

**26-03-2024**

**To,**

**BSE Limited,  
Phiroze Jeejeebhoy Tower,  
Dalal Street,  
Mumbai – 400 001**

**Dear Sir,**

**Sub: Notice of Extra-Ordinary General Meeting (EGM) of the Company**

Please find enclosed herewith the notice of Extra-Ordinary General Meeting (EGM) of Muthoottu Mini Financiers Limited scheduled to be held on Monday, April 01, 2024 at 11.00 a.m at the Registered Office of the Company at 65/623K, Muthoottu Royal Towers, Kaloor, Kochi, Ernakulam, Kerala – 682017.

The Notice of the EGM is also available on the website of the Company:  
[//www.muthoottumini.com/](http://www.muthoottumini.com/)

Kindly take the same on record

Thanking You,  
For Muthoottu Mini Financiers Limited

**MATHEW**

**MUTHOOTTU**

Mathew Muthoottu  
Managing Director  
DIN: 01786534

Digitally signed by  
MATHEW MUTHOOTTU  
Date: 2024.03.26 16:34:12  
+05'30'

## NOTICE TO MEMBERS

Notice is hereby given that an Extraordinary General Meeting of the members of Muthoottu Mini Financiers Limited CIN-U65910KL1998PLC012154 will be held on Monday, 01<sup>st</sup> April 2024 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:

### Special Business:

#### **1. Appointment of Mr. Mampuzha Mathew Herbert DIN 00640728 as an Independent Director**

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

**“RESOLVED THAT** as per Section 149, 152 of the Companies Act, 2013(“the Act”) read with rules thereunder and other applicable regulations, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded for appointment of Mr. Mampuzha Mathew Herbert, DIN 00640728 as Independent Director, not liable to retire by rotation for a period commencing from 01-04-2024 to 31-03-2025.

**RESOLVED FURTHER THAT** any of the Directors(s) or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

#### **2. Reappointment of Mr.Mathew Muthoottu, DIN: 01786534 as Managing Director**

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 contained in Section 196,203 of the Companies Act, 2013(“the Act”) read with rules thereunder and other applicable provisions, regulations, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded for the appointment of Mr. Mathew Muthoottu, DIN: 01786534 as Managing Director of the Company for the period of three years commencing from 30-05-2024 to 30-05-2027.



**RESOLVED FURTHER THAT** Mr. Mathew Muthoottu, DIN: 01786534 in the capacity of Managing Director will be entrusted with among others the powers, authorities, functions, duties, responsibilities by Board of Directors of the Company, from time to time.

**RESOLVED FURTHER THAT** any of the Board of Directors or Company Secretary be and is hereby authorised to do all such acts, deeds and things as may be necessary, proper and expedient for the purpose of giving effect to this resolution including filing of resolutions with Registrar of Companies, Kerala & Lakshadweep.”

### **3. Approval of payment of remuneration to Mr. Mathew Muthoottu, DIN: 01786534 Managing Director**

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 contained in Section 196, 197,198, 203 and other applicable provisions of the Companies Act, 2013 and the rules thereunder read with Schedule V (Part II Section I of Schedule V) approval be and is hereby accorded for payment of remuneration not exceeding Rs.25 lakhs per month effective from 01<sup>st</sup> January 2024, with liberty to the Board to alter and vary such terms and conditions including remuneration so as not to exceed the limits specified in Part II Section I of Schedule V of the Companies Act, 2013, or any amendments thereto as may be decided by the Board of Directors.

**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary of the Company be and is hereby authorized to file necessary return with the Registrar of Companies, Kerala & Lakshadweep.”

### **4. Approval of related party transactions under section 188 of the Companies Act 2013- Corporate Guarantee from Muthoottu Mini Hotels Private Limited.**

To consider and, if thought fit, to pass with or without modification, 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 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.1000 Cr. (One Thousand Crores)”





**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary of the Company be and is hereby authorized to carry on all actions in this regard.”

**5. Approval of related party transactions under section 188 of the Companies Act 2013- Corporate Guarantee from Muthoottu Mini Theaters Private Limited**

To consider and, if thought fit, to pass with or without modification, 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 corporate guarantee/collateral security from Muthoottu Mini Theatres private limited for the credit facilities availed by MMFL from banks/financial institutions aggregating upto Rs.1000 Cr. (One Thousand Crores)”

**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary of the Company be and is hereby authorized to carry on all actions in this regard.”

