



Muthoot Finance

Muthoot Finance Limited

Registered and Corporate Office: 2nd Floor, Muthoot Chambers
 Opposite Saritha Theatre Complex, Ernakulam, Kerala, India - 682018
 (T): +91-484-2394712, Fax: +91-484-2396506
 Email: cs@muthootgroup.com
 Website: www.muthootfinance.com, CIN: L65910KL1997PLC011300

NOTICE TO SHAREHOLDERS

Notice is hereby given that 23rd Annual General Meeting (AGM) of the members of Muthoot Finance Limited (“the Company”) will be held on Wednesday, September 30, 2020 at 10.30 A.M. (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following business:-

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended March 31, 2020 including audited Balance Sheet as at March 31, 2020 and the Statement of Profit and Loss and Cash Flow Statement for the Financial Year ended on that date along with the Reports of the Board of Directors and Auditors thereon.
- To appoint a Director in place of Mr. George Thomas Muthoot (holding DIN: 00018281), who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment.
- To appoint a Director in place of Mr. George Alexander Muthoot (holding DIN: 00016787), who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

- Re-appointment of Mr. Alexander M George (holding DIN: 00938073) as Whole Time Director of the Company for a period of 5 (five) years with effect from September 30, 2020.**

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

“RESOLVED THAT in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Alexander M George (holding DIN: 00938073), as Whole Time Director of the Company, for a period of 5 (five) years with effect from September 30, 2020, liable to retire by rotation, on the terms and conditions specified herein:

Sl. No.	Category	Description
Remuneration		
1.	Basic salary	₹420,000/- per month with such increments as may be decided by the Board from time to time, subject to a ceiling of 15% per annum of original Basic Salary as stated above.
2.	Special allowance	₹420,000/- per month with such increments as may be decided by the Board from time to time, subject to a ceiling of 15% per annum of original Special Allowance as stated above.
3.	Commission	₹12 lakhs per annum or 0.25% of the net profit computed under Section 198 of the Companies Act, 2013, whichever is higher, payable annually.
Perquisites		
1.	Residential accommodation	Company’s owned/hired/leased accommodation or house rent allowance at 50% of the basic salary in lieu of Company provided accommodation.
2.	Expenses relating to residential accommodation	Reimbursement of expenses on actuals not exceeding the basic salary, pertaining to gas, fuel, water, electricity and telephones as also reasonable reimbursement of upkeep and maintenance expenses in respect of residential accommodation.
3.	Others	Other perquisites not exceeding the basic salary such as furnishing of residential accommodation, security guards at residence, attendants at home, reimbursement of medical expenses for self and family, travelling expenses, leave travel allowance for self and family, club fees, personal accident insurance, provident fund contribution and superannuation fund, gratuity contribution, encashment of earned/privilege leave, cars and conveyance facilities, provision for driver or driver’s salary and other policies and benefits that may be introduced from time to time by the Company shall be provided to Whole Time Director as per the rules of the Company, subject to the approval of the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/ or the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto.”

5. Re-appointment of Mr. Jose Mathew (holding DIN: 00023232) as an Independent Director of the 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Jose Mathew (holding DIN: 00023232), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member, signifying his intention to propose Mr. Jose Mathew’s candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from September 30, 2020.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/ or the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto.”

6. Re-appointment of Justice (Retd.) Jacob Benjamin Koshy (holding DIN: 07901232) as an Independent Director of the Company.

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory

modification(s) or re-enactments(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Justice (Retd.) Jacob Benjamin Koshy (holding DIN: 07901232) who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member, signifying his intention to propose Justice (Retd.) Jacob Benjamin Koshy’s candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term from September 30, 2020 till the conclusion of the 26th Annual General Meeting of the Company to be held in the year 2023.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/ or the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto.”

7. Increase in borrowing powers of the Board of Directors under Section 180(1)(c) of the 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 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable provisions of the Articles of Association of the Company and in supersession of the earlier resolution passed by the members on September 25, 2014, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (herewith referred to as the Board which expression shall also include a Committee thereof), to borrow moneys, as and when required, including without limitation, from any Bank(s) and/or other Financial Institution(s) and/or foreign lender and/or any body-corporate/entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, or by issuing debentures/ bonds, commercial papers, fixed/ floating rate notes or other instruments as may be deemed appropriate by the Board, such that the moneys to be

borrowed together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) and outstanding at any point of time shall not exceed a sum of ₹75,000 crores (Rupees Seventy Five Thousand crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to do all such acts, deeds, matters and things, arrange, give such direction as may be deemed necessary or expedient, or settle the terms and conditions of such instrument, securities, loan, debt instrument as the case may be, on which all such moneys as are borrowed, or to be borrowed, from time to time, as to interest, repayment, security or otherwise howsoever as it may think fit, and to execute all such documents, instruments and writings as may be required to give effect to this resolution and for matters connected therewith or incidental thereto, including intimating the concerned authorities or other regulatory bodies and delegating all or any of the powers conferred herein to any Committee of Directors or Officers of the Company.

