



25-08-2023

Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Tower,
Dalal Street
Mumbai – 400 001

Dear Sir / Madam,

Sub: Notice of the 25th Annual General Meeting of the Company
Ref: Regulation 50 of Securities and Exchange Board of India (LODR) Regulations 2015

Please find enclosed Notice of the Annual General Meeting given to shareholders of the Company, today i.e 25th August 2023. The said notice forms part of the Annual Report of the Company for the Financial Year 2022-2023.

Kindly take our submission on record.

Thanking You,

Yours faithfully

For Muthoottu Mini Financiers Limited

MATHEW

MUTHOOTTU

Mathew Muthoottu
Managing Director
DIN: 01786534

Digitally signed by
MATHEW MUTHOOTTU

Date: 2023.08.25
11:20:53 +05'30'

Registered & Corporate Office

65/623 K, Muthoottu Royal Towers,
Kaloor, Kochi, Ernakulam, Kerala- 682017, India
Tel: +91484 2912100, E-mail: info@muthoottumini.com

NOTICE TO MEMBERS

Notice is hereby given that the 25th Annual General Meeting of the members of Muthoottu Mini Financiers Limited CIN-U65910KL1998PLC012154 will be held on Monday, the 18th September 2023 at 11 a.m at the Registered Office of the Company at 65/623 K Muthoottu Royal Towers, Kaloor, Kochi, Ernakulam, Kerala-682017 to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Balance Sheet as on 31st March 2023, Statement of Profit and Loss, Cash Flow Statement, Statement of changes in Equity and Notes on accounts for the year ended on that date along with report of Board of Directors and Auditors thereon and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution.

"RESOLVED THAT the Company do hereby adopt the Audited Balance Sheet as on 31st March 2023, Statement of Profit and Loss, Cash Flow Statement, Statement of changes in Equity and Notes on accounts for the year ended on that date, along with report of Board of Directors and Auditors."

2. To appoint director in place of Mr.Mathew Muthoottu, who retires from office by rotation and being eligible, offers himself for re-appointment and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr.Mathew Muthoottu (DIN: 01786534), who retires by rotation, be and is hereby re-appointed as a Director of the Company whose office is liable to retirement by rotation."

Special Business:

3. Approval of related party transactions under section 188 of the Companies Act 2013- Corporate Guarantee/Collateral security from Muthoottu Mini Hotels Private Limited.

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 188 and other applicable provisions if any, of the Companies Act 2013 and the rules made there under (including statutory modifications, amendments and enactments thereto, for the time being in force), consent of shareholders of the Company be and is hereby accorded to M/s. Muthoottu Mini Financiers Limited(MMFL) for availing/ continue to avail corporate guarantee/collateral security from Muthoottu Mini Hotels private limited for the credit facilities availed by MMFL from banks/financial institutions aggregating up to Rs.750 Cr. (seven hundred fifty Crores)"



“RESOLVED FURTHER THAT Mr. MATHEW MUTHOOTTU (DIN: 01786534), Mrs. NIZZY MATHEW (DIN: 01680739) or any one of the Directors of the Company be and is hereby authorized to carry on all actions in this regard.”

4. Approval of related party transactions under section 188 of the Companies Act 2013- Corporate Guarantee/Collateral security from Muthottu Mini Theaters Private Limited

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 188 and other applicable provisions if any, of the Companies Act 2013 and the rules made there under (including statutory modifications, amendments and enactments thereto, for the time being in force), consent of shareholders of the Company be and is hereby accorded to M/s. Muthoottu Mini Financiers Limited(MMFL) for availing/ continue to avail corporate guarantee/collateral security from Muthoottu Mini Theatres private limited for the credit facilities availed by MMFL from banks/financial institutions aggregating up to Rs.750 Cr. (seven hundred fifty Crores)”

“RESOLVED FURTHER THAT Mr. MATHEW MUTHOOTTU (DIN: 01786534), Mrs. NIZZY MATHEW (DIN: 01680739) or any one of the Directors of the Company be and is hereby authorized to carry on all actions in this regard.”

By the Order of the Board


Mathew Muthoottu
Managing Director
(DIN: 01786534)

Place: Kochi
Date: 25-08-2023

Notes

1. A member entitled to attend and vote at the general meeting is entitled to appoint a proxy to attend and vote on a poll, instead of himself/herself and the proxy need not be a member. A person can act as proxy on behalf of members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company. Further, a member holding more than ten percent 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 proxy for any other person or member. The instrument appointing



proxy must be deposited at the registered office of the company not less than 48 hours before the time of holding the meeting.

2. Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of item No.4 annexed hereto and forms part of this notice.

3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

4. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips to the Meeting.

5. The Register of Directors and their Shareholding, Register of Contracts or Arrangements in which Directors are interested maintained as per the provisions of Companies Act, 2013 and all other relevant documents referred in this Notice and the Explanatory Statement shall be open for inspection by the Members at the Corporate office of the Company during the business hours on all working days upto the date of AGM.

6. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map along with prominent landmark for easy location to reach the venue of Annual General Meeting is annexed with the notice of Annual General Meeting.

EXPLANATORY STATEMENT

Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of item No. 3 is annexed hereto and forms part of this notice.

In terms of the provisions of Section 102 of the Companies Act, 2013, all items of business proposed to be transacted at an extraordinary general meeting of the Company are treated as special and a statement setting out the material facts concerning such special business shall be annexed to the notice. The said material facts shall relate to the nature of concern, interest, financial or otherwise of every director or manager, if any of the company and every key managerial personnel and relatives of these persons. Further, any other information or facts that may enable members to understand the meaning, scope and implication of the item of business shall also be furnished in the statement.

Item No.3

Approval of related party transactions under section 188 of the Companies Act 2013-Corporate Guarantee / Collateral Security from Muthoot Mini Hotels Private Limited

The Company requires more funds to carry on its business in a more effective manner. The Board of Directors or a committee thereof borrow funds from Banks/Financial Institutions to meet



immediate requirements of its working capital, within the borrowing limits of the Company currently at 5000 crores.

At the request of Muthoottu Mini Financiers Limited (MMFL) M/s. Muthoottu Mini Hotels Private Limited has granted corporate guarantee/collateral security for the credit facilities availed from banks/financial institutions. The members of MMFL at the extraordinary General Meeting held on 29th June 2022 have accorded consent for availing the corporate Guarantee/collateral security for an amount not exceeding 500 crores.

However there are more funds expected from banks in the nature of fresh loans and enhancement of the existing facilities and financial institutions in the nature of WCDL/ Cash credit and in the nature of term loans. Therefore the Board in its Meeting held on 14th August 2023 has approved raising funds using the corporate Guarantee and collateral securities of Muthoottu Mini Hotels not exceeding 750 crores

Borrowing money using the Corporate Guarantee/collateral security of Muthoottu Mini Hotels Limited, is a related party transaction as per section 188 of the Companies Act 2013. Hence approval of the shareholders by way of resolution is sought in this regard.

Your Directors recommend the passing of the above resolution as a special resolution.

Mr. Mathew Muthoottu and Ms. Nizzy Mathew are interested directors who are also the Directors and shareholders of Muthoottu Mini Hotels private Limited.

None of the other Directors and Key Managerial Personnel are interested in the resolution.

Additional information

a).Name of the related party and nature of relationship: Muthottu Mini Hotels Private Limited is a company promoted by Mrs.Nizzy Mathew, Whole time Director and Mr.Mathew Muthoottu, Managing Director who are also shareholders and directors of Muthoottu Mini Financiers Limited.

b). The nature, duration of the contract and particulars of the contract or arrangement: To borrow/ continue borrowing money on the basis of corporate guarantee/collateral security in the name of Muthoottu Mini Hotels Private Limited.

c). The material terms of the contract or arrangement including the value, if any; Not Applicable

d). any advance paid or received for the contract or arrangement, if any; Not Applicable

e). the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract- Not Applicable



f). whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors-Not Applicable

g). any other information relevant or important to take a decision on the proposed transaction.

The amount borrowed including amount proposed to be borrowed for which the guarantee/ collateral security shall be up to Rs.750 Crores. (seven Hundred fifty Crores).

Memorandum of interest of relatives/KMP

Name	Nature of relationship	No. Of shares held	% of paid up share capital
Mathew Muthoottu, Managing Director	Son of Mrs.Nizzy Mathew	14779912	59.23
Nizzy Mathew, Chairman and Wholetime Director	Mother of Mr.Mathew Muthoottu	3354446	13.44

The Resolution is recommended to the members for approval as special resolution.

Item No.4

Approval of related party transactions under section 188 of the Companies Act 2013- Corporate Guarantee / Collateral Security from Muthottu Mini Theaters Private Limited

The Company requires more funds to carry on its business in a more effective manner. The Board of Directors or a committee thereof borrow funds from Banks/Financial Institutions to meet immediate requirements of its working capital, within the borrowing limits of the Company currently at 5000 crores.

