

Notice is hereby given that the Extra Ordinary General Meeting (1/2025-26) of the Members of the Company will be held on Monday, 2nd June 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.

SPECIAL BUSINESS:

1. Enhancement of Borrowing power from Rs.3,500 crores to 5,000 crores.

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

“RESOLVED THAT in supersession of all the previous resolution passed in this regard and pursuant to Section 180 (1) (c) of the Companies Act 2013 and other enabling provisions if any, and subject to the approval of members of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time any sum or sum of money which, together with the moneys already borrowed by the Company (apart from Temporary Loans obtained from the Company’s Bankers in the ordinary course of the business) may exceed the aggregate for the time being of the paid up capital of the Company and its Free Reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount of money/moneys so borrowed by the Board shall not at any time exceed the limit of Rs.5,000 Crores (Rupees Five Thousand Crores only)”.

2. Creation of charge on the Assets of the Company.

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

“RESOLVED THAT in supersession of all the previous resolution passed in this regard and pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013 and all other applicable provisions thereto and subject to the approval of members of the Company, the Board of Directors are hereby authorized to mortgage, hypothecate and/or charge the immovable and movable properties of the Company, present and future and the whole of the undertaking of the Company to or in favour of banks/financial institutions for an aggregate amount not exceeding Rs.5,000 Crores (Rupees Five Thousand Crores Only) over and above the aggregate paid up capital of the Company and its free reserves in respect of the loan availed by the Company, and interest at an agreed rate, compound/additional interest, cost, charges, expenses, and all other moneys payable by the Company in respect thereof”.



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

3. Issue of Non-Convertible Debentures/Sub Debt /other instruments on Private Placement.

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

“RESOLVED THAT pursuant to the provisions of Section 42, 71 of the Companies Act, 2013 (“the Act”), read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other applicable laws, rules, regulations, directions and guidelines, approval 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”), for making offer(s) or invitation(s) to subscribe to secured/unsecured/subordinated, rated/unrated, listed/unlisted non-convertible debentures (“NCDs”) or any other instrument on a private placement basis, in one or more tranches, to any category of investor(s) eligible to invest in the NCDs/any other instruments and on such terms and conditions as may be decided by the Board to such person or persons, as the case may be for a period of 1 (one) year from the date of passing of the Special Resolution by the Members, up to an amount of not exceeding in aggregate Rs.200,00,00,000/- (Two Hundred Crores Only) within the existing overall borrowing limits of Rs 5000,00,00,000/- (Rupees Five Thousand Crores Only) of the Company, in conformity and in compliance with the all applicable rules, regulation, directions made in this regard, as amended from time to time.

“RESOLVED FURTHER THAT the Debenture Issue Committee be constituted comprising of the following Directors of the Company namely Mr. Thomas John Muthoot, Mr. Thomas George Muthoot and Mr. Thomas Muthoot and the Board /Debenture Issue Committee be and are hereby severally authorised to determine the terms of issue including the class of investors to whom NCDs/sub debt/any other instruments are to be issued, time, securities to be offered, the number of NCDs/sub debt/any other instruments, tranches, issue price, tenor, interest rate, premium/discount, listing and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/documents/ undertakings/ agreements/ papers/ writings, as may be required in this regard.

“RESOLVED FURTHER THAT the Debenture Issue Committee be and is hereby authorized to use and affix the Common Seal of the Company in accordance with the Articles of Association of the Company on all relevant necessary agreements, undertakings, deeds or other documents, certificates, and paper documents if any required to be executed under the Common Seal of the Company in connection with the Issue of the Debentures.

“RESOLVED FURTHER THAT Mr. Thomas John Muthoot, Director (DIN-00011618) and Mr. Sumesh .S, Company Secretary and Compliance Officer be and are hereby severally authorized to file all necessary papers, forms, documents and do all such things deemed necessary to give effect to the above decisions”.