RESOLVED FURTHER THAT the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deed, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution."

8. Consent for creation of charge, mortgage, hypothecation on the immovable and movable properties of the Company under Section 180(1) (a) of the 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 Sections 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the Rules made thereunder, as may be amended from time to time, and other applicable provisions of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company,

to mortgage, hypothecate, pledge and/or charge all or any of the movable and/or immovable properties of the Company (both present and future) and/or any other assets including tangible and intangible assets, current assets, book debts, loans, advances and receivables or other properties of the Company and/or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of events of defaults, in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed or to be availed by the Company or subsidiary(ies) of Company, by way of loans, debentures (comprising fully/partly Convertible Debentures and/or Secured/Unsecured Non-Convertible Debentures or any other securities) or fixed rate notes or floating rate notes or otherwise, in foreign currency or in Indian rupees, from time to time, up to the borrowing limits approved or as may be approved by the members, from time to time, under Section 180(1) (c) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof) along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company in respect of such borrowings.

RESOLVED FURTHER THAT the pledge, mortgage, lien, hypothecation and/or charge created or to be created and all agreements, deeds, instruments or documents executed or to be executed and all acts necessary in terms of this resolution required to be done by the Company or the Board are hereby approved, confirmed and ratified.

RESOLVED FURTHER THAT the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deed, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution."

By Order of the Board of Directors
For **Muthoot Finance Limited**

Sd/
George Alexander Muthoot

Place: Kochi
Date: September 05, 2020

Managing Director
DIN: 00016787

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020 and circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the Act), setting out the material facts relating to business under Item Numbers 4 to 8 to be transacted at the meeting, is annexed hereto and forms part of this Notice.
3. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment at this AGM is annexed.
4. In case of joint holders, only such joint holder who is highest in the order of names as per the Register of Members or in the Register of Beneficial Owners maintained by the depositories of the Company, will be entitled to vote at the AGM.
5. The Company has appointed National Securities Depositories Limited (NSDL) as the authorised agency, to provide VC/OAVM facility for the AGM of the Company.
6. **Since this AGM is being held pursuant to the MCA Circulars through VC/ OAVM, physical attendance of Members does not arise. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM through VC/OAVM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
7. The Company has fixed Wednesday, September 23, 2020 as the 'Cut-off Date' to record the entitlement of the shareholders to cast their voting through remote e-voting/e-voting during the AGM.
8. Any person who is not a Member on the Cut-off date should treat this Notice for information purposes only.
9. The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM is 1800 222 990 (toll free).
10. Members holding shares in physical form are requested to note that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository. Members holding shares in physical form are required to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical form.
11. The facility for joining AGM through VC/OAVM will be available for up to 1,000 members and members may join on first come first serve basis. However, the above restriction shall not be applicable to members holding more than 2% or more shareholding. Promoters, Institutional Investors, Directors, Key Managerial Personnel(s), the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee, Auditor's, Scrutinizers etc. Members can login and join 30 (thirty) minutes prior to the scheduled time of meeting and the window for joining shall be kept open till the expiry of 30 (thirty) minutes after the scheduled time.
12. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc, authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to madhu@ksrandco.in or ksr@ksrandco.in with a copy marked to evoting@nsdl.co.in
14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. September 30, 2020. Members seeking to inspect such documents can send an email to cs@muthootgroup.com
15. The Register of Members and Share Transfer Books of the Company will remain closed from September 24, 2020 to September 30, 2020 (both days inclusive). Transfers received during book closure will be considered only after reopening of the Register of Members.

16. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect to such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members whose dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. For details, please refer to the Corporate Governance report which forms part of the Annual Report and Company's website, www.muthootfinance.com
17. Members may please note that there is a facility for nomination, in the prescribed form, available at request, from the Company or Registrar and Transfer Agent of the Company to any person to whom shares in the Company held by such Member, shall vest in the event of his/her death. Members holding shares in dematerialized form may contact their Depository Participant for recording the nomination in respect of their holdings.
18. Members should notify the changes in their address immediately to the Registrar and Transfer Agent of the Company/Depository Participants (DP) as the case may be. Members who are holding shares in dematerialised form are requested to keep their Bank Account details including IFSC and/or MICR updated with their respective DPs and those members who are holding shares in physical form, by sending a request to the Registrar and Transfer Agent by quoting their Folio No, PAN along with cancelled cheque or other acceptable Bank Account proof.
19. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, bank details such as name of the bank and branch details, bank account number, MICR Code, IFSC, etc, to their DPs and in case the shares are held by them in electronic form and, to Link Intime India Private Limited in case the shares are held by them in physical form. The process for registration of e-mail address is mentioned below:

Physical Holding Please send a request to the Registrar and Transfer Agent of the Company, Link Intime India Private Limited at coimbatore@linkintime.co.in providing the Folio No, Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN Card), Aadhaar (self-attested scanned copy of Aadhaar Card) for registering email address.