At the request of Muthoottu Mini Financiers Limited (MMFL) M/s. Muthottu Mini Theaters Private Limited has granted corporate guarantee/collateral security for the credit facilities availed from banks/financial institutions. The members of MMFL at the extraordinary General Meeting held on 29th June 2022 have accorded consent for availing the corporate Guarantee/collateral security for an amount not exceeding 500 crores.

However there are more funds expected from banks in the nature of fresh loans and enhancement of the existing facilities and financial institutions in the nature of WCDL/ Cash credit and in the nature of term loans. Therefore the Board in its Meeting held on 14th August 2023 has approved



raising funds using the corporate Guarantee and collateral securities of M/s. Muthottu Mini Theaters Private Limited not exceeding 750 crores

Borrowing money using the Corporate Guarantee/collateral security of M/s. Muthottu Mini Theaters Private Limited, is a related party transaction as per section 188 of the Companies Act 2013. Hence approval of the shareholders by way of resolution is sought in this regard.

Your Directors recommend the passing of the above resolution as a special resolution.

Mr. Mathew Muthottu and Ms. Nizzy Mathew are interested directors who are also the Directors and shareholders of Muthottu Mini Hotels private Limited.

None of the other Directors and Key Managerial Personnel are interested in the resolution.

Additional information

a).Name of the related party and nature of relationship: M/s. Muthottu Mini Theaters Private Limited is a company promoted by Mrs.Nizzy Mathew, Whole time Director and Mr.Mathew Muthottu, Managing Director who are also shareholders and directors of Muthottu Mini Financiers Limited.

b). The nature, duration of the contract and particulars of the contract or arrangement: To borrow/ continue borrowing money on the basis of corporate guarantee/collateral security in the name M/s. Muthottu Mini Theaters Private Limited

c). The material terms of the contract or arrangement including the value, if any; Not Applicable

d). any advance paid or received for the contract or arrangement, if any; Not Applicable

e). the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract- Not Applicable

f). whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors-Not Applicable

g). any other information relevant or important to take a decision on the proposed transaction.

The amount borrowed including amount proposed to be borrowed for which the guarantee/ collateral security shall be up to Rs.750 Crores. (seven Hundred fifty Crores).

Memorandum of interest of relatives/KMP



Name	Nature of relationship	No. Of shares held	% of paid up share capital
Mathew Muthoottu, Managing Director	Son of Mrs.Nizzy Mathew	14779912	59.23
Nizzy Mathew, Chairman and Wholetime Director	Mother of Mr.Mathew Muthoottu	3354446	13.44

The Resolution is recommended to the members for approval as special resolution.

By the Order of the Board



Mathew Muthoottu
Managing Director
(DIN: 01786534)

Place: Kochi

Date: 25-08-2023



MUTHOOTTU MINI FINANCIERS LIMITED
(CIN: U65910KL1998PLC012154)
65/623K, MUTHOOTTU ROYAL TOWERS, KALOOR
KOCHI Ernakulam Kerala 682017
Website: www.muthoottumini.com Email: info@muthoottumini.com

ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the Hall)

I hereby record my presence at the 26th Annual General Meeting of the Company, to be held on Monday, 18th day of September, 2023 at 11.00 a.m. at the registered office of the Company at 65/623 K, Muthoottu Royal Towers, Kaloor, Kochi, Ernakulam, Kerala-682017.

Folio No/DP ID/Client ID:

Full Name of the Shareholder in Block Letters:

No. of Shares held:

Name of Proxy (if any) in Block Letters:

Signature of the Shareholder/Proxy/Representative*

* Strike out whichever is not applicable.



MUTHOOTTU MINI FINANCIERS LIMITED
(CIN: U65910KL1998PLC012154)
65/623K, MUTHOOTTU ROYAL TOWERS, KALOOR
KOCHI Ernakulam Kerala 682017
Website: www.muthoottumini.com Email: info@muthoottumini.com

PROXY FORM
(Form MGT - 11)

(Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014)

Name of the member(s):
Registered address:
E-mail id:
Folio, No/DP ID & Client ID:

I/We, being the holder(s) ofshares of the above-named Company hereby appoint

1. Name:
Address:.....

Email id:.....
Signature:..... or failing him

2. Name:
Address:.....

Email id:.....
Signature:..... or failing him

3. Name:
Address:.....

Email id:.....
Signature:.....

