

Notice is hereby given that the Extra Ordinary General Meeting (2/2024-25) of the Members of the Company will be held on Monday, 23rd December 2024 at 2.00 p.m. at the Registered office of the Company at T.C 14/2074 -7, Muthoot Centre, Punnen Road, Trivandrum, Kerala – 695 039 to transact the following business.

SPECIAL BUSINESS:

1. Appointment of Mrs. Suzannah Muthoot as Whole Time Director designated as Executive Director and fixing the terms of Appointment.

To consider, and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution.

"RESOLVED THAT, subject to the approval of the shareholders and in accordance with the provisions of Sections 2(51), 196, 197, 198 and 203 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments currently in force), Schedule V, and other applicable provisions of the Companies Act, 2013, Mrs. Suzannah Muthoot (DIN No. 09792874) is hereby appointed as Whole Time Director designated as Executive Director of the Company for a period of five (5) years, effective from December 23, 2024, and she shall be designated as a Key Managerial Personnel (KMP) and shall not be liable to retirement by rotation as per clause 70 of the Articles of Association of the Company."

"RESOLVED FURTHER THAT the terms and conditions of remuneration payable to Mrs. Suzannah Muthoot in her capacity as Whole Time Director (Executive Director) of the Company shall be as tabled below:

1	Nature of Duties	The Executive Director shall devote her whole time and attention to the business of the Company and perform such duties as may be entrusted to her by the Board from time to time
2	Salary	Rs.7,50,000 (Rupees Seven Lakhs Fifty Thousand) per month .
3	Annual Increment	Will be effective April 1, each year, will be decided by the Board based on the recommendations of the NRC not exceeding 15% every year subject to the conditions and limits mentioned in section 197 and Schedule V of the Companies Act, 2013(or its amendment thereto). The recommendation of NRC will be based on the Company's performance and individual performance.
4	Perquisites, Benefits and Amenities	Mrs. Suzannah Muthoot shall be entitled to the following perquisites, benefits and amenities during her tenure: (a) Medical Insurance: She shall be entitled to Mediclaim

Muthoot Housing Finance Company Limited.

Corporate Identity Number (CIN) U65922KL2010PLC025624

Registered Office : TC No. 14/2074-7, Muthoot Centre, Punnen Road, Thiruvananthapuram 695039, Kerala, India.

Corporate Office : 12A 01, 13th Floor, Parinee Crescenzo, Plot No. C-38 & C-39, Bandra Kurla Complex - G Block, Bandra (East), Mumbai - 400 051, India.

T : +91-22-62728500 e-mail : muthoot@muthoot.com

www.muthoothousing.com



		<p>Policy for self, spouse & two children.</p> <p>(b) Personal Accident Insurance and Group Term Insurance Coverage: shall be entitled to Personal Accident Insurance and Group Term Insurance Coverage as per rules of the Company.</p> <p>(c) Provident Fund: shall be entitled to contribution to the Company's Provident Fund Scheme, in accordance with the rules of the Scheme.</p> <p>(d) Gratuity: shall be entitled to Gratuity as per the rules of the Company.</p> <p>(e) The Company's contribution to provident fund, gratuity payable at the rate not exceeding half a month's Salary for each completed year of service and encashment of leave at the end of tenure shall not be included in the computation of the ceiling on remuneration specified in Section II and Section III of Schedule V of Companies Act 2013.</p> <p>(f) Reimbursement of Expenses: shall be entitled to reimbursement of expenses incurred by her for the purpose of the business of the Company as per the rules of the Company. she shall be entitled to such other benefits, amenities, and perquisites in any manner as the Board of Directors of the Company based on the recommendations of the NRC may determine from time to time.</p> <p>(g) Bonus/Performance Linked Incentive/Commission: She will be entitled to bonus/performance linked incentive, and/or commission based on performance criteria laid down by the Board and/or NRC thereof, subject to overall ceilings stipulated in Section 197 of the Companies Act, 2013. The specific amount of bonus/performance linked incentive, and/or Commission will be based on his performance as evaluated by the NRC and the Board.</p>
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"RESOLVED FURTHER THAT subject to the approval of shareholders, the aggregate amount of remuneration payable to Mrs. Suzannah Muthoot (DIN No. 09792874), in a financial year may exceed the maximum admissible limits including any performance linked remuneration, Perquisites, Benefits and Amenities etc as prescribed in Section 197 of the Companies Act, 2013.

"RESOLVED FURTHER THAT notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any financial year, the remuneration payable to Mrs. Suzannah Muthoot (DIN No. 09792874), be any amount up to the remuneration limit approved hereinabove.



"RESOLVED FURTHER THAT Mrs. Suzannah Muthoot (DIN No. 09792874) has submitted her consent to act as director in Form DIR-2 along with intimation pursuant to Section 164(2) and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014 and notice of interest pursuant to section 184(1) & rule 9(1) of Companies (Meeting of board and powers) Rules 2014 in Form DIR8 and MBP1 as required under the Companies Act, 2013.