Demat Holding Please contact your Depository Participant (DP) and register your email address in your demat account, as per the process advised by your DP.

20. A brief profile of the Directors, who are appointed/re-appointed, nature of their expertise in specific functional areas, names of Companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 are provided as annexure to this notice.
21. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Notice of the AGM including instructions for e-voting along with the Annual Report for the FY 2019-20 are being sent through electronic mode only to those Members whose email addresses are registered with the Company/DP. Members may note that the Notice and Annual Report for the FY 2019-20 will also be available on the Company's website, www.muthootfinance.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL, <https://www.evoting.nsdl.com>
22. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
23. Instructions for e-voting and joining AGM through VC/OAVM are as follows:

A. VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide the e-voting facility to its Members to cast their vote electronically, through the e-voting services provided by NSDL on all resolutions set forth in this Notice. The instructions for e-voting are given herein below.

The remote e-voting period commences on Sunday, September 27, 2020 (9.00 a.m. IST) and ends on Tuesday, September 29, 2020 (5.00 p.m. IST). During the period, members holding shares either in physical form or in dematerialized form, as on Wednesday, September 23, 2020 i.e., cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

The Board of Directors has appointed DR. C.V. Madhusudhanan (Membership No. F5367), Partner, KSR & Co. Company Secretaries, Practicing Company

Secretaries, failing him DR. K.S. Ravichandran (Membership No. F3675) Managing Partner, KSR & Co. Company Secretaries, Practicing Company Secretaries as the Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off date.

Any person, who acquires shares of the Company and becomes the Member of the Company after sending of the Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request to evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-Voting system

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned under point 19 of page no. 5 of AGM Notice.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

7. Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
8. **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
9. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
10. After entering your password, tick on Agree to **“Terms and Conditions”** by selecting on the check box.
11. Now, you will have to click on **“Login”** button.
12. After you click on the **“Login”** button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies **“EVEN”** in which you are holding shares and whose voting cycle is in active status.
3. Select **“EVEN”** of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on **“Submit”** and also **“Confirm”** when prompted.
6. Upon confirmation, the message **“Vote cast successfully”** will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads section of <https://www.evoting.nsdl.com> or contact Mr. Amit Vishal, Senior Manager - NSDL, 4th Floor, 'A' Wing Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, India, email: amitv@nsdl.co.in or call on: 1800 222 990 (toll free) or may write to the Company Secretary at cs@muthootgroup.com

B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be able to attend the AGM through VC/OAVM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.
2. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice. Further, members can also use the OTP based login for logging into the e-voting system of NSDL.
3. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM, will be available for members on first come first served basis and would not be closed till the expiry of 30 minutes after the meeting.
4. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/1800 222 990 or contact Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in/022-24994360/or Ms. Pallavi Mhatre, Manager – NSDL at pallavi@nsdl.co.in, 022-24994545. Alternatively, the members can also write to, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a Speaker by sending their request from their registered

- email address mentioning their name, DP ID and Client ID/Folio Number, PAN, Mobile Number at cs@muthootgroup.com up to September 23, 2020 (5.00 p.m. IST). The members who have registered themselves as a Speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
6. Members can participate in the AGM through their desktops/smartphones/ laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops/laptops with high speed internet connectivity.
 7. The result of the E-voting will be declared not later than 48 hours of conclusion of the AGM.
 8. The result declared along with the Scrutinizer's Report will be placed on the Company's website www.muthootfinance.com and on the website of NSDL <https://www.evoting.nsdl.com>. The Company will simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

By Order of the Board of Directors
For **Muthoot Finance Limited**

Sd/
George Alexander Muthoot

Place: Kochi
Date: September 05, 2020

Managing Director
DIN: 00016787

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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

Item No. 4:

Members of the Company at their meeting held on September 30, 2015 had approved the appointment of Mr. Alexander M George as a Whole Time Director for a period of 5 years with effect from September 30, 2015 and his present term of office is ending on September 30, 2020.

Mr. Alexander M George has played very significant role in the growth and expansion of the Company during the past 5 years in the North, East and Western region. Under his leadership, your Company has witnessed exceptional growth and achieved several milestones in the N E W region.

Your Board believes that Mr. Alexander M George's vast experience, skill set and leadership qualities will lead the Company in to much higher growth trajectory in forthcoming years. And considering the knowledge, experience and value addition that Mr. Alexander M George brings into the organisation, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on September 05, 2020 have recommended his re-appointment as a Whole Time Director for a period of 5 years with effect from September 30, 2020 on the terms and conditions including remuneration as stated in the resolution given in this Notice of AGM.