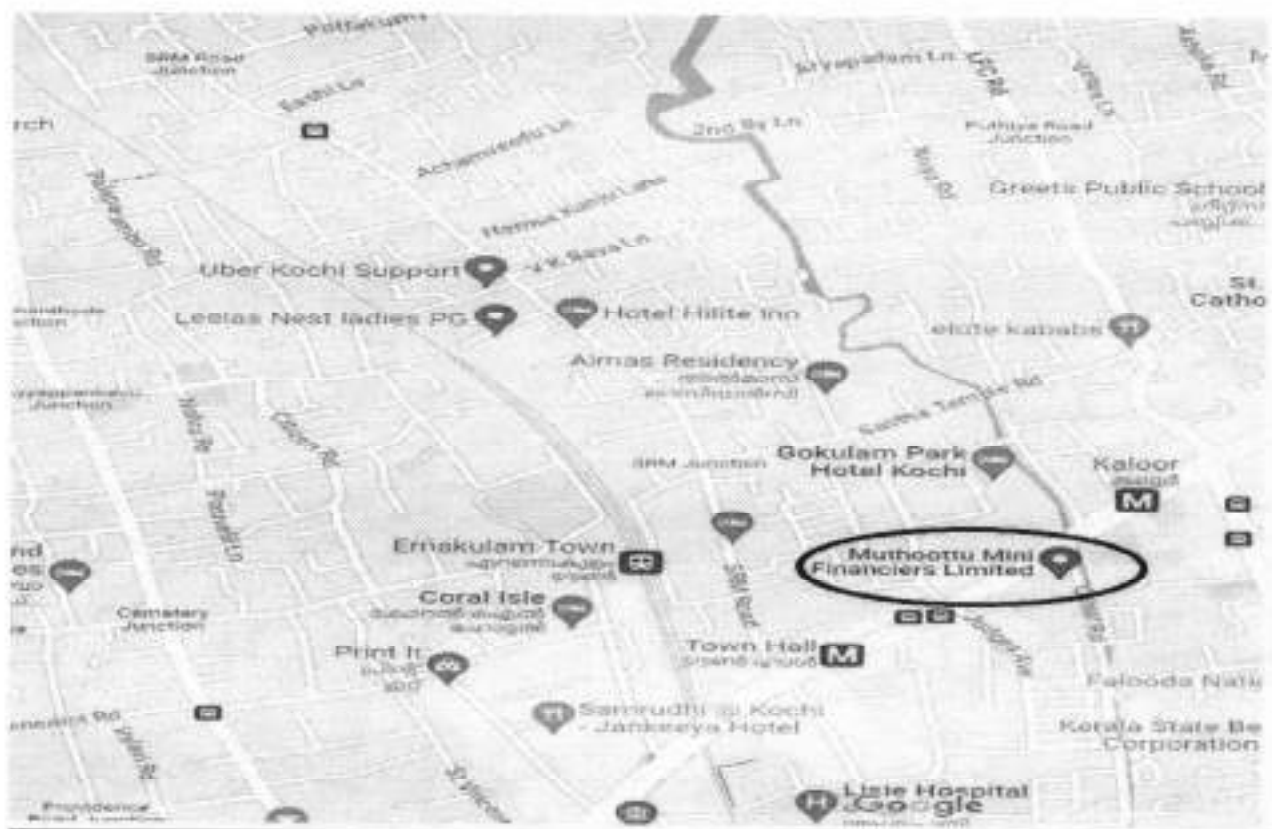
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on Monday, 18th day of September, 2023 at 11.00 a.m at 65/623 K, Muthoottu Royal Towers, Kaloar, Kochi, Ernakulam, Kerala-682017, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resol. No	Particulars of Business		
	Ordinary Business	For	Against



1	Adoption of Audited Statement of Profit and Loss for the financial year ended March 31, 2019, the Audited Balance Sheet as at that date, together with the Cash Flow Statements, the Report of the Board of Directors and Independent Auditors thereon		
2	To appoint a Director in the place of Mr. Mathew Muthoottu (DIN: 01786534) who retires by rotation.		
Special Business		For	Against
3	Approval of related party transactions under section 188 of the Companies Act 2013-Corporate Guarantee/Collateral security from Muthoottu Mini Hotels Private Limited		
4	Approval of related party transactions under section 188 of the Companies Act 2013-Corporate Guarantee/Collateral security from Muthoottu Mini Theaters Private Limited		

Route Map-Venue of AGM



Prominent Land Mark – Venue of AGM

- Near to Kaloor Metro Station
- Opposite to Pothys