**6. Modification of objects clause of Memorandum of Association of the company by addition of the following clauses in the objects clause of Memorandum of Association**

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

“**RESOLVED THAT** pursuant to provisions of Section 13(1) of the Companies Act, 2013(“the Act”) read with rules thereunder and other applicable regulations, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Shareholders of the Company be and is hereby accorded for addition of the following clauses after clause 7 in Clause III A of the objects clause of the Memorandum of Association of the Company:-

8. To extend financial assistance, credit facilities, and loans to MSMEs, with or without security for their working capital requirements, expansion plans, capital expenditure, and any other legitimate business purposes as per the guidelines issued by the Reserve Bank of India or other regulatory authorities from time to time.

9. To specifically engage in the business of Full-Fledged Money Changing (FFMC) as authorized by the Reserve Bank of India under the Foreign Exchange Management Act,



1999, and any regulations or guidelines issued thereunder and to enter into agreements, partnerships, alliances, or collaborations with authorized dealers, banks, financial institutions, and other entities to facilitate foreign exchange transactions and enhance the reach and efficiency of the FFMC operations. To undertake any other ancillary or incidental activities that are conducive to the attainment of the above objects or are otherwise necessary or desirable for the conduct of the FFMC business of the Company.

10. To extend, grant, advance money by way of loans including personal loans whether with or without security inter alia consisting of movable or immovable properties including lending of money against any securities whether transferable or negotiable or not.

**RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary of the Company be and are hereby severally authorized to do all such acts; deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Registrar of Companies, Kerala & Lakshadweep or submission of documents with any other authority, for the purpose of giving effect to this Resolution."

**By the Order of the Board**



Mathew Muthoottu  
Managing Director  
DIN: 01786534



Place: Kochi

Date: 26-03-2024

## 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 up to the date of General meeting.
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 General Meeting is annexed with the notice of General Meeting.
7. The notice for this General Meeting is issued at shorter notice. A consent format for the members is enclosed.





## EXPLANATORY STATEMENT

Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of item No. 1 to 6 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 1:- Appointment of Mampuzha Mathew Herbert DIN 00640728 as an Independent Director**

The Board of Directors of the Company at its meeting held on 11-03-2024, based on recommendation of Nomination & Remuneration Committee has recommended to the members for appointment of Mr. Mampuzha Mathew Herbert DIN 00640728 as an Independent Director of the Company, in terms of Section 149 of the Companies Act, 2013.

Mr. Herbert aged 58 is a Fellow member of the Institute of Chartered Accountants of India, Fellow member of the Institute of Public Accountants of Australia and an Associate Member of the Chartered Institute for Securities & Investment (UK). He has more than three decades of experience in the field of Finance & Accounts, Auditing, Taxation & Company law. Your Board considers that his association with the Company as an Independent Director would benefit the Company.

None of the Directors, Key Managerial Personnel of the Company, or their relatives, is interested in this resolution.

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

### **Item No 2. Reappointment of Mr. Mathew Muthoottu, DIN: 01786534 as Managing Director**

The NRC Committee & the Board in their respective meetings held on 13-02-2024 resolved reappointment of Mr. Mathew Muthoottu as Managing Director for a further period of 3 years commencing from 30-05-2024 to 30-05-2027, subject to approval by members at the ensuing general meeting of the company.

Mr. Mathew Muthoottu has been associated with the Company for more than 15 years in the capacity of Executive Director.



None of the other Directors is interested in the above resolution except as disclosed in the memorandum of interest. Mr. Mathew Muthoottu is interested to the extent of the remuneration receivable by him as Managing Director.

None of the Key Managerial persons or their relatives are interested in the resolution.

Mr. Mathew Muthoottu is a promoter Director and holds 14779912 shares in the company comprising 59.23 % of the Paid up share capital of the Company

Memorandum of interest of relatives of Mr. Mathew Muthoottu:

Name	Nature of relationship	No. Of shares held	% of paid up share capital
Nizzy Mathew, Chairman and Wholetime Director of MMFL	Mother	3354446	13.44

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

**Item No 3:- Approval for payment of remuneration to Mr. Mathew Muthoottu, DIN: 01786534 Managing Director**

Mr. Mathew Muthoottu plays a pivotal role in steering the company towards attaining its objectives and ensuring operational efficiency. His leadership and expertise have been instrumental in achieving key milestones for the Company. Considering his contributions to the Company the Board decided to increase his current remuneration. The matter was referred for discussion and approvals by the NRC Committee and the Board members.

