

**PROCEEDINGS OF THE 24th ANNUAL GENERAL MEETING OF MUTHOOT
FINANCE LIMITED HELD ON SATURDAY, SEPTEMBER 18, 2021**

The 24th Annual General Meeting (“AGM” or “Meeting”) of Muthoot Finance Limited (the “Company”) was held on Saturday, September 18, 2021 at 03.30 p.m. (IST) through Video Conferencing/ Other Audio Video Means (VC/OAVM). 67 shareholders including promoters & members of the promoter group of the Company attended the meeting through VC/OAVM. Representatives from M/s. Varma and Varma, Statutory Auditors and M/s. KSR & Co, Secretarial Auditors also attended the meeting remotely through video conference.

Due to the current situation arising out of the COVID-19 pandemic and social distancing norms that Company needs to follow, the AGM was conducted through video conference. The Meeting was held in video conference mode in compliance with the directions of the Ministry of Corporate Affairs and SEBI. A live streaming of the meeting was also webcasted on the NSDL’s website. The Company had taken requisite steps to enable the Members to participate and vote on the items being considered at this AGM. The Annual Report for the last financial year was sent to all the shareholders through e-mail in compliance with the directions of the Ministry of Corporate Affairs and SEBI.

The Meeting commenced at 03.30 p.m. with a silent prayer. Mr. George Jacob Muthoot, Chairman & Whole Time Director presided over the meeting and welcomed shareholders, directors and other attendees to the meeting.

Chairman after ascertaining the quorum and after having satisfied that the requisite quorum was present, called the Meeting to order. Upon the request of Chairman, Company Secretary explained about the legal formalities of the AGM which was conducted through VC.

After obtaining the consent of the shareholders present, the ‘Notice of AGM’ sent to the members calling the AGM along with Auditors’ Report and Board’s Report was taken as read. Statutory Registers were made available for inspection through online. Since there was no physical attendance of Members and Meeting was conducted through video conferencing mode, no proxies had attended the meeting.

All the Directors were present at the Meeting and had joined the meeting through video conferencing facility from remote locations. Chairman welcomed all directors and introduced the Directors present through the VC/OAVM. Chairman of Audit Committee, Chairman of Risk Management Committee, Chairman of ALM Committee, Chairman of Nomination and Remuneration Committee, Chairman of Stakeholders Relationship Committee, Chairman of CSR & Business Responsibility Committee and representatives of Secretarial Auditors and Statutory Auditors were also present at the meeting through the VC/OAVM.

After the initial remarks by the Chairman about our former Chairman Shri. M G George Muthoot, a short video showcasing the life and achievements of the late Mr. M.G George Muthoot was played at the meeting.

Chairman thereafter addressed the shareholders. Chairman in his address to the shareholders touched upon various aspects including impact of COVID 19 pandemic on the economy, business establishments and the country. Chairman also spoke in detail about the performance of the Company during the previous year, performance of subsidiaries, major marketing initiatives, CSR activities etc. He also highlighted the recognitions bestowed upon the company during the year. The Chairman then touched upon the memories, paying rich tribute to his late brother and erstwhile Chairman of the Company Shri M.G George Muthoot. He concluded his address by quoting the late Chairman on the core values that the Muthoot group held close to its heart.

Following the Chairman's address, the Managing Director addressed the shareholders of the Company where he spoke in detail about the COVID impact and measures that the Company had taken in these trying times, both at the business level as well as to protect the employees of the Company at various levels. Managing Director also spoke on the performance of the Company and of subsidiaries in detail. He then spoke on the main fund-raising avenues for the company and the Company's Credit rating with various agencies. He also spoke in detail about the Company's significant achievements in technology adoption and the major marketing and promotion initiatives taken up by the Company. He concluded his speech thanking the shareholders and well-wishers of the Company for their continued support during the year.

Post conclusion of address by the Managing Director, the meeting was opened for the Question & Answer session for the registered speaker shareholders. Several shareholders had registered their names to speak at the AGM and joined the meeting. The speaker shareholders expressed their view on the performance of the Company and asked questions to the management. All queries of the speaker shareholders were adequately addressed by Mr. George Alexander Muthoot. Mr. Alexander George Muthoot also spoke at the meeting and addressed the queries raised by shareholders.

Post the Q&A session, Chairman continued with the meeting and informed the Members about the e-voting facility given through NSDL for casting the votes. Shareholders was informed that remote voting was made available for casting the vote and the facility will continue for 15 minutes post conclusion of the AGM.

The following resolutions were proposed through the Notice of the 24th AGM:

Item No.	Items	Resolution Proposed
1.	To adopt Financial Statements for the year ended March 31, 2021	Ordinary Resolution
2.	To appoint Mr. George Jacob Muthoot (holding DIN: 00018235) as Director who retires by rotation and being eligible offers himself for re-appointment	Ordinary Resolution
3.	To alter Article 100 of the Articles of Association of the Company.	Special Resolution
4.	Appointment of Ms. Usha Sunny (holding DIN: 07215012) as an Independent Director.	Ordinary Resolution
5.	Appointment of Mr. Abraham Chacko (holding DIN: 06676990) as an Independent Director.	Ordinary Resolution
6.	Appointment of Mr. George Muthoot George (holding DIN: 00018329) as Director liable to retire by rotation.	Ordinary Resolution
7.	Appointment of Mr. George Alexander (holding DIN: 00018384) as Director liable to retire by rotation.	Ordinary Resolution
8.	Appointment of Mr. George Muthoot Jacob (holding DIN: 00018955) as Director liable to retire by rotation.	Ordinary Resolution
9.	Appointment of Mr. George Muthoot George (holding DIN: 00018329) as Whole-Time Director.	Special Resolution
10.	Appointment of Mr. George Alexander (holding DIN: 00018384) as Whole-Time Director.	Special Resolution
11.	Appointment of Mr. George Muthoot Jacob (holding DIN: 00018955) as Whole-Time Director.	Special Resolution
12.	To approve revision in the terms of remuneration of Mr. Alexander George (holding DIN: 00938073), Whole Time Director.	Special Resolution
13.	To alter Clause III A (iii) of the Memorandum of Association of the Company.	Special Resolution

Chairman informed the shareholders that results would be announced in 48 hours of the conclusion of the meeting and the same would be intimated to the Stock Exchanges and uploaded on the website of the Company and NSDL. Chairman also authorised the Company Secretary to announce the results on his behalf on the scheduled date.

Thereafter Chairman delivered a vote of thanks acknowledging the presence of all shareholders who attended the meeting, auditors, and directors who have joined the meeting remotely.



Muthoot Finance Limited

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Upon conclusion of the agenda items, Chairman declared the meeting as over and thereafter concluded with the National Anthem. The meeting concluded at 05.30 p.m.

This summary of the proceedings is issued pending the approval of the Minutes by the Chairman.