The draft agreement to be entered into between the Company and Mr. Alexander M George with respect to his re-appointment will be available for inspection up to the date of AGM. Brief profile of Mr. Alexander M George is provided in this Notice of AGM.

Mr. Alexander M George has provided declaration that he is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Companies Act, 2013.

In terms of Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members of the Company by means of a special resolution is required if-

- (i) the annual remuneration payable to such executive director exceeds rupees 5 crores or 2.5% of the net profits of the listed entity, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the listed entity

Further, in the event of decrease in the profits of the Company during the proposed tenure of appointment, in terms of the second proviso to Section 197(1) of the Companies Act, 2013, it is likely that the remuneration payable to the

executive directors on the Board of the Company including remuneration payable to Mr. Alexander M George might exceed 10% of the net profits calculable as per Section 198 of the Companies Act, 2013.

Due to aforementioned reasons, the Board of Directors recommend the resolution mentioned under Item No. 4 as a Special Resolution.

The Board considers that the re-appointment of Mr. Alexander M George as the Whole Time Director of the Company would of immense benefit to the Company and hence recommends the special resolution set out under Item No. 4 for approval of the members of the Company.

Mr. Alexander M George is the son of Mr. M. G. George Muthoot, Chairman and Whole Time Director of the Company. Mr. George Jacob Muthoot, Mr. George Thomas Muthoot and Mr. George Alexander Muthoot are brothers of Mr. M G George Muthoot, Chairman and Whole Time Director of the Company. None of the other Directors and Key Managerial Personnel of the Company and their relatives are related to Mr. Alexander M George.

Item No. 5:

Mr. Jose Mathew was appointed as Independent Director on the Board of the Company at the Annual General Meeting held in the year 2017 with effect from September 20, 2017 till the 23rd Annual General Meeting of the Company to be held in the year 2020.

On the basis of recommendation by the Nomination and Remuneration Committee, the Board of Directors at their meeting held on August 19, 2020, has recommended the re-appointment of Mr. Jose Mathew as Independent Director for the second term of five years. The present resolution seeks the re-appointment of Mr. Jose Mathew as an Independent Director for a second term of five consecutive years in terms of the requirements of Sections 149, 152 read with Schedule IV of the Companies Act, 2013 and Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013, the Board of Directors have received declarations from Mr. Jose Mathew confirming that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Board of Directors is of the opinion that Mr. Jose Mathew fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and is independent of the management. Particulars of proposed appointee as required under Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the notice. Mr. Jose Mathew has also provided declaration that he is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Companies Act, 2013.

The Board of Directors has recommended the proposal for the re-appointment of Mr. Jose Mathew as Independent Director, not liable to retire by rotation, for a period as specified in the proposed resolution. Detailed profile of Mr. Jose Mathew is provided along with the Notice of AGM.

Pursuant to the provisions of Section 149 (10) of the Companies Act, 2013, an independent director shall be eligible for re-appointment for the second term as an Independent Director upon passing a special resolution by the members of the Company.

The Board of Directors of the Company is confident that the re-appointment of Mr. Jose Mathew as Independent Director will be beneficial to the Company and will have the support of the members. The Board thus recommends Resolution No. 5 for the approval of members as a Special Resolution.

Except Mr. Jose Mathew, being appointee in the resolution, none of the Directors or Key Managerial Personnel or their relatives thereof are in any way, concerned or interested in the above resolution.

Item No. 6:

Justice (Retd.) Jacob Benjamin Koshy was appointed as Independent Director on the Board of the Company at the Annual General Meeting held in the year 2017 with effect from September 20, 2017 till the 23rd Annual General Meeting of the Company to be held in the year 2020.

On the basis of recommendation by the Nomination and Remuneration Committee, the Board of Directors at their meeting held on August 19, 2020, has recommended the re-appointment of Justice (Retd.) Jacob Benjamin Koshy as an Independent Director for the second term of three years. The present resolution seeks the re-appointment of Justice (Retd.) Jacob Benjamin Koshy as an Independent Director for a second term of three consecutive years in terms of the requirements of Sections 149, 152 read with Schedule IV of the Companies Act, 2013 and Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013, the Board of Directors have received declarations from Justice (Retd.) Jacob Benjamin Koshy confirming that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Board of Directors is of the opinion that Justice (Retd.) Jacob Benjamin Koshy fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and is independent of the management. Particulars of proposed appointee as required under Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the notice. Justice (Retd.) Jacob Benjamin Koshy has also provided declaration that he is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Companies Act, 2013.

The Board of Directors has recommended the proposal for the re-appointment of Justice (Retd.) Jacob Benjamin Koshy as an Independent Director, not liable to retire by rotation, for a period as specified in the proposed resolution. Detailed profile of Justice (Retd.) Jacob Benjamin Koshy is provided along with the Notice of AGM.