"RESOLVED FURTHER THAT Mrs. Suzannah Muthoot (DIN No. 09792874) has submitted her declaration and met the "Fit and Proper" criteria as prescribed by Reserve Bank of India .

"RESOLVED FURTHER THAT Mr. Thomas John Muthoot (DIN:00011618), Director of the Company be and is hereby authorized to file relevant e-form with the Registrar of Companies, and to do all such acts, deeds or things which are necessary to give effect to the above said resolution as and when required with Registrar of Companies.

"RESOLVED FURTHER THAT Mr.Thomas John Muthoot, Director (DIN:00011618) and Mr.Sumesh.S,Chief Compliance Officer and Company Secretary be and are hereby authorized severally to furnish necessary certified copies of the above resolution".

For and on behalf of the Board of Directors



S. Sumesh
Chief Compliance Officer and
Company Secretary

Trivandrum
21.12.2024



Notes:

- a. 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 form of proxy is enclosed.
- b. Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business in the Notice is annexed hereto.
- c. The Map showing the route to reach the venue of the meeting is also enclosed.
- d. 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.



Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 1: Appointment of Mrs. Suzannah Muthoot as Whole Time Director designated as Executive Director and fixing the terms of Appointment.

Mr. Thomas Muthoot (DIN: 00082099) currently serves as our Managing Director and Key Managerial Personnel (KMP). As per Paragraph 52A of the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions issued on February 17, 2021, a Key Managerial Personnel (KMP), except for directorships in a subsidiary, is prohibited from holding any office (including directorships) in any other NBFC-ML or NBFC-UL (including HFCs). Mr. Thomas Muthoot has proposed to step down from his position as Managing Director and will continue to serve as a Non-Executive Director of the Company.

As per Section 203 of the Companies Act, 2013, every listed company and every other public company with a paid-up share capital of ten crore rupees or more is required to have whole-time key managerial personnel. It is proposed to appoint Mrs. Suzannah Muthoot (DIN No. 09792874), daughter of Mr. Thomas Muthoot, as Whole Time Director designated as Executive Director and Key Managerial Personnel (KMP) for a period of five years, effective from December 23, 2024 subject to approval of shareholders, in accordance with Sections 2(51), 196, 197, 198 and 203 of the Companies Act, 2013, along with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments if any), Schedule V, and other applicable provisions of the Companies Act, 2013.

The Company has submitted an application to seek prior approval from the RBI, which was granted on December 3, 2024.

The terms and conditions of remuneration payable to Mrs. Suzannah Muthoot in her capacity as Whole Time Director (Executive Director) of the Company shall be as tabled below:

1	Nature of Duties	The Executive Director shall devote her whole time and attention to the business of the Company and perform such duties as may be entrusted to her by the Board from time to time
2	Salary	Rs.7,50,000 (Rupees Seven Lakhs Fifty Thousand) per month.
3	Annual Increment	Will be effective April 1, each year, will be decided by the Board based on the recommendations of the NRC not exceeding 15% every year subject to the conditions and limits mentioned in section 197 and Schedule V of the Companies Act, 2013 (or its amendment thereto). The recommendation of NRC will be based on the Company's performance and individual performance.
4	Perquisites, Benefits and Amenities	Mrs. Suzannah Muthoot shall be entitled to the following perquisites, benefits and amenities during her tenure: (a) Medical Insurance: She shall be entitled to Mediclaim Policy for self, spouse & two children.



		<p>(b) Personal Accident Insurance and Group Term Insurance Coverage: shall be entitled to Personal Accident Insurance and Group Term Insurance Coverage as per rules of the Company.</p> <p>(c) Provident Fund: shall be entitled to contribution to the Company's Provident Fund Scheme, in accordance with the rules of the Scheme.</p> <p>(d) Gratuity: shall be entitled to Gratuity as per the rules of the Company.</p> <p>(e) The Company's contribution to provident fund, gratuity payable at the rate not exceeding half a month's Salary for each completed year of service and encashment of leave at the end of tenure shall not be included in the computation of the ceiling on remuneration specified in Section II and Section III of Schedule V of Companies Act 2013.</p> <p>(f) Reimbursement of Expenses: shall be entitled to reimbursement of expenses incurred by her for the purpose of the business of the Company as per the rules of the Company. she shall be entitled to such other benefits, amenities, and perquisites in any manner as the Board of Directors of the Company based on the recommendations of the NRC may determine from time to time.</p> <p>(g) Bonus/Performance Linked Incentive/Commission: She will be entitled to bonus/performance linked incentive, and/or commission based on performance criteria laid down by the Board and/or NRC thereof, subject to overall ceilings stipulated in Section 197 of the Companies Act, 2013. The specific amount of bonus/performance linked incentive, and/or Commission will be based on his performance as evaluated by the NRC and the Board.</p>
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Mrs. Suzannah Muthoot has submitted her consent to act as director along with the declarations as required under the Companies Act, 2013 and/or the Reserve Bank of India guidelines as applicable to the Company.