4. Reappointment of Mr.Suresh Mahalingam (DIN:01781730) as an Independent Director.

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, pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr.Suresh Mahalingam (DIN:01781730) who is eligible for appointment as Independent Director be and is hereby appointed as an Independent Director of the Company to hold the office for a period of 3 (three) consecutive years with effect from 20.6.2025 and that he shall not be liable to retire by rotation.

“RESOLVED FURTHER THAT Mr.Suresh Mahalingam (DIN:01781730) has submitted his 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 Mr. Suresh Mahalingam (DIN:01781730) has submitted his 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, Company Secretary and Compliance officer be and are hereby authorized severally to furnish necessary certified copies of the above resolution”.

5. Approval for entering into a Related Party Transaction for Business Correspondent (BC) engagement with MFL, Holding Company.

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

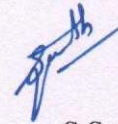
“RESOLVED THAT pursuant to the applicable provisions of Section 177, 188 and all other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) of the current law, for the time being in force, if any), and as recommended by Audit Committee and Board of Directors, subject to the approval of the Members of the Company ,to



enter into a Business Correspondent (BC) engagement with M/s Muthoot Fincorp Limited, the Holding Company [being a related party of the Company], for a period of five (5) years, for transactions up to a maximum limit of Rs. 500 crores (Rupees Five-Hundred Crores Only) as per the details set out in the explanatory statement annexed to this notice, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

“RESOLVED FURTHER THAT Ms Suzannah Muthoot, Whole Time Director (DIN-09792874) ,Mr Pavan K Gupta, Chief Executive Officer ,Mr Yogesh Ratnakar Udhoji,Chief Financial Officer and Mr. Sumesh S., Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to take such steps as may be necessary in relation to the above, and to sign and execute all deeds, documents, and writings, including any modifications as may be required, on behalf of the Company, and generally to do all acts, deeds, and things as may be necessary, proper, expedient, or incidental to give effect to the aforesaid resolution.”

For and on behalf of the Board of Directors



S.Sumesh

Company Secretary

Trivandrum

9.5.2025



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.**



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

Item No. 1: Enhancement of Borrowing power from Rs.3,500 crores to 5,000 crores.

As per the provisions of Section 180(1) (c) of the Companies Act, 2013, the Board of Directors of a Company cannot borrow money (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the Company's Paid-up Capital and Free Reserves (that is reserves not set apart for any specific purpose) without the consent of the shareholders in the General Meeting.

In the Extra Ordinary General Meeting of the Company held on June 3, 2024 the shareholders had authorized the Board of Directors to borrow money up to Rs.3,500 Crores at any time. In order to meet the future business requirements and investment and growth plans of the Company, it is considered desirable to enhance the said borrowing limits of Board of Directors to the extent of Rs.5000 Crores. Hence the resolution.

None of the Directors/ KMP/ or their relatives of your Company are concerned or interested in the proposed resolution except as a Shareholder of the Company.

Documents/Papers relating to the resolution under Special Business may be perused on any working day during working hours up to the date and time for commencement of the Extra Ordinary General Meeting.

Item No. 2:- Creation of charge on the Assets of the Company.

Section 180 (1) (a) of the Companies Act, 2013 provides that the Board of Directors shall not, without the consent of the Company in general meeting, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company.

In the Extra Ordinary General Meeting of the Company held on June 3, 2024 the shareholders had authorized the Board of Directors for a limit not exceeding 3500 Crores. As the assistances from the institutions or banks provided / agreed to be provided to the Company have to be secured by the mortgage and charge on the assets of the Company, both present and future and whole of the undertaking of the Company. It is necessary to pass a resolution under Section 180 (1) (a) of the Companies Act, 2013 and to increase the limit not exceeding 5000 Crores over and above the aggregate paid up capital of the company and its free reserves in respect of the loan availed by the Company and interest at an agreed rate, compound/additional interest, cost, charges, expenses and all other moneys payable by the Company in respect thereof.

Hence the Resolution.

None of the Directors/ KMP/ and their relatives of your Company are concerned or interested in the proposed resolution except as a Shareholder of the Company.

