

## NOTICE TO MEMBERS

Notice is hereby given that the 27<sup>th</sup> Annual General Meeting of the members of Muthoottu Mini Financiers Limited (CIN:U65910KL1998PLC012154) will be held on Monday, the 08<sup>th</sup> day of September 2025 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 2025, 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 2025, 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 a Special 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.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.”

**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 Muthottu 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.”

**5. Approval of related party transactions under section 188 of the Companies Act, 2013 Corporate Guarantee/Collateral security from Mini Muthoottu Credit India 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 Mini Muthoottu Credit India Private Limited for the credit facilities availed by MMFL from banks/financial institutions aggregating up to Rs.500 Cr. (Five Hundred 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. Approval for the reappointment of Mr Venugopal Kuttappan Nair (DIN: 06783512) as Non Executive Independent Director of the Company for the second tenure of Three years.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as 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 re-appointment of Mr. Venugopal Kuttappan Nair (DIN: 06783512) as an Independent Director (Non-Executive) of the Company for the second tenure of three years starting from 09.10.2025 to 08.10.2028.”

**“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.”

**7. Remuneration to Mr.Mathew Muthoottu, Managing Director DIN 01786534**

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 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 of the members of the company be and is hereby accorded for the payment of remuneration to Mr.Mathew Muthoottu, Managing Director not exceeding INR 35 lakhs per month payable with effect from July 01, 2025, as set out in the explanatory statement annexed to this Notice convening the Annual General Meeting, with liberty to the Board to alter and vary such terms and conditions including remuneration so as not to exceed the limits specified in Schedule V (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.”



#### **8. Remuneration to Mrs. Nizzy Mathew – Chairman and Whole time Director, DIN 01680739**

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 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 of the members of the company be and is hereby accorded for the payment of remuneration to Mrs. Nizzy Mathew, Chairman & Whole Time Director not exceeding INR 25 lakhs payable per month with effect from July 01, 2025., as set out in the explanatory statement annexed to this Notice convening the Annual General Meeting, with liberty to the Board to alter and vary such terms and conditions including remuneration so as not to exceed the limits specified in Schedule V (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.”

#### **9. Appointment of BVR & Associates, Company Secretaries, LLP as Secretarial Auditor of the Company**

To consider and if thought fit, to pass the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with relevant rules, if any, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable laws/ statutory provisions, if any, as amended from time to time, the approval of the members be and is hereby accorded for the appointment of BVR & Associates, Company Secretaries, LLP as Secretarial Auditors of the Company commencing from Financial Year 2025-2026 to 2029-2030 on such remuneration plus applicable taxes as may be mutually agreed between board of directors of the Company and secretarial auditors.”

By the Order of the Board



Mathew Muthoottu  
Managing Director  
(DIN: 01786534)

Place: Kochi

Date: 14-08-2025





## 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. 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.3-8 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.3**

#### **Approval of related party transactions under section 188 of the Companies Act 2013- Corporate Guarantee / Collateral Security from Muthootu 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 8000 crores.

At the request of Muthootu Mini Financiers Limited (MMFL) M/s. Muthootu Mini Hotels Private Limited has granted corporate guarantee/collateral security for the credit facilities availed from banks/financial institutions. Further, additional funds are expected from banks/financial institutions in the form of fresh loans or enhancement of existing facilities, such as WCDL, cash credit, term loans, or other credit facilities. Therefore, the Board in its Meeting held on 17-07-2025 has approved raising funds using the corporate Guarantee and collateral securities of Muthootu 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 Muthootu and Ms. Nizzy Mathew are interested directors who are also the Directors and shareholders of Muthootu Mini Hotels private Limited.

None of the other Directors and Key Managerial Personnels 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 Mathew	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.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 8000 crores.



At the request of Muthootu 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. Further, additional funds are expected from banks/financial institutions in the form of fresh loans or enhancement of existing facilities, such as WCDL, cash credit, term loans, or other credit facilities. Therefore the Board in its Meeting held on 17-07-2025 has approved raising funds using the corporate Guarantee and collateral securities of M/s. Muthottu 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 Muthootu and Ms. Nizzy Mathew are interested directors who are also the Directors and shareholders of Muthootu Mini Theatres 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 Muthootu, Managing Director who are also shareholders and directors of Muthootu 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.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 Mathew	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 Mini Muthoottu Credit India 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 8000 crores.

