

## NOTICE TO MEMBERS

Notice is hereby given that an Extraordinary General Meeting of the members of Muthoottu Mini Financiers Limited will be held on Monday, 23<sup>rd</sup> December 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 to transact the following business:

### **Special Business:**

#### **Item No:01 - Approval of the appointment of Mr. Venugopal Kuttappan Nair as a Non-Executive Independent Director**

To consider, and if thought fit, to pass the following resolution as a Special Resolution;

**RESOLVED THAT** pursuant to the provisions of Sections 149,150,152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rule, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), consent of the shareholders be and is hereby accorded to approve the appointment of Mr. Venugopal Kuttappan Nair as an Independent Director (Non-Executive) of the Company for the first tenure starting from 08.10.2024 to 08.10.2025.”

**RESOLVED FURTHER THAT** any of the director or Company secretary is authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.

By order of the Board of Directors  
**For Muthoottu Mini Financiers Limited**



**Mathew Muthoottu**  
**Managing Director**  
**DIN: 01786534**

Date: 30.11.2024  
Place: Ernakulam

**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 up to 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.1 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 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. 01 is annexed hereto and forms part of this notice.

### **Item No 1:- Appointment of Mr. Venugopal Kuttappan Nair DIN: 06783512 as an Independent Director**

Mr. Venugopal Kuttappan Nair (DIN: 06783512), was appointed as an Additional - Independent Director (Non-executive) of the Company on the board of directors in their Board Meeting held on 08<sup>th</sup> October, 2024 for a period of one year with effect from October 8, 2024, subject to approval by the members at the ensuing General Meeting within three months of the date of appointment in Board.

The appointment of Mr. Venugopal Kuttappan Nair has been duly verified by the Nomination and Remuneration Committee. The Committee, after examining his qualifications, experience, and independence, found him to satisfy the criteria prescribed under the Companies Act, 2013, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, the Committee recommended his appointment as an Independent Director on the Board.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 approval of the members of the Company is required for ratification of Mr. Venugopal Kuttappan Nair (DIN: 06783512) from Additional Independent Director to Independent Director of the Company for a term up to one year with effect from 08<sup>th</sup> October 2024 to 08<sup>th</sup> October 2025. The appointment of Mr. Venugopal Kuttappan Nair shall be ratified and approved by the members in the ensuing General meeting within three months of the date of appointment in Board.

Hence, this resolution is placed before the members for their consideration and approval at the Extraordinary General Meeting. The Board recommends the passing of this resolution as set out in the notice of the meeting.

The Company has also received a declaration from Mr. Venugopal Kuttappan Nair declaring that he continues to meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company other than Mr. Venugopal Kuttappan Nair, are concerned or interested, financially or otherwise, in the resolution.

By order of the Board of Directors  
**For Muthoottu Mini Financiers Limited**



**Mathew Muthoottu**  
**Managing Director**  
**DIN: 01786534**

Date: 30.11.2024  
Place: Ernakulam

**MUTHOOTTU MINI FINANCIERS LIMITED**

(CIN: U65910KL1998PLC012154)

65/623K, MUTHOOTTU ROYAL TOWERS, KALOOR

KOCHI Ernakulam Kerala 682017

Website: [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 Extraordinary General Meeting of the Company, to be held on Monday 23<sup>rd</sup> December 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 682017

Website: [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:.....

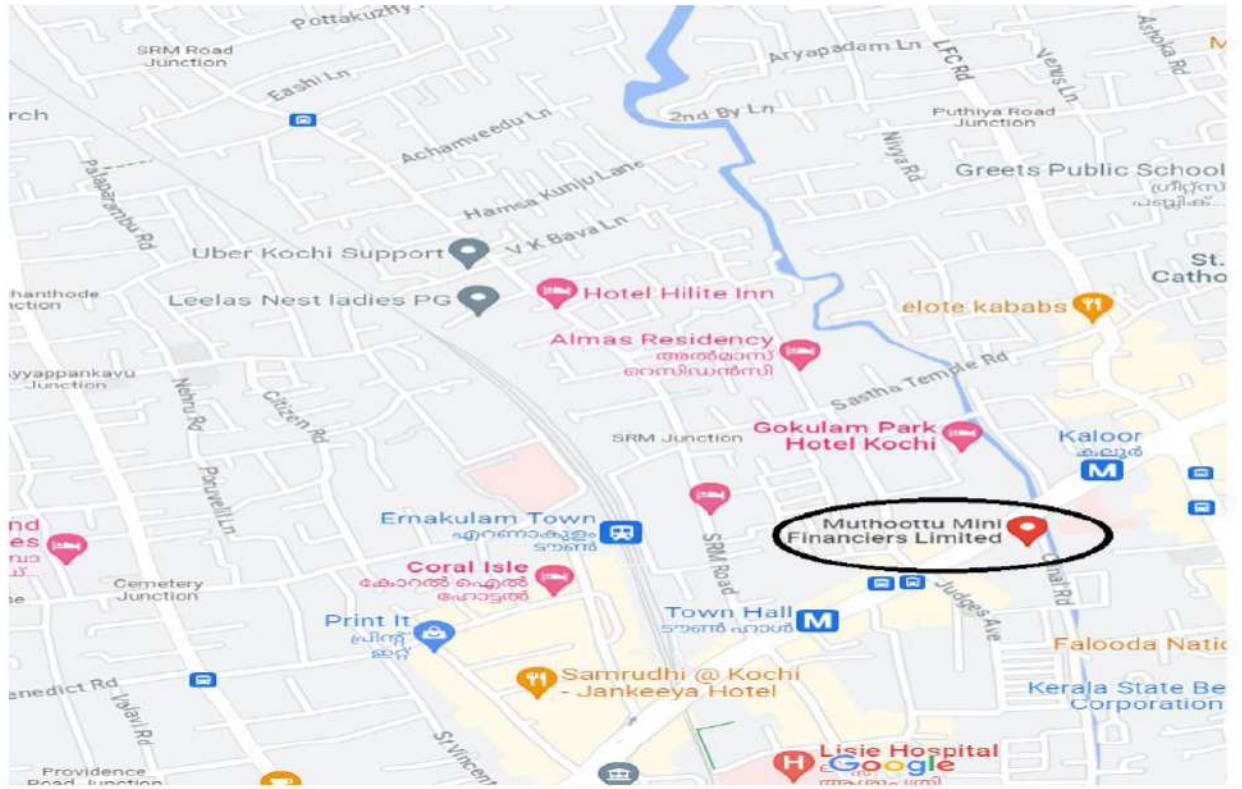
Email id:.....

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, to be held on Monday 23-12-2024 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 Mr. Venugopal Kuttappan Nair DIN: 06783512 as an Independent Director		

### Route Map-Venue of EGM



### Prominent Land Mark – Venue of AGM

- Near to Kaloor Metro Station
- Opposite to Pothys