



BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai - 400 051

BSE Scrip Code: **544055**

Symbol: **MUTHOOTMF**

Dear Sir/Madam,

Sub: Disclosure pursuant to Regulation 30 of SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 - Proceedings of 32nd Annual General Meeting of the Company held on July 18, 2024.

We wish to inform you that the 32nd Annual General Meeting (“AGM”) of the members of the Company was held today i.e. Thursday, 18 July, 2024 at 03.00 P.M through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) and the meeting was concluded at 03.38 P.M. including the time allowed for the completion of e-voting at the AGM.

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the proceedings of the 32nd AGM of the Company.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For Muthoot Microfin Limited

Neethu Ajay,
Chief Compliance Officer and Company Secretary
Membership No: ACS34822

July 18, 2024
Ernakulam

Encl: as above

MUTHOOT MICROFIN LIMITED
CIN:L65190MH1992PLC066228



Proceeding of 32nd Annual General Meeting (“AGM”) of Muthoot Microfin Limited held on Thursday, July 18, 2024 at 3.00 PM through Video Conferencing (VC) / Other Audio Visual Means (OAVM)

The following persons were present through Video Conferencing (VC) / Other Audio-Visual Means (OAVM);

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|-----|---------------------------|---|
| 1. | Mr. Thomas Muthoot | Managing Director |
| 2. | Mr. Thomas George Muthoot | Non-Executive Promoter Director |
| 3. | Ms. Pushpy B Muricken | Independent Director, Chairperson of Audit Committee |
| 4. | Mr. T S Vijayan | Independent Director, Chairman of Nomination and Remuneration Committee |
| 5. | Mr. R Anand | Independent Director |
| 6. | Ms. Bhama Krishnamurthy | Independent Director |
| 7. | Mr. Alok Prasad | Independent Director |
| 8. | Mr. Sadaf Sayeed | Chief Executive Officer |
| 9. | Mr. Udeesh Ullas | Chief Operating Officer |
| 10. | Mr. Praveen T | Chief Financial Officer |
| 11. | Ms. Neethu Ajay | Chief Compliance Officer and Company Secretary |

Mr. Rohit Sachdev, Sharp and Tannan Associates, Statutory Auditors, Mr. Sivakumar Puzhankara, Secretarial Auditor and Scrutinizer were present through VC/OAVM.

Attendance: 42 Shareholders holding 1,98,31,608 equity shares of the Company were present through VC/OAVM.

The Company Secretary briefed the members that the 32nd AGM was convened through Video conferencing as per the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, from time to time. VC/OAVM facility for conducting the AGM and remote e-voting as well as e-voting at the time of AGM is provided by the National Securities Depository Limited (NSDL).

She informed that the remote e-voting facility opened on Monday, July 15, 2024 at 9.00 a.m. and closed on Wednesday, July 17, 2024 at 5.00 p.m. The E-voting module was kept open during the time of the AGM to enable those members who had not exercised their voting rights through remote e-voting.

She further informed that all Statutory Registers and other documents related to the Ordinary and Special Businesses were made available for inspection and the Secretarial Auditors of the Company had issued a certificate on compliance of provisions relating to Employee Stock Option Scheme.

Thereafter, Mr. Thomas Muthoot, Chairman, occupied the Chair. He confirmed the requisite quorum for the meeting is present and welcomed all the Shareholders, Directors and all other attendees.

The Company Secretary invited all other Directors and informed that Mr. Thomas John Muthoot (DIN: 00011618), Mr. Akshaya Prasad (DIN: 02028253) and Mr. John Tyler Day (DIN: 07298703), Non-Executive Non-Independent Director could not attend the meeting due to some preoccupations. She informed that Mr. Thomas John Muthoot, Chairman of the Stakeholder Relationship Committee has

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Regd. Office: 13th Floor, Parinee Crescenzo, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051

Administrative: Office 5th Floor, Muthoot Towers, M G Road, Kochi, Kerala - 682035, Tel: +91 -484-4277500, +91-484-4300127, F: +91-484-4300127 E: info@muthootmicrofin.com

www.muthootmicrofin.com

authorized Mr. Thomas George Muthoot (DIN: 00011552), member of the Stakeholder Relationship Committee, on his behalf.

Then Mr. Sadaf Sayeed, Chief Executive Officer, briefed the performance highlights of the Financial Year 2023-24.

Thereafter the Company Secretary detailed the Ordinary Business and Special Business which were to be transacted during the AGM.

Ordinary Business:

1. To receive, consider and adopt the Annual Audited Financial Statements of the Company including the Balance Sheet as on March 31, 2024, and the Statement of Profit and Loss Account and Cash Flow Statement for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Thomas George Muthoot (DIN: 00011552) who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.
3. To appoint M/s. Suresh Surana & Associates LLP, Chartered Accountants (Firm Registration No. 121750W/W-100010) as Statutory Auditors and fixing their remuneration.

Special Businesses:

4. To consider the proposal for Ratification of appointment of Mr. Akshaya Prasad (DIN: 02028253), Non-Independent, Non-Executive Director
5. To consider the proposal for Ratification of appointment of Mr. John Tyler Day (DIN: 07298703), Non-Independent Non-Executive Director
6. To consider the proposal for enhancement of borrowing limits from ₹ 10,000 crores to ₹ 15,000 crores
7. To consider the proposal for creation of Charge on the assets/receivables of the Company
8. To consider the proposal of ratification of Muthoot Microfin Employee Stock Option Plan 2016 ("ESOP 2016") of the Company
9. To consider the proposal of ratification of Muthoot Microfin Limited Employee Stock Option Plan 2022 ("ESOP 2022") of the Company
10. To approve the alteration of object clause of the Memorandum of Association of the Company
11. To approve the adoption of Memorandum of Association as per the provisions of the Companies Act, 2013

The Company Secretary then mentioned that total two shareholders have registered as speaker shareholders to raise questions during the AGM and any questions raised during the time of the AGM through chat box facility also shall be replied.

The Moderator informed that the shareholders who registered as speakers were not present during the meeting and no questions were received over the chat box facility enabled for shareholders.

The Company Secretary, with the permission of the Chair, invited Mr. Udeesh Ullas, Chief Operating Officer, to propose vote of thanks. Thereafter, Mr. Udeesh Ullas, proposed a formal vote of thanks to the Chairman, other Directors, Shareholders and others who attended the AGM and all others who extended support in successful conduct of the meeting.

After completion of all deliberations, the voting module was extended for another 15 minutes to enable the members to cast their votes. The Company Secretary informed that the consolidated voting results along with the Scrutinizer report would be placed on the website of the Company and in both stock exchanges.

For and on behalf of Muthoot Microfin Limited

Neethu Ajay
Chief Compliance Officer and Company Secretary
Membership No: ACS34822