liability is limited to the amount unpaid, if any, on the shares held by them.

v) the new set of MoA of the Company, be and are hereby approved and adopted as the new set of MoA of the Company; and

The Board of Directors of the Company has proposed to alter the Object Clause and adopt a new set of MoA as required under the Act, at its meeting held on February 09, 2024.

It is therefore considered expedient to adopt an entirely a new set of MoA drawn in conformity with the requirements of the said Act.

The draft of the new set of MoA are made available for inspection by the members of the Company at the registered office of the Company on all working days during the office hours up to the date of the Extra-Ordinary General Meeting.

Pursuant to Section 4 and 13 of the Companies Act, 2013, alteration/adoption of the MoA requires approval of members of the Company by way of Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives, if any, are concerned / interested (financially or otherwise) in the aforesaid resolutions except to the extent of their shareholding in the Company.

The Board recommends the Special Resolutions as set forth in Item No. 1 & 2 of the Notice for the approval of Members.



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 February 29, 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:

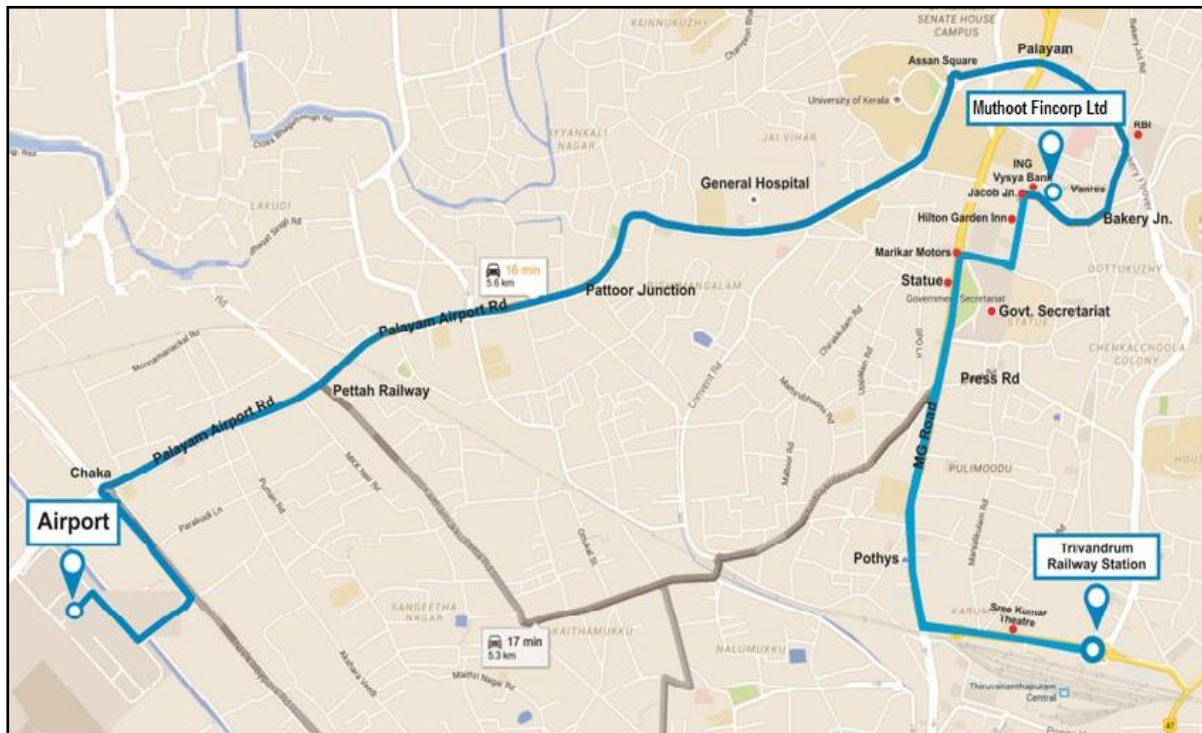
I certify that I am a registered Shareholder/Proxy for the Registered Shareholder of the Company.

I hereby record my presence at the Extra Ordinary General Meeting of the Company, to be held on
Thursday, February 29, 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

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 : February 29, 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 Thursday, February 29, 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.	Alteration of the Object Clause of the Memorandum of Association of the Company		
2.	Adoption of new set of Memorandum of Association as per the provisions of Companies Act, 2013		

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.*