

## NOTICE TO MEMBERS

Notice is hereby given that the 26<sup>th</sup> Annual General Meeting of the members of Muthoottu Mini Financiers Limited CIN-U65910KL1998PLC012154 will be held on Monday, the 30<sup>th</sup> September 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:

### Ordinary Business

1. **To receive, consider and adopt the Balance Sheet as on 31<sup>st</sup> March 2024, 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 31<sup>st</sup> March 2024, 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 Mrs.Nizzy Mathew, who retires from office by rotation and being eligible, offers herself for re-appointment and to pass the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mrs. Nizzy Mathew (DIN: 01680739), who retires by rotation, be and is hereby re-appointed as a Director of the Company whose office is liable to retirement by rotation.”

3. **Appointment of Statutory Auditors**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rule, 2014, and other applicable provisions of the companies act 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and guidelines prescribed by Reserve Bank of India pertaining to appointment of Statutory Auditors, consent of the members be and is hereby accorded to appoint Mohandas & Associates, Chartered Accountants, FRN No 002116S, as the Statutory Auditors of the Company for a period of 3 years commencing from the FY 2024-25, to undertake the statutory Audit for the Financial years 2024-25, 2025-26 and 2026-27 and to hold office till the conclusion of the Annual General Meeting of the Company for the FY 2026-27 held for adoption of Financial Statements for FY 2026-27 on such remuneration as may be decided by the Board of Directors in consultation with the Auditors”.



**Special Business:****4. 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.1000 Cr. (One Thousand 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.”

**5. Approval of related party transactions under section 188 of the Companies Act 2013-Corporate Guarantee/Collateral security from Muthoottu 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.1000 Cr. (One Thousand 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.”



**6. To adopt Memorandum of Association of the Company in line with the provisions of Companies Act, 2013**

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 13 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification or re-enactment thereof for the time being in force) and the rules framed thereunder, as amended from time to time, and subject to such other approvals as may be necessary, consent of the Members of the Company be and is hereby accorded to adopt Memorandum of Association by aligning the existing Memorandum of Association as per the provisions of the Companies Act, 2013. ”

**7. To approve the adoption of new set of Articles of Association of Company**

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 5 and 14 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the rules made thereunder and subject to such other requisite approvals, if any, in this regard from appropriate authorities and in order to align it with the requirements of the provisions of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as amended (the “SEBI Regulations”) and other applicable provisions, if any, the new set of Articles of Association of the Company be and is hereby adopted in the manner and to the extent as hereunder:

- i) the existing rules and regulations, as contained in the Articles of Association of the Company be and are hereby deleted;
- ii) the new set of Articles of Association as per the provisions of Companies Act, 2013 be and are hereby approved and adopted as the new set of Articles of Association of the Company and shall substitute in its entirety the existing Articles of Association of the Company; and

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such actions and steps for the purpose of making all such filings and registration(s) as may be required in relation to the aforesaid adoption of new set of Articles of Association and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution.”



**8. To Approve Alteration of the main objects clause by adding new object clauses in the 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 approval of the Members 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, subject to approval of RoC and other Statutory authorities as may be deemed necessary and consent hereby be accorded to the Board of Directors to make such modifications as may be directed by the RoC/Statutory Authorities in this regard:-

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: 17-09-2024

## 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 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. 4-9 is annexed hereto and forms part of this notice.***

In terms of the provisions of Section 102 of the Companies Act, 2013, a statement setting out the material facts concerning 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.4**

#### **Approval of related party transactions under section 188 of the Companies Act 2013- Corporate Guarantee / Collateral Security 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.

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. Further 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 14<sup>th</sup> August 2024 has approved raising funds using the corporate Guarantee and collateral securities of Muthoottu Mini Hotels not exceeding 1000 crores.

The transaction is a continuing material related party transaction as per the provisions of section 188 of the Companies Act 2013. Hence approval of the shareholders by way of resolution is sought for the said continuing material related party transaction.

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.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	14859912	59.36%
Nizzy Mathew, Chairman and Wholetime Director	Mother of Mr.Mathew Muthoottu	3354446	13.40%

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 / Collateral Security 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.

At the request of Muthoottu Mini Financiers Limited (MMFL) M/s. Muthoottu Mini Theaters Private Limited has granted corporate guarantee/collateral security for the credit facilities availed from banks/financial institutions. Further 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 14<sup>th</sup> August 2024 has approved raising funds using the corporate Guarantee and collateral securities of M/s. Muthoottu Mini Theaters Private Limited not exceeding 1000 crores

The transaction is a continuing material related party transaction as per the provisions of section 188 of the Companies Act 2013. Hence approval of the shareholders by way of resolution is sought for the said continuing material related party transaction.

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:** M/s. 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 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. 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 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 Muthoottu	14859912	59.36%
Nizzy Mathew, Chairman and Wholtime Director	Mother of Mr.Mathew Muthoottu	3354446	13.40%

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

**Item 6**

**To adopt amended Memorandum of Association of the Company in line with the provisions of Companies Act, 2013.**

The existing Memorandum of Association ("MoA") of the Company is based on Companies Act, 1956. Now it is proposed to amend the MoA of the Company in terms of provisions of Companies Act, 2013.

In this regard, the Members are requested to consider and approve the adoption of new set of MoA of the Company, in order to align it with the requirements of the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Listing Obligations and Disclosure Requirements) Regulations, 2015 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as amended (the "SEBI Regulations") and other applicable provisions, if any.

Any adoption of MOA will have to be approved by the members at a general meeting and hence 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.



**Item 7****To approve the adoption of new set of Articles of Association of Company**

The following statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice:

The existing Articles of Association ("AoA") of the Company is based on Companies Act, 1956. Now it is proposed to amend the AoA of the Company in terms of provisions of Companies Act, 2013.

In this regard, the Members are requested to consider and approve the adoption of new set of AoA of the Company, in order to align it with the requirements of the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Listing Obligations and Disclosure Requirements Regulations, 2015 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as amended (the "SEBI Regulations") and other applicable provisions, if any.

The new set of AoA of the Company may be adopted in the manner and to the extent as hereunder

i) the existing rules and regulations, as contained in the Articles of Association of the Company be and are hereby deleted;

ii) the new set of Articles of Association of the Company as per the provisions of Companies Act, 2013 be and are hereby approved and adopted as the new set of Articles of Association of the Company and shall substitute in its entirety the existing Articles of Association of the Company; and

The Board of Directors of the Company has proposed to adopt the new set of AoA of the Company as required under the above said requirement in its meeting held on 14<sup>th</sup> August 2024.

It is therefore considered expedient to adopt an entirely new set of AoA drawn in conformity with the requirements of the Act and SEBI Regulations. The draft of the new set of the AoA are made available for inspection by the members of the Company at the registered office of the Company on all working days during the office hours up to the date of the Annual General Meeting.

Pursuant to Section 14 of the Companies Act, 2013, alteration/adoption of the AoA requires approval of the members of the Company by way of Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives, if any, are concerned / interested (financially or otherwise in the aforesaid resolution except to the extent of their shareholding in the Company.

The Board recommends the Special Resolution as set forth in Item No. 7 of the Notice for the approval of the Members of the Company.



**Item No. 8****Alteration of the main objects clause by adding new object clauses in the Memorandum of Association**

The Company is proposing to venture into 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: 17-09-2024