At the request of Muthoottu Mini Financiers Limited (MMFL) M/s. Mini Muthoottu Credit India Private Limited has granted corporate guarantee/collateral security for the credit facilities availed from banks/financial institutions. Further, additional funds are expected from banks/financial institutions in the form of fresh loans or enhancement of existing facilities, such as WCDL, cash credit, term loans, or other credit facilities. Therefore, the Board in its Meeting held on 17-07-2025 has approved raising funds using the corporate Guarantee and collateral securities of Mini Muthoottu Credit India Private Limited not exceeding 500 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 Mini Muthoottu Credit India Private Limited.

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



### Additional information

- (a). **Name of the related party and nature of relationship:** Mini Muthoottu Credit India 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 Mini Muthoottu Credit India 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.500 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 Mathew	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.6

**Approval for the reappointment of Mr Venugopal Kuttappan Nair (DIN: 06783512) as Non Executive Independent Director of the Company for the second tenure of Three years.**

Mr. Venugopal Kuttappan Nair (DIN: 06783512), was appointed as an Additional – Independent Director (Non-executive) of the Company at the board meeting held on 08th October, 2024 . At the EGM held on 23<sup>rd</sup> December 2024 the shareholders ratified the appointment of Mr.Venugopal as Non Executive Independent Director of the Company till 08<sup>th</sup> October 2025.





Now it is proposed to reappoint Mr Venugopal Kuttappan Nair (DIN: 06783512) as the Non Executive Independent Director of the company for the second term from 09-10-2025 to 08-10-2028. The reappointment of Mr. Venugopal Kuttappan Nair has been approved by the Nomination and Remuneration Committee at their meeting held on 17-07-2025. The Committee, after examining his service rendered to the Company, 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. The Committee recommended re-appointment as an Independent Director on the Board for a further period of three years. The Board at their meeting held on 17-07-2025 had considered the recommendation of the Committee and approved reappointment of Mr. Venugopal Kuttappan Nair for the second tenure for a period of three years subject to the approval by the members of the company.

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 reappointment of Mr. Venugopal Kuttappan Nair (DIN: 06783512) as Non executive Independent Director of the Company for the second term of three years with from 09-10-2025 to 08-10-2028 .

Hence, this resolution is placed before the members for their consideration and approval at the Annual General Meeting.

The Board recommends the passing of this resolution as set out in the notice of the meeting as a special resolution.

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.

#### **Item No.7**

##### **Remuneration to Mr. Mathew Muthoottu, Managing Director**

The Nomination and Remuneration Committee in its meeting held on 17-07-2025, after due consideration of the matter with reference 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), recommended that a consolidated salary not exceeding INR 35 Lakhs per month be paid to Mr. Mathew Muthoottu, with effect from remuneration payable from the month of July 2025.

The Board in their meeting held on 17-07-2025 after careful consideration adopted the above recommendations of the Nomination & Remuneration Committee, and fixed his remuneration, as detailed above, subject to the approval of members at the ensuing general meeting.

Mr. Mathew Muthoottu is one of the promoters and Managing Director of the company and is the son of Mrs. Nizy Mathew, Whole Time Director of the Company.



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.

Mrs. Mathew Muthoottu is a Promoter Director and holds 14859912 shares in the company comprising 59.36% of the Paid up share capital of the Company

*Memorandum of interest of relatives/KMP*

Name	Nature of relationship	No. Of shares held	% of paid up share capital
Roy M Mathew, father of Mathew Muthoottu and Shareholder of the Company	Father	999995	4.00%
Nizzy Mathew	Mother	3354446	13.40%

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

**Item No.8**

**Remuneration to Mrs. Nizzy Mathew – Chairman and Whole time Director.**

The Nomination and Remuneration Committee in its meeting held on 17-07-2025, after due consideration of the matter with reference 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), recommended that a consolidated salary not exceeding INR 25 Lakhs per month be paid to Mrs. Nizzy Mathew, with effect from remuneration payable from the month of July 2025.

The Board in their meeting held on 17-07-2025 after careful consideration adopted the above recommendations of the Nomination & Remuneration Committee, and fixed her remuneration, as detailed above, subject to the approval of members at the ensuing general meeting.

Mrs. Nizzy Mathew is one of the promoters of the company and is the mother of Mr. Mathew Muthoottu, Managing Director of the Company.