Documents/Papers relating to the resolution under Special Business may be perused on any working day during working hours up to the date and time for commencement of the Extra Ordinary General Meeting.



Item No. 3:- Issue of Non-Convertible Debentures /Sub debt/Other instruments on Private Placement.

In order to meet the working capital requirements, the Company intends to issue Secured/ Unsecured Non-Convertible Debentures (NCDs) /any other instruments up to an amount of not exceeding in aggregate Rs.200,00,00,000/- (Two Hundred Crores Only) within the existing overall borrowing limits of Rs 5000,00,00,000/- (Rupees Five Thousand Crores Only) of the Company, in conformity and in compliance with the all applicable rules, regulation, directions made in this regard, as amended from time to time. As per the provisions of Section 42 of the Companies Act, 2013 ("the Act") and the rules made thereunder, a Company offering or making an invitation to subscribe NCDs/any other instruments on a private placement basis is required to obtain prior approval of the Members by way of Special Resolution. Such approval by a Special Resolution can be obtained once a year for all offers and invitations for such NCDs/any other instruments to be made during the year.

It is proposed to offer or invite subscriptions for NCDs/sub debt/ other instruments on private placement basis, in one or more tranches, during the period of one year from the date of passing of the Special Resolution by the Members, within the overall borrowing limits of the Company, as may be approved by the Members from time to time, with authority to the Board to determine the terms and conditions, including the issue price of the NCDs/sub debt/any other instruments, interest, repayment, security or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the resolution. Accordingly, the approval of the Members is being sought by way of Special Resolution under Section 42 and other applicable provisions, if any of the Act and its rules thereunder as set out in Item No. 3 appended to this Notice.

Hence the Board of Directors accordingly recommend the Special Resolution set out at Item No. 3 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the aforesaid resolution.

Item No. 4:- Reappointment of Mr.Suresh Mahalingam (DIN:01781730) as an Independent Director

The Board of Directors at its meeting held on 19.6.2023 and the Members of the Company at their Annual General Meeting has appointed Mr.Suresh Mahalingam (DIN:01781730) as an Independent Director for a term of two years with effect from June 20,2023 pursuant to the provisions of Sections 149 ,152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under read with Schedule IV to the Act, as amended from time to time. His existing term will expire on June 19,2025. He is eligible for re-appointment by obtaining consent of the Members by passing a special resolution and also satisfy the criteria for independence as specified in sub-section (6) of Section 149 of the Companies Act, 2013.



During his prestigious tenure as Non-Executive Independent Director of the Company, Mr.Suresh Mahalingam has immensely contributed to the Company's growth and business expansion. His strategic thinking and able guidance helped the Board and the Management on multiple occasions while taking strategic and key decisions during his tenure. The Company has tremendously benefited from his presence as Director. Keeping in view of his immense knowledge and experience, it would be in the interest of the Company to re-appoint him as Non-Executive Independent Director of the Company to hold the position for a period of 3 years with effect from June 20,2025.

He has submitted his consent to act as director together with all the necessary declarations as required under the Companies Act, 2013 and/or the Reserve Bank of India guidelines as applicable to the Company and also registered his name in the data bank maintained and managed by the Indian Institute of Corporate Affairs pursuant to the provisions of Section 150 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under.

The qualification, experience and background of Mr.Suresh Mahalingam (DIN:01781730) is tabled below for consideration of the Committee.

Name	Qualification	Experience	Background
Suresh Mahalingam	• Post Graduation in International Management from IMI, India. • Advanced Management Course from Kellogg School of Management, North-western University, Chicago • CFI Certified Leadership Coach	About 35 years	Advisory Boards October 2022 to present • TMI Group: India's leading talent solutions group, providing hire-to-retain services to large enterprises, and capacity building solutions to Governments and as partners to multilateral agencies. • InsuranceDekho - India's fastest growing Insurtech Player Executive Coach CFI Certified Leadership Coach Dec. 2021 – Present • Coaching in the BFSI, IT and Startup industries at the levels of CXOs and CEOs. • Acting as Resource Lead at a large General Insurance company, mentoring and coaching 69 Senior Managers, including CXOs. Strategic Advisor Digital Transformation, Growth Advisory, Sales & Marketing Services Feb. 2020 to present • 5F World - A leading digital consulting firm with a focus on helping businesses achieve transformational