During the proposed second tenure Justice (Retd.) Jacob Benjamin Koshy will attain the age of 75 years and hence the Board recommends the resolution as a special resolution pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Moreover, pursuant to the provisions of Section 149(10) of the Companies Act, 2013, an independent director shall be eligible for re-appointment for the second term as an Independent Director upon passing a special resolution by the members of the Company.

The Board of Directors of the Company is confident that the re-appointment of Justice (Retd.) Jacob Benjamin Koshy as Independent Director will be beneficial to the Company and will have the support of the members. The Board recommends resolution under Item No. 6 for the approval of members as a Special Resolution.

Except Justice (Retd.) Jacob Benjamin Koshy, being appointee in the resolution, none of the Directors or Key Managerial Personnel or their relatives thereof are in any way, concerned or interested in the above resolution.

Item No. 7:

The Members of the Company at their Meeting held on September 25, 2014 had passed a resolution authorizing the Board of Directors of the Company to borrow monies, from time to time, up to an amount of ₹50,000 crores outstanding at any point of time.

Your Company has witnessed considerable growth in the business over the years and is expecting the growth momentum to continue in the near future. In line with the growth expectations in business over the next few years, your Board believes that the Company will also need to raise more working capital resources to fund future growth. Considering future borrowing requirements, Board considers it necessary to obtain approval of members for increased borrowing powers of an amount of ₹75,000 crores outstanding at any point of time.

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, approval of the members by means of a special resolution is required for the Board of Directors to borrow moneys in excess of its paid up capital and free reserves.

Hence, the Board recommends the resolution given under Item No. 7 as a Special Resolution.

Your Board is confident that the proposal for increase the borrowing powers of the Board will have the support of members.

None of the Directors or Key Managerial Personnel or their relatives thereof are in any way, concerned or interested in the above Resolution.

Item No. 8:

Under the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors are allowed to create charge/mortgage/hypothecation on the whole or substantial portion of Company's assets, both present and future, in favour of the lenders/trustees for the holders of debentures, to secure the repayment of monies borrowed by the Company with the consent of the members obtained by way of a Special Resolution. Accordingly, the Board of Directors at its meeting held on August 19, 2020, had resolved to obtain the approval of members by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to create charge/mortgage/hypothecation/pledge on the Company's assets including tangible and intangible, both present and future, in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company or subsidiary(ies) of Company, by way of loans, debentures (comprising fully/

partly Convertible Debentures and/or Secured/Unsecured Non-Convertible Debentures or any other securities) or otherwise, in foreign currency or in Indian rupees, from time to time up to the limits approved or as may be approved by the members from time to time under Section 180(1)(c) of the Companies Act, 2013.

Your Board is confident that the proposal to provide authority to the Board of Directors to create charge/mortgage/hypothecation on the whole or substantial portion of Company's assets will have the support of members. The Board recommends resolution given under Item No. 8 for the approval of members as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives thereof are in any way, concerned or interested in the above Resolution.

By Order of the Board of Directors
For **Muthoot Finance Limited**

Sd/
George Alexander Muthoot

Managing Director
DIN: 00016787

Place: Kochi
Date: September 05, 2020

ADDITIONAL INFORMATION OF DIRECTORS FOR APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

1. Mr. George Thomas Muthoot

DIN	00018281
Age & Date of Birth	69 Years December 25, 1950
Nationality	Indian
Date of First Appointment on the Board	August 16, 2005
Qualifications	Undergraduate
Brief Profile	Mr. George Thomas Muthoot is a businessman by profession. He has over three decades of experience in managing business operations in the field of financial services. He has received the 'Sustainable Leadership Award 2014' by the CSR Congress in the individual category.
Directorship in other Indian Companies	<ol style="list-style-type: none"> 1. Muthoot Leisure and Hospitality Services Private Limited 2. Muthoot Infopark Private Limited 3. M.G.M Muthoot Medical Centre Private Limited 4. Marari Beach Resorts Private Limited 5. Adams Properties Private Limited 6. Muthoot M George Institute of Technology 7. Muthoot Anchor House Hotels Private Limited 8. Geobros Properties and Realtors Private Limited 9. Muthoot Health Care Private Limited 10. Muthoot M. George Real Estate Private Limited 11. Muthoot M George Chits India Limited 12. Muthoot Synergy Fund Limited 13. Muthoot Vehicle & Asset Finance Limited 14. Muthoot Homefin (India) Limited 15. Muthoot Holiday Homes and Resorts Private Limited
Chairmanship/Membership of Audit Committee and Stakeholders Relationship Committee of the Board of Directors of other Indian Companies of which he is a Director as required under Regulation 26(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	NIL
Terms and conditions of appointment or re-appointment	Mr. George Thomas Muthoot was appointed as Whole Time Director w.e.f April 01, 2020 on such terms and conditions as approved by the members of the Company by an ordinary resolution at the Annual General Meeting dated September 28, 2019 for a period of five years and liable to retire by rotation. Present re-appointment of Mr. George Thomas Muthoot on retirement by rotation is within the above said period of appointment as Whole Time Director and hence there is no change in the terms and conditions of appointment.
Details of remuneration sought to be paid	Mr. George Thomas Muthoot was appointed as Whole Time Director w.e.f April 01, 2020 on such terms and conditions as approved by the members of the Company by an ordinary resolution at the Annual General Meeting dated September 28, 2019 for a period of five years and liable to retire by rotation. Present re-appointment of Mr. George Thomas Muthoot on retirement by rotation is within the above said period of appointment as Whole Time Director and remuneration will be paid as specified in the said resolution and subject to the recommendations of Nomination and Remuneration Committee of the Board of Directors.
Details of remuneration last drawn by such person (Financial Year 2019-20)	₹154.18 millions
Relationship with other Directors and Key Managerial Personnel	Mr. George Thomas Muthoot is the brother of Mr. M G George Muthoot, Mr. George Jacob Muthoot, Mr. George Alexander Muthoot, Directors on the Board. Mr. Alexander M George is son of Mr. M G George Muthoot, Chairman and Whole Time Director. None of the Directors and other Key Managerial Personnel of the Company and their relatives are related.
Number of Meetings of the Board attended during the Financial Year 2019-20	Mr. George Thomas Muthoot attended 7 board meetings held during the Financial Year 2019-20.
Shareholding in the Company	4,36,30,900 equity shares constituting 10.88% of the paid up share capital.