Based on the approval and recommendation of Nomination & Remuneration Committee the Board of Directors at their meeting held on 13-02-2024 had increased remuneration of Mr. Mathew Muthoottu, DIN: 01786534, Managing Director for an amount not exceeding Rs.25 lakhs per month effective from 01<sup>st</sup> January 2024 subject to approval by members in the ensuing general meeting.

None of the other Directors is interested in the above resolution except as disclosed in the memorandum of interest. Mr. Mathew Muthoottu is interested to the extent of the remuneration receivable by him as Managing Director.

None of the Key Managerial persons or their relatives are interested in the resolution.

Mr. Mathew Muthoottu is a promoter Director and holds 14779912 shares in the company comprising 59.23 % of the Paid up share capital of the Company

Memorandum of interest of relatives of Mr. Mathew Muthoottu:





Name	Nature of relationship	No. Of shares held	% of paid up share capital
Nizzy Mathew, Chairman and Wholetime Director of MMFL	Mother	3354446	13.44

Your Board recommend the Resolution set out in Item No. 3 as a Special Resolution for approval of the Members.

**Item No.4: Approval of related party transactions under section 188 of the Companies Act 2013-Corporate Guarantee from Muthoottu 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.

MMFL has requested M/s. Muthoottu Mini Hotels Private Limited to give corporate guarantee/collateral security for the credit facilities they propose to avail from banks/financial institutions aggregating up to Rs.1000 Cr.

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.

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.

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

**Additional information**

a).Name of the related party and nature of relationship: Muthoottu 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 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 for the Board 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.1000 Crores. (One Thousand 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.Nizy Muthoottu	14779912	59.23
Nizy 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.5 : Approval of related party transactions under section 188 of the Companies Act 2013-Corporate Guarantee from Muthoottu 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.

MMFL has requested M/s. Muthoottu Mini Theatres Private Limited to give corporate guarantee/collateral security for the credit facilities they propose to avail from banks/financial institutions aggregating up to Rs.1000 Cr.

Borrowing money using the Corporate Guarantee/collateral security of Muthoottu Mini Theatres 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 necessary in this regard.

Mr. Mathew Muthoottu and Ms. Nizy Mathew are interested directors.





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

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

**Additional information**

a).Name of the related party and nature of relationship: Muthoottu Mini Theaters 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 Theaters Private Limited.

b). The nature, duration of the contract and particulars of the contract or arrangement: To borrow money on the basis of corporate guarantee/collateral security in the name of Muthoottu 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 for the Board 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 extended, shall be upto Rs.1000 Crores. (One thousand 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 Muthoottu	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.6: Modification of objects clause of Memorandum of Association of the company by addition of the further clauses in the objects clause of Memorandum of Association**

The company is proposing to undertake SME and personal loan lending activities subject to the rules and regulations prescribed by Reserve Bank of India. The Company is also proposing FFMC ( full-fledged Money Changer) business, subject to approvals of Reserve Bank of India .

These activities are only broadly covered in the objects clause of Memorandum of Association of the company. In order to undertake this activity the objects clause of the company will have to be amended by adding these clauses specifically.

Any change in the objects clause of MOA will have to be approved by the members at a General and this Resolution is put forth for approval by members.

None of the Directors, Key Managerial personnel or their relatives are interested in the Resolution

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: 26-03-2024

**MUTHOOTTU MINI FINANCIERS LIMITED**

(CIN: U65910KL1998PLC012154)

65/623K, MUTHOOTTU ROYAL TOWERS, KALOOR  
KOCHI Ernakulam Kerala 682017Website: [www.muthoottumini.com](http://www.muthoottumini.com) Email: [info@muthoottumini.com](mailto: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 Extra Ordinary General Meeting of the Company, held on Monday 01-04-2024 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 682017Website: [www.muthoottumini.com](http://www.muthoottumini.com) Email: [info@muthoottumini.com](mailto: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 &amp; Client ID:

I/We, being the holder(s) of .....shares 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  
Extraordinary General Meeting of the Company, held on Monday 01-04-2024 at 11.00 a.m  
at 65/623 K, Muthoottu Royal Towers, Kaloor, Kochi, Ernakulam, Kerala-682017, and at any  
adjournment thereof in respect of such resolutions as are indicated below:



Resol. No	Particulars of Business		
Special	Business	For	Against
1	Appointment of Mampuzha Mathew Herbert DIN 00640728 as an Independent Director		
2	Reappointment of Mr.Mathew Muthoottu, DIN: 01786534 as Managing Director		
3	Approval for payment of remuneration to Mr. Mathew Muthoottu, DIN: 01786534 Managing Director		
4	Approval of related party transactions under section 188 of the Companies Act 2013-Corporate Guarantee from Muthoottu Mini Hotels Private Limited		
5	Approval of related party transactions under section 188 of the Companies Act 2013-Corporate Guarantee from Muthoottu Mini Theaters Private Limited		
6	Alteration of object clause of Memorandum of Association		

