



NOTICE TO MEMBERS

Notice is hereby given that the Twenty Fourth Annual General Meeting of Muthoottu Mini Financiers Limited will be held at 11 a.m. on Friday, the 30th of September 2022 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 31st March 2022, 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 31st March 2022, Statement of Profit and Loss, Cash Flow Statement, Statement of changes in Equity and Notes on accounts for the year ended on that date, along with report of Board of Directors and Auditors.”

2. To appoint director in place of Mrs. Nizzy Mathew, who retires from office by rotation and being eligible, offers himself for re-appointment and to pass the following resolution as an Ordinary Resolution:

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



Registered & Corporate Office

65/623 K, Muthoottu Royal Towers,
Kaloor, Kochi, Ernakulam, Kerala- 682017, India
Tel: +91484 2912100, E-mail: info@muthoottumini.com

3. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution for appointment of Statutory Auditor.

“RESOLVED THAT pursuant to the provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rule, 2014, and other applicable provisions of the companies act 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the members be and is hereby accorded to appoint RAMDAS & VENUGOPAL, Chartered Accountants, FRN No 010669S, as the Statutory Auditors of the Company, to undertake the statutory Audit for the Financial years 2022-23 and 2023-24 and to hold office till the conclusion of the Annual General Meeting of the Company for the FY 2023-24 for adoption of Financial Statements for FY 2023-24 on such remuneration as may be decided by the Board of Directors in consultation with the Auditors”.

Special Business:

4. **Appointment of Mr. Manoj Kumar R as a Non- Executive Director:**

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 any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Manoj Kumar R (DIN: 09357326), who was appointed as Additional Director on 1st October 2021, be and is hereby appointed as Director of the Company not liable to retire by rotation.

RESOLVED FURTHER THAT Company Secretary or any one of the Directors of the Company, be and is hereby authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

By the Order of the Board



(Handwritten signature)

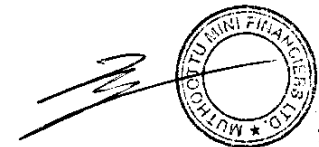
Mathew Muthoottu
Managing Director
(DIN: 01786534)

Place: Kochi

Date: 28-09-2022

Notes

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
2. Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of item No.4 annexed hereto and forms part of this notice.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips to the Meeting.
5. All 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 of the venue of the AGM is enclosed.



EXPLANATORY STATEMENT

Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of item No. 4 is annexed hereto and forms part of this notice.

4. Appointment of Mr. Manoj Kumar R as Director :

Board of directors of the Company in their meeting of October 1, 2021 appointed Mr. Manoj Kumar R as Additional Director of the Company to hold office of the Director till the conclusion of Annual General Meeting to be held for FY 2021-22.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Manoj Kumar R as the Director of the Company, subject to the Company ensuring Compliance of Section 160 of Companies Act 2013

Brief profile of Mr. Manoj Kumar R is given below for reference of the members:

Mr. Manoj Kumar R is a Fellow Member of the Institute of Chartered Accountants of India with over 25 years of experience in Accounting, Auditing, Taxation and Budgeting & Project Financing. He has Qualified the Information System Auditor (DISA) course conducted by ICAI and is a Fellow member of the Institute of Chartered Accountants of India since 2003 . His key focus areas are Statutory & Internal Audits of Corporates, Firms, Banks, Institutions, and all tax related matters.

His experience is beneficial to the Company. None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Manoj Kumar R is concerned or interested, financial or otherwise, in the resolution. Mr. Manoj Kumar R is interested to the extent of sitting fees receivable by him in his capacity as a Director

The resolution set forth in Item no.4 is recommended for the approval of the members

By the Order of the Board



(Handwritten signature)
Mathew Muthoottu
Managing Director
(DIN: 01786534)

Place: Kochi
Date: 28-09-2022