2. Mr. George Alexander Muthoot

DIN	00016787
Age & Date of Birth	64 Years September 16, 1955
Nationality	Indian
Date of First Appointment on the Board	November 20, 2006
Qualifications	Chartered Accountant
Brief Profile	George Alexander Muthoot is a Chartered Accountant who qualified with first rank in Kerala and was ranked 20 th overall in India, in 1978. He has a bachelor degree in commerce from Kerala University where he was a rank holder and gold medalist. He was also awarded the Times of India group Business Excellence Award in customised Financial Services in March 2009. He was also awarded the CA Business Leader Award under Financial Services Sector from the Institute of Chartered Accountants of India for 2013. He served as the Chairman of the Kerala Non-banking Finance Companies Welfare Association from 2004 to 2007. He has over three decades of experience in managing businesses operating in the field of financial services.
Directorship in other Indian Companies	<ol style="list-style-type: none"> 1. Muthoot Infopark Private Limited 2. Muthoot Forex Limited 3. M.G.M Muthoot Medical Centre Private Limited 4. Muthoot Insurance Brokers Private Limited 5. Muthoot Vehicle & Asset Finance Limited 6. Marari Beach Resorts Private Limited 7. Adams Properties Private Limited 8. Muthoot Commodities Limited 9. Muthoot Marketing Services Private Limited 10. Muthoot M George Institute of Technology 11. Muthoot Homefin (India) Limited 12. Geobros Properties and Realtors Private Limited 13. Muthoot Anchor House Hotels Private Limited 14. Muthoot M George Real Estate Private Limited
Chairmanship/ Membership of Audit Committee and Stakeholder's Relationship Committee of the Board of Directors of other Indian Companies of which he is a Director as required under Regulation 26(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Nil
Terms and conditions of appointment or re-appointment	Mr. George Alexander Muthoot was appointed as Managing Director w.e.f April 01, 2020 on such terms and conditions as approved by the members of the Company by an ordinary resolution at Annual General Meeting dated September 28, 2019 for a period of five years and liable to retire by rotation. Present re-appointment of Mr. George Alexander Muthoot on retirement by rotation is within the above said period of appointment as Managing Director and hence there is no change in the terms and conditions of appointment.
Details of remuneration sought to be paid	Mr. George Alexander Muthoot was appointed as Managing Director w.e.f April 01, 2020 on such terms and conditions as approved by the members of the Company by an ordinary resolution at Annual General Meeting dated September 28, 2019 for a period of five years and liable to retire by rotation. Present re-appointment of Mr. George Alexander Muthoot on retirement by rotation is within above said period of appointment as Managing Director and remuneration will be paid as specified in the said resolution and subject to the recommendations of Nomination and Remuneration Committee of Board of Directors.
Details of remuneration last drawn by such person (Financial Year 2019-20)	₹154.18 millions
Relationship with other Directors and Key Managerial Personnel	Mr. George Alexander Muthoot is the brother of Mr. M G George Muthoot, Mr. George Jacob Muthoot, Mr. George Thomas Muthoot, Directors on the Board. Mr. Alexander M George is son of Mr. M G George Muthoot, Chairman and Whole Time Director. None of the Directors and other Key Managerial Personnel of the Company and their relatives are related.
Number of Meetings of the Board attended during the Financial Year 2019-20	Mr. George Alexander Muthoot attended 6 board meetings held during the Financial Year 2019-20
Shareholding in the Company	4,36,30,900 equity shares constituting 10.88% of the paid up share capital.