growth

- **Korn Ferry** - Empanelled consultant for leadership assessment and development
- **TVS Capital Funds** - Advisor assisting in their investments in the BFSI space
- **Perfios** - A product technology platform helping customers bridge the gap between data and insights in the BFSI industry
- **iAssist Innovations Labs** - An IT-based research organization in the digital transformation and automationspace, developing advanced technology platforms
- **Skill-Edge** - An Ed-Tech platform providing skill development for livelihood to learners at an affordable price
- **SpeakIn** - Asia's largest platform for experts and thought-leaders

Group Management Council & Non-Executive Director

Wadhawan Global Capital | May 2014 to Feb. 2020

- Contributed to the formulation and execution plans for establishing WGC as a fully integrated financial services group with businesses in Lending, Insurance, Asset Management and Strategic Investments. Led the Group in financial infusions, Mergers and Acquisitions, handling business incubation and creating alliances with global business houses to facilitate better operations
- In the housing finance companies built a strong distribution network with 770 consumer touch points and AUM growth from ₹466 Bn to ₹1370 Bn and profit after tax from ₹4.3 Bn to ₹13.5 Bn
- Led the business strategy for AVANSE, a new-age education finance company, to diversify into other NBFC lending segments. AUM growth from ₹0.5 Bn to ₹28.5 Bn and disbursement growth from ₹0.5 Bn to ₹14.2 Bn
- Led the entire project from incubation, licensing, working with the regulators, building the core team and launched the state-of-the-art insure tech platform for the General Insurance Business
- Contributed to the acquisition of Deutsche AMC and helped in the integration processLed identification of strategic investments in the UK which have grown in value 2X
- Led the acquisition of Andromeda, India's largest loan



			distributor and propelled growth from ₹85 Bn disbursement to ₹150 Bn • Expertise in brand building came to the fore with “Ghar jaisa loan” & “Ghar banega tohDesh banega” for the Housing Finance Company and digital brand CoCo (ConnectedCovers) for the General Insurance Company that helped saliency and accelerated growth Managing Director & CEO TATA AIA Sep. 2008 to Mar. 2014 • Within a span of 3 years, the company broke even one year ahead of the envisioned target. AUM grew from ₹46.7 Bn to ₹170 Bn • The value of new business margin improved by 100%, consistent profit growth of over20% and reduction in operating expenses from ₹10 Bn to ₹4 Bn • Expansion plan was supported by technology enablement - several initiatives such as implementation of SAP, imaging, and workflow and channel administration. This resulted in improving process efficiency and significantly improved employee productivity • Handled swift and timely communication to all stakeholders on AIG crisis (September2008) and ensured nil impact. • Regulatory changes in the Life Insurance industry from Sept 2010 substantially changed the volume and profitability dynamics. To drive the company's strategic objective of growing the value of new business margin and elimination of expense overrun, successfully implemented 'Change Management' across the organisation and re-oriented company's operations across product portfolio, distribution and infrastructure set-up General Manager - Sales & Marketing HDFC Life Insurance Jun. 2004 to Aug. 2008 • Spearheaded the re-scripting of the entire sales story and the brand in a situation of declining market shares and tough competition. • Created unique Bank Partnerships that fostered quick paced growth and boosted Branch spread from 70 centres across India to 670 • Conceptualised the now famed "SAR UTHA KE JIYO" brand proposition which propelled HDFC Life to be amongst the top 3 Life Insurance companies in India • Grew new business premium from ₹3.5 Bn to ₹30 Bn.
--	--	--	--