THE COMPANIES ACT 2013  
**Consent of Shareholder for Shorter Notice**  
(Pursuant to Section 101(1))

To,

The Board of Directors  
**MUTHOOTTU MINI FINANCIERS LIMITED**  
65/623K, Muthoottu Royal Towers  
Kaloor, Kochi, Ernakulam-682017

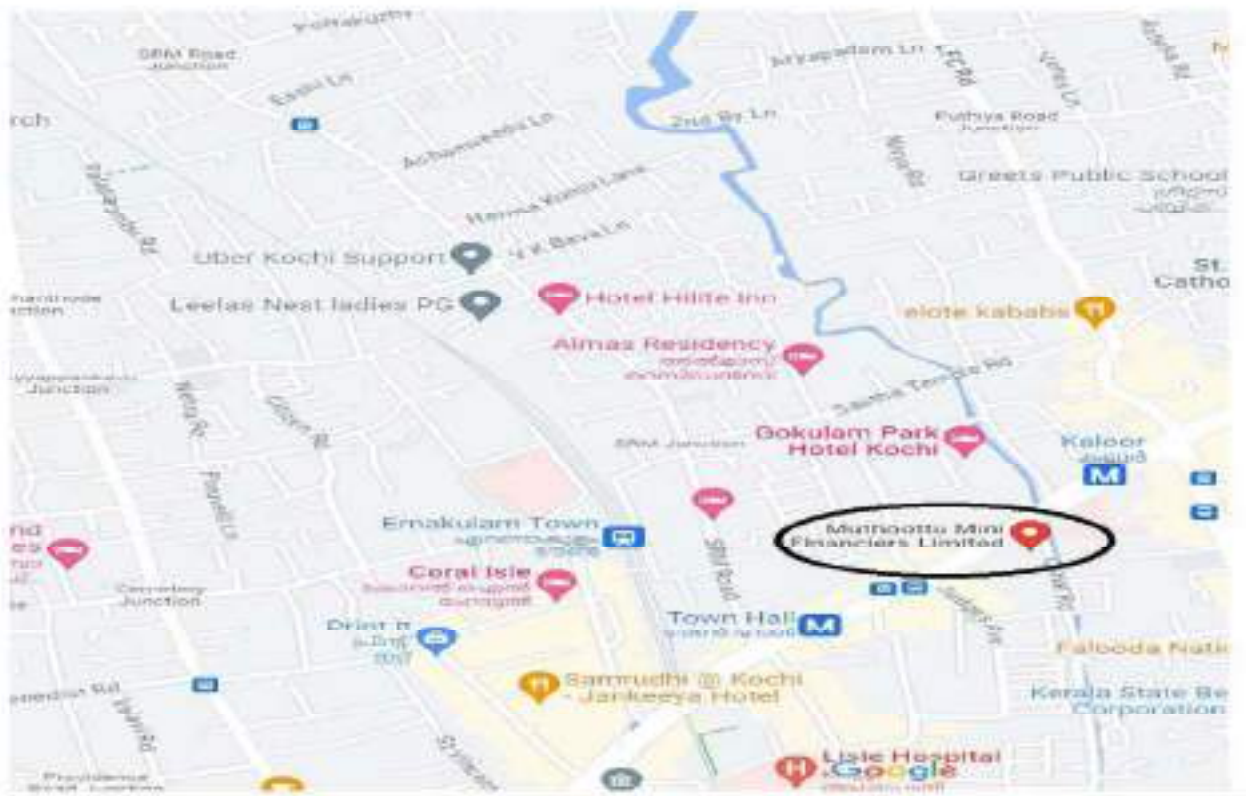
**Sub: Consent to hold Extra Ordinary General Meeting at Shorter Notice**

I, \_\_\_\_\_ residing at \_\_\_\_\_ holding \_\_\_\_\_ equity shares of Rs. 100/- each in the Company in my own name hereby give consent, pursuant to section 101(1) of the Companies Act 2013, to hold Extraordinary General Meeting of the company on 01<sup>st</sup> April, 2024 at Muthoottu Royal Towers, Kaloor, Kochi, Ernakulam-682017 at a shorter notice.

Name:

Date:

Route Map-Venue of EGM



Prominent Land Mark – Venue of AGM

- Near to Kaloor Metro Station
- Opposite to Pothys