MCSL/SEC/26-27/165
August 07, 2026

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001, Maharashtra
Scrip Code (Equity) - 511766
Scrip Code (Debenture and CP) - 975282, 975513, 975662, 976146, 976183, 976213, 976233, 976363, 976458, 976806, 976898, 976933, 976965, 729732, 729733 and 730251

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051, Maharashtra
Trading Symbol - MUTHOOTCAP

Dear Sir / Ma'am,

Sub: Notice convening the Thirty-Second Annual General Meeting of the Company and intimation of cut-off date and remote e-voting schedule

Pursuant to Regulation 30, 51 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed the Notice convening the Thirty-Second Annual General Meeting ("AGM") of the Company, scheduled to be held on **Monday, August 31, 2026, at 11:00 a.m. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

The Notice of the AGM is also available on the website of the Company at www.muthootcap.com.

In accordance with the applicable MCA and SEBI Circulars, the Annual Report along with the Notice of the AGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or Integrated Registry Management Services Private Limited, the Company's Registrar and Share Transfer Agent ("RTA"), or the respective Depository Participants ("DPs").

Further, pursuant to Regulation 36(1)(b) of the Listing Regulations, the Company will send an intimation to those Members whose e-mail addresses are not registered with the Company/RTA/DPs, providing the web link and QR Code (including the exact path) from where the Annual Report can be accessed on the Company's website.

Members who wish to obtain a physical copy of the Annual Report may send their request to secretarial@muthootcap.com, mentioning their Folio Number / DP ID and Client ID.

Cut-off Date and Remote E-voting Details: Pursuant to Section 108 of the Companies Act, 2013 read with the Rules framed thereunder, Regulation 44 of the Listing Regulations and the applicable MCA and SEBI Circulars, the Company is pleased to provide its Members with the facility to cast their votes electronically on all resolutions set out in the Notice of the AGM.

Members holding shares either in physical or dematerialized form as on the cut-off date, i.e., **Monday, August 24, 2026,** shall be entitled to cast their votes electronically. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company. A person whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall only be entitled to avail of the facility of remote e-voting or e-voting during the AGM. The remote e-voting facility shall commence on **Thursday, August 27, 2026, at 9:00 a.m. (IST) and shall end on Sunday, August 30, 2026, at 5:00 p.m. (IST).** Thereafter, the remote e-voting module shall be disabled by CDSL. The Company has engaged Central Depository Services (India) Limited ("CDSL") to provide the VC/OAVM facility for participation in the AGM and the electronic voting (e-voting) facility.

Detailed instructions for attending the AGM through VC/OAVM and for remote e-voting/e-voting during the AGM are provided in the Notice of the AGM.

We request you to kindly take the same on your records.

Thanking you

Yours faithfully,
For **Muthoot Capital Services Limited**

DEEPA GOPALAKRISHNAN

Digitally signed by DEEPA GOPALAKRISHNAN
Date: 2026.08.07 22:18:09 +05'30'

Deepa G
Company Secretary and Compliance Officer
(Membership No.: A68790)

MUTHOOT CAPITAL SERVICES LIMITED

(CIN: L67120KL1994PLC007726)

Regd. Office: 3rd Floor, Muthoot Towers, M. G. Road, Kochi - 682 035, Kerala
Tel: +91 - 484 - 6619600; E-mail: secretarial@muthootcap.com; Website: www.muthootcap.com

NOTICE OF THE THIRTY SECOND (32ND) ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Second (32nd) Annual General Meeting ("AGM") of the Members of Muthoot Capital Services Limited ("MCSL" / "the Company") will be held on **Monday, August 31, 2026, at 11:00 A.M. (IST)** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following businesses:

Ordinary Business:

1. **To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Reports of the Board of Directors and the Statutory Auditors thereon.**

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

   "RESOLVED THAT the Audited Standalone Financial Statements of the Company comprising the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows for the Financial Year ended on that date, together with the Notes forming part of the Financial Statements and the Reports of the Board of Directors and the Statutory Auditors thereon, be and are hereby received, considered and adopted."