The required details relating to Mrs Suzannah Muthoot as per Secretarial Standard on General Meetings are given below:

1. Age	30yrs
2. Qualification	<p>Postgraduate degree (Master's in management, IE Business School Spain)</p> <p>Bachelors in business administration, Finance and Economics, University of Notre Dame</p>



3. Experience	<p>About 7 years' experience Strategic leadership and business development within the financial services industry, particularly focused on driving growth and operational efficiency across non-banking financial companies (NBFCs) and the housing finance sector.</p> <p>Actively involved in leveraging expertise in corporate strategy to enhance business performance, optimize cross-functional synergies, and implement innovative financial products and services that meet the evolving needs of our customers and stakeholders.</p>
4. Terms and conditions	Given along with the proposed resolution to be adopted by the members.
5. The remuneration last drawn by Mrs. Suzannah Muthoot	Nil
6. Date of first appointment at Board/General Meeting	NA
7. Shareholding in the company	Nil
8. Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr.Thomas Muthoot-Father, Mr.Thomas John Muthoot-Uncle and Mr.Thomas George Muthoot-Uncle.
8 The number of Meetings of the Board attended during the Year.	NA
9 Other Directorships, Membership/ Chairmanship of Committees of other Boards	NA
10 Membership/ Chairmanship of Committees of other Boards	NA

None of the Directors and Key Managerial Personnel (KMP) other than Mr. Thomas John Muthoot, Mr. Thomas George Muthoot and Mr. Thomas Muthoot, Directors and their relatives are interested in the proposed resolution.



All documents/papers relating to the resolution are available for perusal at the Registered Office of the Company on all working days during working hours up to the date and time of commencement of the Extra Ordinary General Meeting.

Trivandrum
21.12.2024



By Order of the Board

A handwritten signature in black ink, appearing to be 'S. Sumesh'.

S. Sumesh
Chief Compliance Officer and
Company Secretary

MUTHOOT HOUSING FINANCE COMPANY LIMITED

CIN: U65922KL2010PLC025624

Registered Office: Muthoot Centre, Punnen Road, Trivandrum – 695 039

Tel : +91 471- 2331427 Fax: +91 471 2331560 ,Email : muthoot@muthoot.com
website www.muthoothousing.com

Form No. MGT-11

PROXY FORM

[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 Housing Finance Company Ltd, Muthoot
Centre, Punnen Road, Trivandrum – 695 039
Date & Time : 23rd December 2024 at 2.00 pm

Name of the Member(s) :

Registered Address :

E-mail ID :

Folio No./ Client ID :

DP ID :

I/We, being the Member(s) of equity shares of Rs. 10 each of
Muthoot Housing Finance Company Limited, hereby appoint:

1. Name : 2. Name : 3. Name :

E-mail Id: E-mail Id: E-mail Id:

Address : Address: Address:

Signature:..... Signature:..... Signature:.....

or failing him/her

or failing him/her



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 (2 /2024-25) of the Company will be held at 2.00 PM on Monday the 23rd Day of December 2024 at the Registered Office of the Company at Muthoot Centre, Punnen Road, Trivandrum-695039 and at any adjournment(s) thereof, in respect of the resolutions, as indicated below:

	SPECIAL BUSINESS:
1.	Appointment of Mrs. Suzannah Muthoot as Whole Time Director designated as Executive Director and fixing the terms of Appointment.

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

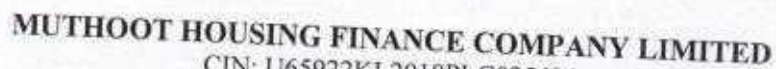
AFFIX
Revenue
Stamp of
Re. 1

Signed this day of 2024

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. A Proxy need not be a Member of the Company





CIN: U65922KL2010PLC025624

Registered Office: Muthoot Centre, Punnen Road, Trivandrum - 695 039
Tel: +91 471- 2331422 Fax: +91 471- 2331568

Tel: +91 471- 2331427 Fax: +91 471 2331560, Email : muthoot@muthoot.com
website www.muthoot.com

website www.muthoothousing.com

ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING (2/2024-25) ON 23rd December, 2024

Regd. DPID/Client ID/Folio No :

No: of Shares held.....

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

I hereby record my presence at the Extra Ordinary General Meeting (2 /2024-25) of the Company at the Registered Office of the Company at Muthoot Centre, Punnen Road, Trivandrum – 695 039, at 11.00 AM on Monday, the 23rd day of December, 2024.

Name of the Member / Proxy
(in Block Letters)

Signature of the Member / Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.

ROUTE MAP TO THE VENUE