3. Mr. Alexander M George

DIN	00938073
Age & Date of Birth	40 Years August 07, 1980
Nationality	Indian
Date of First Appointment on the Board	November 05, 2014
Qualifications	MBA
Brief Profile	Alexander M George is an MBA graduate from Thunderbird, The Garvin School of International Management, Glendale, Arizona, USA. He joined Muthoot Finance Limited in 2006 and has been heading the marketing, operations and international expansion of the Company. Under his dynamic leadership and keen vision, the Company has enhanced its brand visibility through innovative marketing strategies and has also implemented various IT initiatives that have benefitted both the customers and employees.
Directorship in other Indian Companies	<ol style="list-style-type: none"> 1. Nerur Rubber & Plantations Private Limited 2. Tarkali Rubber & Plantations Private Limited 3. Patgaon Plantations Private Limited 4. Muthoot Systems and Technologies Private Limited 5. Unisom Rubber and Plantations Private Limited 6. Muthoot Insurance Brokers Private Limited 7. Muthoot Holidays Private Limited 8. Muthoot Asset Management Private Limited 9. Muthoot Homefin (India) Limited 10. Muthoot M George Permanent Fund Limited 11. Muthoot Securities Limited
Chairmanship/ Membership of Audit Committee and Stakeholder's Relationship Committee of the Board of Directors of other Indian Companies of which he is a Director as required under Regulation 26(1) of SEBI (LODR) Regulations, 2015	Nil
Terms and conditions of appointment or re-appointment	Mr. Alexander M George was appointed with effect from November 05, 2014 as an Additional Director of the Company by a resolution of the Board dated November 05, 2014. He has been appointed as Whole Time Director by the members in their Annual General Meeting dated September 30, 2015 for a period of five years and liable to retire by rotation. Present re-appointment of Mr. Alexander M George on retirement by rotation is within the above said period of appointment as Whole Time Director and hence there is no change in the terms and conditions of appointment.
Details of remuneration sought to be paid	Present re-appointment of Mr. Alexander M George as the Whole Time Director is for a term of 5 years, liable to retire by rotation, and remuneration will be paid as specified in detail in the proposed appointment resolution and subject to the recommendations of Nomination and Remuneration Committee of the Board of Directors.
Details of remuneration last drawn by such person (Financial Year 2019-2020)	₹17.08 millions
Relationship with other Directors and Key Managerial Personnel	Mr. Alexander M George is the son of Mr. M. G. George Muthoot, Chairman and Whole Time Director of the Company. Mr. George Jacob Muthoot, Mr. George Thomas Muthoot and Mr. George Alexander Muthoot are brothers of Mr. M G George Muthoot, Chairman and Whole Time Director of the Company. None of the other Directors and Key Managerial Personnel of the Company and their relatives are related to Mr. Alexander M George.
Number of Meetings of the Board attended during the Financial Year 2016-17	Mr. Alexander M George attended 6 board meetings held during the Financial Year 2019-20.
Shareholding in the Company	67,72,500 equity shares constituting 1.69% of the paid up share capital.

4. Mr. Jose Mathew

DIN	00023232
Age & Date of Birth	69 Years June 17, 1951
Nationality	Indian
Date of First Appointment on the Board	September 20, 2017
Qualifications	Chartered Accountant
Brief Profile	<p>Mr. Jose Mathew is a qualified Chartered Accountant and became the Member of the Institute of Chartered Accountants of India in 1977. He was employed with M/s Kerala State Drugs & Pharmaceutical Limited, a Government of Kerala Undertaking from 1978 in various positions and demitted office as Managing Director in 1996 – 97. He was also a Director of M/s Vellappally Plantations Private Limited. He also served as the Secretary and General Manager Finance of M/s Kerala State Industrial Enterprises, a holding Company of Government of Kerala during the year 1991- 92 and as the member of the first Responsible Tourism Committee constituted by Department of Tourism, Government of Kerala.</p> <p>He was a Management Committee member of Kerala Travel Mart Society, a private - public association/ Society of travel & tourism fraternity and the Treasurer & Secretary of Kerala Travel Mart Society. He served as a director in Muthoot Vehicle & Asset Finance Limited.</p> <p>Mr. Jose Mathew is presently the Managing Director of M/s Green Shore Holidays & Resorts Private Limited (Rainbow Cruises), Alleppey. He is also a member of Kerala Tourism Advisory Committee since 2015.</p> <p>He has been honoured with various Awards and Recognitions in tourism, including awards from Kerala Travel Mart. He was also honoured with the CNBC 'Awaaz' Award, for sustainability in Responsible Tourism in the year 2013.</p>
Directorship in other Indian Companies	Green Shore Holidays and Resorts Private Limited
Chairmanship/ Membership of Audit Committee and Stakeholders Relationship Committee of the Board of Directors of other Indian Companies of which he is a Director as required under Regulation 26(1) of SEBI (LODR) Regulations, 2015	NIL
Terms and conditions of appointment or re-appointment	The present appointment is for a period of five years and not liable to retire by rotation during the said tenure. He is being appointed as the non-executive Independent Director
Details of remuneration sought to be paid	Mr. Jose Mathew will be eligible for a Commission (in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof, as the Board of Directors may from time to time determine) not exceeding in aggregate one percent of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment(s) thereof and subject to the recommendations of Nomination and Remuneration Committee of the Board of Directors.
Details of remuneration last drawn by such person (Financial Year 2019-20)	Mr. Jose Mathew was paid a commission of ₹1.10 millions and sitting fee of ₹0.98 millions for the Financial Year 2019-20.
Relationship with other Directors and Key Managerial Personnel	None of the Directors or Key Managerial Personnel of the Company or their relatives are related to Mr. Jose Mathew.
Number of Meetings of the Board attended during the Financial Year 2019-20	Mr. Jose Mathew attended 7 board meetings held during the Financial Year 2019-20
Shareholding in the Company	Nil