None of the other directors is interested in the above resolution except as disclosed in the memorandum of interest. Mrs. Nizzy Mathew is interested to the extent of the remuneration receivable by her as Whole Time Director.

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

Mrs. Nizzy Mathew is a Promoter Director and holds 3354446 shares in the company comprising 13.44 % of the Paid up share capital of the Company





*Memorandum of interest of relatives/KMP*

Name	Nature of relationship	No. Of shares held	% of paid up share capital
Roy M Mathew, Husband of Mrs.Nizzy Mathew and Shareholder of the Company	Husband	999995	4.00%
Mathew Muthoottu	Son	14859912	59.36%

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

**Item No 9**

**Appointment of Secretarial Auditor**

As per the provisions of Section 204 of the Companies Act, 2013, and the rules made thereunder, it is mandatory for certain categories of companies to appoint a Secretarial Auditor to conduct a secretarial audit and provide a report on compliance with applicable laws and regulations. In addition, Regulation 24A of the SEBI (Listing Obligations Requirements) Regulations, 2015, also mandates the listed companies to obtain a Secretarial Audit Report.

In compliance with these provision, it is proposed to appoint M/s. BVR & Associates, Company Secretaries, LLP as the Secretarial Auditor of the Company for a period of five years commencing from Financial Year 2025-2026 to 2029-2030. M/s. BVR & Associates, Company Secretaries, LLP will be responsible for conducting the secretarial audit for the Company and issuing the Secretarial Audit Report as per the requirements under the Companies Act, 2013 and SEBI Regulations. M/s. BVR & Associates, Company Secretaries, LLP has consented to act as the Secretarial Auditor of the Company and has confirmed that they are eligible to be appointed in terms of the provisions of the Companies Act, 2013 and related regulations. The remuneration for their services will be determined by the Board of Directors from time to time.

The Board of Directors recommends resolution set out at item No.9 for your consideration and approval by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution, except to the extent of their shareholding in the Company

By the Order of the Board



Mathew Muthoottu  
 Managing Director  
 (DIN: 01786534)

Place: Kochi

Date: 14-08-2025



## ANNEXURE TO THE NOTICE

Details of directors seeking appointment / reappointment at the 27<sup>th</sup> Annual General Meeting in pursuance of provisions of the Companies Act, 2013 and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Name	Mr. Mathew Muthoottu		Mr. Venugopal Kuttappan Nair	
DIN	01786534		06783512	
Age & Date of Birth	35 Years, 29-08-1989		72 Years, 21-10-1952	
Nationality	India		India	
Qualification	Completed Masters in Business Management, University of Cambridge, UK		Post-graduate in MSc from the University of Leeds, UK,	
Terms and Conditions of appointment/reappointment	Reappointment by rotation under section 152(6)		Re appointment in terms of Section 149(6) & 152 for a period of Three years	
Remuneration/ sitting fees received from the Company in the F.Y. 2024-25	294 lakhs		Sitting fees 2.45 lakhs	
Date of appointment on the Board	07-03-2008		08-10-2024	
shareholding in the entity, including shareholding as a beneficial owner.	1,48,59,912 (59.36%)		Nil	
Relationship with other Directors	Relative of Mrs Nizzy Mathew		Nil	
Number of Board meetings attended during the FY 2024-25	Held	28	Held	12
	Attended	28	Attended	12





**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 27th Annual General Meeting of the Company, to be held on Monday 08<sup>th</sup> September 2025, at 11 a.m. at the registered office of the company at 65/623 K Muthoottu Royal Towers Kaloor Kochi 682017

Name of the Shareholder (Block Letters)	
ADDRESS	
REGISTERED FOLIO NO. / DP ID & CLIENT ID	
Shareholder / Proxy/ Authorised Representative	

Signature of the Shareholder/Proxy/Representative\*

*\* Strike out whichever is not applicable.*

*Note : Please fill up this attendance slip and hand it over at the entrance of the meeting hall.  
: Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.*