			AUM from ₹8 Bn to ₹100 Bn Business Head ITC Ltd. May 1987 to May 2004 • Spearheaded transition from a predominantly tobacco-oriented company to diversifying its presence into Processed Packed Foods, Ready to Eat Foods, Stationery, Home Pantry Business, Personal Care and Confectionaries besides other FMCG products. • Grew business by 25% from ₹37.44 Bn to ₹46.8 Bn • Conceptualised and pioneered a key project around building new distribution channels in rural India, which resulted in an improved reach for its core and all diversified products. • Was a key figure in setting up the entire marketing infrastructure for the Greenfield venture Surya Nepal Pvt Limited, leading to achievement of 33% market share. Today it is Nepal's largest private sector enterprise. • Brand Manager - Wills. Been a member of key brand strategy groups and national-level strategic planning task forces
--	--	--	---

The Nomination & Remuneration Committee on the basis of the evaluation of his performance, has recommended his re-appointment as Independent Director of the Company, not liable to retire by rotation, since he possesses the requisite qualifications and attributes for re-appointment.

Except Mr. Suresh Mahalingam being the appointee, none of the directors and Key managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution.

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

Item No 5: Approval for entering into a Related Party Transaction for Business Correspondent (BC) engagement with MFL, Holding Company.

The provisions of Section 188 of the Companies Act, 2013, mandates prior approval of members by means of an ordinary resolution for related party transactions exceeding the thresholds as prescribed thereunder, even if such transactions are in the ordinary course of the business of the concerned company and at an arm's length basis.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable thresholds as mentioned in the provisions. Accordingly, prior approval of the Members is being sought for all such arrangements / transactions proposed to



be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on May 7, 2025 reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Information required under Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014 is provided herein below:

SN	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Muthoot Fincorp Limited, Holding Company
2	Type, tenure, material terms and particulars	Type: The Company proposes to enter into a Business Correspondent Engagement with Muthoot Fincorp Limited, Holding Company. Tenure: 5 Years with yearly evaluation process Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing / extant market conditions and commercial terms as on the date of entering into the contract(s). Approval of the shareholders by way of ordinary resolution is being sought.
3	Value of the transaction	Up to Rs. 500 Crores
4	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	The annual turnover of the Company as of March 31, 2025, was ₹402.16 crore. The proposed transaction with MFL is for an amount up to ₹500 crore, which exceeds the prescribed threshold prescribed under Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014.



5	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i) details of the source of funds in connection with the proposed transaction;	Not Applicable
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure;	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable
	iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
6	Justification as to why the RPT is in the interest of the listed entity	For Muthoot Housing Finance Company Limited: ➤ Strong distribution network of MFL can be optimally utilized. ➤ It will be OPEX light model for MHFL ➤ Fast growth of AUM for MHFL will make a strong case for PE Investment at attractive value For Muthoot Fincorp Limited: ➤ Optimum utilization of credit and Operations resources ➤ Consistent revenue stream is built up for MFL ➤ Will add to the bottom line without capital investment once the scale is built up
7	Any valuation or other external report relied upon by the listed	Not Applicable



	entity in relation to the transactions	
8	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

Hence the Board of Directors accordingly recommend the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for the approval of the Members.

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

Trivandrum
09.05.2025



By Order of the Board

A handwritten signature in blue ink, appearing to be "S. Sumesh".

S. Sumesh
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](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 : 2nd June 2025 at 11.00 am

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 (1 /2025-26) of the Company will be held at 11.00 AM on Monday the 2nd Day of June 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:

	SPECIAL BUSINESS:
1.	Enhancement of Borrowing power from Rs.3,500 crores to 5.000 crores.
2.	Creation of charge on the Assets of the Company.
3.	Issue of Non-Convertible Debentures/sub debt/other instruments on Private Placement.
4.	Reappointment of Mr.Suresh Mahalingam (DIN:01781730) as an Independent Director.
5.	Approval for entering into a Related Party Transaction for Business Correspondent (BC) engagement with MFL, Holding Company.

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

AFFIX
Revenue
Stamp of
Re. 1

Signed this day of 2025

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*



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

ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING (1/2025-26) ON 2nd June, 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 Extra Ordinary General Meeting (1 /2025-26) 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 2nd day of June, 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.

ROUTE MAP TO THE VENUE