5. Justice (Retd.) Jacob Benjamin Koshy

DIN	07901232
Age & Date of Birth	73 Years May 13, 1947
Nationality	Indian
Date of First Appointment on the Board	September 20, 2017
Qualifications	Post Graduate in Law
Brief Profile	<p>Justice (Retd.) Jacob Benjamin Koshy is a Former Chief Justice of the Patna High Court. He enrolled as an advocate in the High Court of Kerala in October, 1968. In 1971, he joined M/s. Menon and Pai, a leading Advocates' firm and became a Partner of the firm in 1982. He specialized in Indirect Taxation, Labour and Industrial law and appeared in various Courts throughout India. He was Director of Aspinwall and Co. Limited, William Goodacre (India) Limited etc, with and life member of YMCA. He represented public sector undertakings like Cochin Port Trust, FACT, Central Bank of India, Indian Oil Corporation, Bharat Petroleum Corporation Limited and various private sector undertakings like TATA Tea Limited, Hindustan Lever Limited and Harrison Malayalam Limited etc.</p> <p>Elevated as a judge of the High Court of Kerala on January 17, 1996, he became Acting Chief Justice of the High Court of Kerala in December, 2008. Thereafter he was promoted as Chief Justice of Patna High Court (Bihar State) and from there he took retirement.</p> <p>He pronounced judgments in various branches of law including Public Interest Litigation, Constitution, Criminal, Taxation, Arbitration etc. He was the Executive Chairman of the Kerala State Legal Services Authority from 2006 to 2009 and Chairman of the Indian Law Institute, Kerala Chapter from 2007 onwards till his promotion as Chief Justice. He was Chairman of the Advisory Board constituted under the COFEPOSA Act and National Security Act from April 2005 to March, 2009. He also functioned as Chancellor of the National University of Advanced Legal Studies, Cochin and Chancellor of the Chanakya National Law University of Patna during his tenure as Acting Chief Justice and Chief Justice respectively.</p> <p>He was appointed as Chairman of the Appellate Tribunal for Forfeited Property New Delhi on April 08, 2010. In May, 2010 he was given additional charge as Chairman of the Appellate Tribunal under the Prevention of Money Laundering Act. At the request of the then Chief Minister of Kerala, he assumed charge as the Chairperson of the Kerala State Human Rights Commission and on completion of the five year tenure, retired on September 04, 2016.</p>
Directorship in other Indian Companies	Nil
Chairmanship/ Membership of Audit Committee and Stakeholders Relationship Committee of the Board of Directors of other Indian Companies of which he is a Director as required under Regulation 26(1) of SEBI (LODR) Regulations, 2015	Nil
Terms and conditions of appointment or re-appointment	The present appointment is for a period of three years and not liable to retire by rotation during the said tenure. He is being appointed as a non-executive Independent Director.
Details of remuneration sought to be paid	Justice (Retd.) Jacob Benjamin Koshy will be eligible for a Commission (in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof, as the Board of Directors may from time to time determine) not exceeding in aggregate one percent of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment(s) thereof and subject to the recommendations of Nomination and Remuneration Committee of the Board of Directors.
Details of remuneration last drawn by such person (Financial Year 2019-20)	Justice (Retd.) Jacob Benjamin Koshy was paid a commission of ₹1.10 millions and sitting fee of ₹0.81 millions for the Financial Year 2019-20.
Relationship with other Directors and Key Managerial Personnel	None of the Directors or Key Managerial Personnel of the Company or their relatives are related to Justice (Retd.) Jacob Benjamin Koshy.
Number of Meetings of the Board attended during the Financial Year 2019-20	Justice (Retd.) Jacob Benjamin Koshy attended 7 board meetings held during the Financial Year 2019-20
Shareholding in the Company	Nil