**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:.....





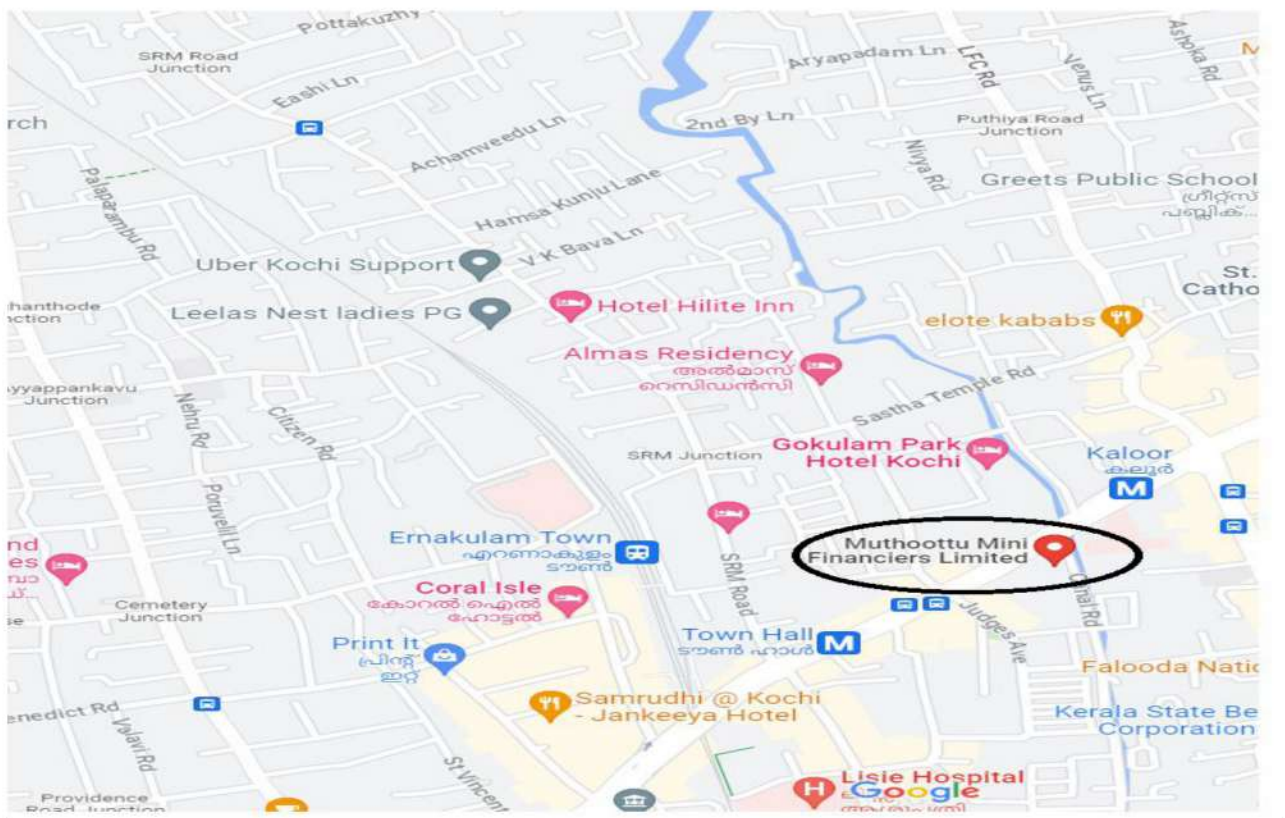
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27<sup>th</sup> Annual General Meeting of the Company, to be held on Monday 08<sup>th</sup> September 2025, at 11 a.m. at 65/623 K, Muthoottu Royal Towers, Kaloor, Kochi, Ernakulam, Kerala-682017, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resol. No	Particulars of Business		
Ordinary Business		For	Against
1	To receive, consider and adopt the Balance Sheet as on 31 <sup>st</sup> March 2025, 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.		
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 a Special Resolution.		
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		
5	Approval of related party transactions under section 188 of the Companies Act, 2013 Corporate Guarantee/ Collateral security from Mini Muthoottu Credit India Private Limited.		
6	Approval for the reappointment of Mr Venugopal Kuttappan Nair (DIN: 06783512) as Non Executive Independent Director of the Company for the second tenure of Three years.		



7	Remuneration to Mr.Mathew Muthoottu, Managing Director DIN 01786534		
8	Remuneration to Mrs. Nizzy Mathew – Chairman and Whole time Director, DIN 01680739		
9	Appointment of BVR & Associates, Company Secretaries, LLP as Secretarial Auditor of the Company		

### Route Map-Venue of AGM



### Prominent Land Mark – Venue of AGM

- Near to Kaloor Metro Station
- Opposite to Pothys

