



## Notice to Members

Notice is hereby given that the 15<sup>th</sup> Annual General Meeting of the Members of the Company will be held on Wednesday, 20<sup>th</sup> August 2025 at 11.00 a.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.

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2025 and the Statement of Changes in Equity, the Statement of Cash Flows for the year then ended, notes to the Ind AS financial statements including a summary of significant accounting policies and other explanatory information together with the Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Mr. Thomas Muthoot, Director (DIN: 00082099) retiring by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 3. Preferential issue and Allotment of Equity Shares.

To consider and if thought fit, to pass, with or without modification, the following as a Special Resolution:

**“RESOLVED THAT** in terms of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 13 of The Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force), the guidelines and clarifications issued by any statutory/regulatory authorities and subject to all such other approvals, permissions, consents and sanctions of any authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents and sanctions if any, and which may be agreed to by the Board of Directors of the Company ( the “Board”) and subject to such conditions and modifications as may be considered appropriate by the Board, consent of the Company be and is hereby accorded to the Board to issue and allot 1,02,73,972 (One Crore Two Lakh Seventy Three Thousand Nine Hundred and Seventy Two) Equity Shares of Rs. 10 (Rupees Ten only) each with a premium of Rs.63 per share to the following on preferential basis (“Shares”):

| <b>Name</b>                 | <b>Address</b>                                                           | <b>No. of shares proposed</b> |
|-----------------------------|--------------------------------------------------------------------------|-------------------------------|
| M/s.Muthoot Fincorp Limited | Muthoot Centre, TC No. 27/3022, Punnen Road, Trivandrum, Kerala – 695001 | 1,02,73,972                   |

**“RESOLVED FURTHER THAT** the Shares to be issued and allotted shall rank pari-passu with the existing equity shares of the Company in all respects.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the aforementioned resolution, the Board and/or such other person(s) duly authorised by the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, expedient and desirable for such purpose, including without limitation, issuing clarifications to appropriate authorities on the issue and allotment of the Shares, resolving any difficulties, effecting any modification to the foregoing, preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals and co-ordinating with appropriate authorities to obtain the requisite approvals as may be required from time to time for the issuance of the Shares and to take all steps which are incidental and ancillary in this connection.

**“RESOLVED FURTHER THAT** Mr. Thomas John Muthoot, Director (DIN-00011618) be and is hereby authorized to file all necessary papers, forms, documents and do all such things deemed necessary to give effect to the above decisions”.

By Order of the Board of Directors

**For Muthoot Housing Finance Company Limited**

Place: Trivandrum

Date: 13.8.2025

**S.Sumesh**  
Company Secretary

**ACS: 29833**

## 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 business under Item Number 3 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 regularly update 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. The Register of Directors and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 and all other documents referred to in the notice and explanatory statement, will be available for inspection by the members of the Company at the Registered office of the Company during business hours 10:00 A.M. to 06:00 P.M. (except Saturday and Sunday) up to the date of Annual General Meeting and will also be available during the Annual General 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. Members who would like to ask questions on Accounts are requested to send their questions to the Registered Office of the Company before the Annual General Meeting to enable the Company to prepare suitable replies to such questions.
11. Electronic copy of the Annual Report for the FY 2024-25 and Notice of the 15<sup>th</sup> AGM of the Company 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.
12. Members may also note that the notice of the 15<sup>th</sup> AGM and the Annual Report for the FY 2024-25 will be available on the Company's website, [www.muthoothousing.com](http://www.muthoothousing.com). Members who require physical copy of the same, may write to us at [sumesh.s@muthoot.com](mailto:sumesh.s@muthoot.com).
13. The route map and prominent landmark of the venue of the meeting is provided in this Notice.
14. The Annual General Meeting is called at a shorter notice, hence the consent form may be filled and returned for calling the Annual General 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 ordinary and special businesses mentioned in the accompanying Notice:

### **Item No. 3 :- Preferential issue and Allotment of Equity Shares.**

The Company is the Subsidiary of M/s Muthoot Fincorp Ltd (MFL) wherein MFL is holding 82.56% equity stake in the Company. The Company is engaged in providing housing finance to the lower- and middle-income segments of the society serving social objective of financial inclusion for the people in LMI segment. The Company has set up an excellent distribution network with 160 branches and has been operating in the Eleven states and One UT of India.

The current capital structure of the Company has three key stake holders viz MFL at 82.56% and Promoter directors and their relatives at 15.81%. The Company's current equity capital is Rs 81.60 Cr. The Company has been profitable since the inception of its business. The Company has earned a net profit of Rs. 42.41 Cr as at 31<sup>st</sup> March, 2025 as against Rs. 34.73 Cr as at 31<sup>st</sup> March, 2024 and it's net worth as at 31<sup>st</sup> March, 2025 stands at Rs. 390.16 Cr. and it's AUM as at 31<sup>st</sup> March, 2025 was Rs 2,557.22 Cr.

Affordable housing finance to LMI is a fast-growing segment in India. The Government is committed to provide housing to every Indian and there is huge thrust of government in affordable housing segment. The Company has targeted disbursements of 1,625 Cr in FY'26 achieving a growth of 81% and thereafter consistently achieving a disbursement growth at a CAGR of 68 % over next three years. In this Financial Year, the Company will be increasing its distribution network with exclusive focus on DSA business and MFL business, hence looking at the expansion plan of the Company and the robust demand for affordable housing segment in the states where Company operates, MHFCL expects to disburse Rs 1,625 + Crore in the current Financial Year and expects to achieve a loan book of Rs. 3,852 Crores by the end of March 2026 and Rs. 5,898 Crores by March 2027 and Rs. 9,136 Crore by March 2028.

While achieving this growth, on a conservative side the Company will be maintaining ~30/35% CAR and Debt/ Equity Ratio of around 5.5 times which is an Industry average, FY 2025-26 projected disbursement and AUM growth will be the initial building block for the future growth.

To meet the current year growth plans, the Company seeks infusion of fresh equity capital up to 75 Cr in the current Financial Year 2025-26 in different tranches based on the performance of the Company. The Company has done the valuation of MHFL equity shares by a registered valuer and as per the valuation report the price is finalised at Rs 73 per equity share for the proposed round of equity infusion.

It is proposed to issue 1,02,73,972 Equity Shares of the Company at Rs.10 each with a premium of Rs.63 per Share to M/s Muthoot Fincorp Limited (MFL). He further informed that for the issue of Equity Shares on Preferential Allotment basis, approval of Shareholders by way of special resolution under Section 62(1) (c) of the Companies Act, 2013 is required. Hence this resolution is proposed.

**DISCLOSURE AS PART OF THE EXPLANATORY STATEMENT:****(A) OBJECTS OF THE ISSUE-**

To increase the capital base and improve the working funds for the enhanced operations to be carried on by the Company and /or to meet the ongoing financial requirements of the Company.

**(B) THE TOTAL NUMBER OF SHARES OR OTHER SECURITIES TO BE ISSUED- 1,02,73,972(One Crore Two Lakh Seventy-Three Thousand Nine Hundred and Seventy Two).****(C) PRICE OF ISSUE-**

Price Rs. 73/- including premium of Rs.63 per Share.

**(D) BASIS ON WHICH THE PRICE HAS BEEN ARRIVED AT ALONG WITH REPORT OF THE REGISTERED VALUER-**

Discounted Cash Flow Method.

**(E) THE RELEVANT DATE ON THE BASIS OF WHICH PRICE HAS BEEN ARRIVED AT-**

28.07.2025

**(F) CLASS OF PERSON(S) TO WHOM ALLOTMENT IS PROPOSED TO BE MADE:**

| <b>Name and Class</b>                 | <b>Address</b>                                                          | <b>No. of Shares Proposed</b> |
|---------------------------------------|-------------------------------------------------------------------------|-------------------------------|
| M/s Muthoot Fincorp Limited (Company) | Muthoot Centre, TC No.27/3022, Punnen Road, Trivandrum, Kerala - 695001 | 1,02,73,972                   |

**(G) INTENTION OF PROMOTERS/DIRECTORS/KEY MANAGEMENT PERSONS TO SUBSCRIBE TO THE OFFER:**

The Promoters, key managerial personnel and Directors of the Company and their relatives do not intend to subscribe to the offer.

**(H) PROPOSED TIME WITHIN WHICH ALLOTMENT SHALL BE COMPLETED:**

The allotment shall be completed within a period of 60 days from the receipt of application money.

(I) THE NAME OF THE PROPOSED ALLOTTEE AND THE PERCENTAGE OF POST PREFERENTIAL OFFER CAPITAL THAT MAY BE HELD BY THEM-

M/s. Muthoot Fincorp Limited, Holding Company and Post preferential allotment holding will be 84.510% of the paid-up capital of the Company.

(J) WHETHER A CHANGE IN CONTROL IS INTENDED OR EXPECTED:

The Company is a Subsidiary of M/s Muthoot Fincorp Limited (MFL).

(K) THE JUSTIFICATION FOR THE ALLOTMENT PROPOSED TO BE MADE FOR CONSIDERATION OTHER THAN CASH TOGETHER WITH VALUATION REPORT OF THE REGISTERED VALUER-

Not Applicable

(L) THE PRE-ISSUE AND POST ISSUE SHAREHOLDING PATTERN OF THE COMPANY

| SR. NO.  | CATEGORY                                                   | PRE-ISSUE          |                    | POST ISSUE         |                    |
|----------|------------------------------------------------------------|--------------------|--------------------|--------------------|--------------------|
|          |                                                            | No. of Shares held | % of share holding | No. of shares held | % of share holding |
| <b>A</b> | <b>Promoters' holding :</b>                                |                    |                    |                    |                    |
| 1        | Indian :                                                   |                    |                    |                    |                    |
|          | Individuals                                                | 1,29,03,460        | 15.81              | 1,29,03,460        | 14.04              |
|          | Bodies <b>Corporate</b>                                    | 6,73,74,005        | 82.56              | 7,76,47,977        | 84.51              |
|          | <b>Sub Total</b>                                           | 8,02,77,465        | 98.37              | 9,05,51,437        | 98.55              |
| 2        | Foreign Promoters                                          | 0                  | 0                  | 0                  | 0                  |
|          | <b>Sub Total (A)</b>                                       | 8,02,77,465        | 98.37              | 9,05,51,437        | 98.55              |
| <b>B</b> | <b>Non-Promoters' holding :</b>                            |                    |                    |                    |                    |
| 1.       | Institutional Investors                                    | 0                  | 0                  | 0                  | 0                  |
| 2.       | Non-Institution :                                          |                    |                    |                    |                    |
|          | Private Corporate Bodies                                   | 0                  | 0                  | 0                  | 0                  |
|          | Directors and Relatives                                    | 0                  | 0                  | 0                  | 0                  |
|          | Indian Public                                              |                    |                    |                    |                    |
|          | Others(Including NRIs) Trust (MHFL Employee Welfare Trust) | 13,28,766          | 1.63               | 13,28,766          | 1.45               |
|          |                                                            |                    |                    |                    |                    |

|  |                     |                    |               |                    |                |
|--|---------------------|--------------------|---------------|--------------------|----------------|
|  | <b>Sub Total(B)</b> | 13,28,766          | 1.63          | 13,28,766          | 1.45           |
|  | <b>GRAND TOTAL</b>  | <b>8,16,06,231</b> | <b>100.00</b> | <b>9,18,80,203</b> | <b>100.000</b> |

(M) STATEMENT AS PER SECTION 102 OF THE COMPANIES ACT, 2013-

- (1) (a) All the Directors of the Company except Independent Directors are interested in the resolution to the extent of their investment in the paid-up share capital of the Company. None of the Key Managerial Personnel (KMP) except Mrs. Suzannah Muthoot, Whole Time Director, the relatives of KMP and the relatives of Directors of your Company is concerned or interested in the proposed resolution except as Shareholders of the Company.
- (b) Mr. Thomas John Muthoot, Mr.Thomas George Muthoot ,Mr.Thomas Muthoot and Mrs Preethi John Muthoot shareholders of the Company are also Directors and shareholders in M/s Muthoot Fincorp Limited, allottee.

In order to authorize the Board for taking further action, it is necessary to pass the said special resolution for preferential issue of Shares as set out in Item No.3 of the Notice.

By Order of the Board of Directors

**For Muthoot Housing Finance Company Limited**

Place: Trivandrum

Date: 13.8.2025

**S.Sumesh**  
Company Secretary

**ACS: 29833**

**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 : [sumesh.s@muthoot.com](mailto:sumesh.s@muthoot.com)

website [www.muthoothousing.com](http://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 : August 20 ,2025 at 11AM

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 15<sup>th</sup>  
Annual General Meeting of the Company will be held at 11am on Wednesday the 20<sup>th</sup> Day  
of August ,2025 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:

| Resolution Numbers | Particulars of Business                                                                                                                                                                                                                                                                                                                                                                    |     |         |
|--------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|---------|
| Ordinary Business  |                                                                                                                                                                                                                                                                                                                                                                                            | For | Against |
| 1.                 | To receive, consider and adopt the Audited Balance Sheet as at 31 <sup>st</sup> March 2025 and the Statement of Changes in Equity, the Statement of Cash Flows for the year then ended, notes to the Ind AS financial statements including a summary of significant accounting policies and other explanatory information together with the Reports of the Directors and Auditors thereon. |     |         |
| 2.                 | To appoint a Director in place of Mr. Thomas Muthoot, Director (DIN: 00082099) retiring by rotation and being eligible, offers himself for re-appointment.                                                                                                                                                                                                                                 |     |         |
| Special Business   |                                                                                                                                                                                                                                                                                                                                                                                            |     |         |
| 3.                 | Preferential issue and Allotment of Equity Shares                                                                                                                                                                                                                                                                                                                                          |     |         |

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

Signed this ..... day of ..... 2025

AFFIX  
Revenue  
Stamp of  
Re. 1

**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.*

## 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 : [sumesh.s@muthoot.com](mailto:sumesh.s@muthoot.com)

website [www.muthoothousing.com](http://www.muthoothousing.com)

### ATTENDANCE SLIP

FIFTEENTH ANNUAL GENERAL MEETING ON 20<sup>TH</sup> August 2025.

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 15<sup>th</sup> Annual General Meeting of the Company at the Registered Office of the Company at Muthoot Centre, Punnen Road, Trivandrum – 695 039 at 11AM on Wednesday, the 20<sup>th</sup> day of August 2025.

.....

.....

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. Members are requested to bring their copies at the copies of the Annual Report to the AGM.*

### ROUTE MAP TO THE VENUE