2. **To appoint a Director in place of Ms. Susan John (DIN: 10763021), who retires by rotation in accordance with Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.**

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

   "RESOLVED THAT pursuant to the provisions of Section 152(6) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company, Ms. Susan John (DIN: 10763021), Non-Executive Director, who retires by rotation, being eligible, has offered herself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

Special business:

3. **Appointment of Ms. Manimekhalai A (DIN: 08411575) as an Independent Director of the Company.**

   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 Section 149, 150 and 152 and other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013 ('the Act'), the applicable provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), provisions of Regulation 16(1)(b), 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the Articles of Association of the Company and other applicable provisions of law, Ms. Manimekhalai A (DIN: 08411575), who was appointed as an Additional Independent Director by the Board of Directors with effect from July 16, 2026, based on the recommendation of the Nomination and Remuneration Committee, being eligible for appointment as an Independent Director on account of fulfilling the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted consent to act as a Director of the Company in Form DIR-2, be and is hereby appointed as a Non-Executive Independent Director of the Company, for a first term of five consecutive years with effect from July 16, 2026 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director and the Company Secretary of the Company, be and are hereby severally authorised to file all necessary e-Forms with the concerned Registrar of Companies and to do all such acts, deeds, matters and things and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

4. **Re-appointment of Mrs. Shirley Thomas (DIN: 08586100) as an Independent Director of the Company.**

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 Section 149, 150 and 152 and other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013 ('the Act'), the applicable provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), provisions of Regulation 16(1)(b), 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the Articles of Association of the Company and other applicable provisions of law, Mrs. Shirley Thomas (DIN: 08586100), who was appointed as an Independent Director of the Company, for a period of five years, up to November 24, 2026, based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, and who is eligible for re-appointment as an Independent Director on account of fulfilling the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted consent to act as a Director of the Company in Form DIR-2, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, for a second term of five consecutive years with effect from November 25, 2026 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company, be and are hereby severally authorised to file all necessary e-Forms with the concerned Registrar of Companies and to do all such acts, deeds, matters and things and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

For and on behalf of the Board of Directors

Sd/-
Deepa G
Company Secretary & Compliance Officer
Membership No.: A68790

Place: Kochi
Date: July 16, 2026

Notes:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 03/2025 dated September 22, 2025, read together with the circulars issued earlier in this regard ("MCA Circulars") and the Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, read together with the circulars issued earlier in this regard ("SEBI Circulars") have permitted the Companies to conduct the Annual General Meeting ("AGM") through Video Conferencing (VC) / Other Audio-Visual Means ("OAVM"), subject to compliance with various conditions specified therein. Accordingly, in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), MCA Circulars and SEBI Circulars, the 32nd AGM of the Company is being conducted through VC / OAVM. The procedure for participating in the Meeting through VC / OAVM is explained below and is also available on the website of the Company at **www.muthootcap.com.**

2. The proceedings of the 32nd Annual General Meeting shall be deemed to be conducted at the Registered Office of the Company situated at Muthoot Towers, 3rd Floor, M.G. Road, Ernakulam - 682 035, Kerala.

3. The Statement pursuant to Section 102(1) of the Companies Act, 2013, as amended (the 'Act') setting out the material facts concerning the business with respect to Item Nos. 3 and 4 forms part of this Notice. Further, relevant information pursuant to Regulation 36 and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and disclosure requirements in terms of Secretarial Standard on General Meetings ('SS-2') issued by The Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is provided in the Annexure to this Notice.

4. In terms of Section 152 of the Companies Act, 2013, Ms. Susan John (DIN: 10763021), Non-Executive Director of the Company, retires by rotation at the ensuing AGM of the Company and being eligible, offers herself for re-appointment. The relevant details pursuant to Regulation 36(3) of the Listing Regulations and SS-2 issued by ICSI, in respect of Director seeking re-appointment at this AGM is annexed hereto.

5. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of the Members has been dispensed with and therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members will not be available for the AGM and hence the Proxy form and Attendance Slip are not annexed to this Notice.

6. Corporate Members intending to authorize their representatives to participate and vote at the AGM are requested to upload a certified true copy of the Board Resolution/Authorisation Letter authorising their representative to attend and vote on their behalf together with the attested specimen signatures, in the e-Voting portal i.e. **evoting@cdslindia.com**, or alternatively send the same by E-mail to the Scrutiniser at sandeep@sandeep-cs.in with a copy marked to the Company.

7. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of ascertaining the Quorum under Section 103 of the Act.

8. In compliance with the aforesaid MCA Circulars and the Listing Regulations, Notice of the 32nd AGM along with Annual Report for FY 2025-26 is being sent through electronic mode to those Members whose E-mail addresses are registered with the Company / Registrar and Share Transfer Agents (RTA) or the Depository Participant(s) (DPs). Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for FY 2025-26 is available is being sent to those Members whose E-mail addresses are not registered with the Company / RTA / DPs.

9. Members may please note that the Notice of the AGM and the Annual Report for FY 2025-26 have been uploaded on the Company's website at **www.muthootcap.com**. The same can also be accessed from the website of the Stock Exchanges i.e. BSE Limited at **www.bseindia.com** and National Stock Exchange of India Limited ("NSE") at **www.nseindia.com** and on the website of CDSL at **www.evotingindia.com**. Any Member who desires to get a physical copy of the Annual Report for FY 2025-26, may request the same by sending an E-mail to the Company at **secretarial@muthootcap.com** mentioning their Folio No. / DP ID and Client ID.

10. Members holding shares in dematerialized (demat) mode are requested to register or update their E-mail IDs with their relevant Depository Participant(s) (DPs). In case of any queries / difficulties in registering the E-mail IDs with

their DPs, Members may write to the Company's RTA at **einward@integratedindia.in**. Further, Members are requested to direct notifications about change of address, mobile number and E-mail IDs to their respective DPs and to quote Folio Number / DP ID and Client ID, in all their correspondence with the Company / DP.

11. Those Members who are holding shares in physical form and have not updated their E-mail IDs with the Company, are requested to update the same by submitting a duly filled and signed Form ISR-1 along with self-attested copy of the PAN Card and self-attested copy of any document as address proof to the Company's RTA at **einward@integratedindia.in**.

12. Members seeking any information with regard to the financial statements or any other matters to be placed at the AGM are requested to write to the Company on **secretarial@muthootcap.com** on or before Monday, August 17, 2026, from their registered E-mail ID, mentioning their name, DP ID and Client ID / Folio No. The same will be replied by the Company suitably.

13. Dividends which have not been encashed for a period of 7 (Seven) years from the date of transfer to Unpaid Dividend Account of the Company, have been transferred to the Investor Education and Protection Fund ("IEPF"). The Members whose unclaimed dividends and / or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for issuance of entitlement letter and other required documents and file Form IEPF-5 for claiming the dividend and / or shares.

14. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. To eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's RTA at **einward@integratedindia.in** for assistance in this regard.

15. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

16. Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is providing the facility of remote e-Voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the authorised e-Voting agency. The facility of casting votes by a Member using remote e-Voting as well as the e-Voting system on the date of AGM will be provided by CDSL.

17. The remote e-Voting period begins on **Thursday, August 27, 2026, at 9:00 a.m. (IST)** and ends on **Sunday, August 30, 2026, at 5:00 p.m. (IST)**. The remote e-Voting module shall be disabled by CDSL for voting thereafter. The facility for voting through e-Voting System will also be made available at the AGM and the Members attending the AGM, who have not already cast their votes by remote e-Voting shall be able to exercise their voting right at the AGM through e-Voting. The procedure for e-Voting and process of joining the Meeting through VC along with other details also forms part of the Notice. The Members, whose names appear in the Register of Members / Beneficial Owners maintained by the depositories, as on the **cut-off date i.e. Monday, August 24, 2026**, may cast their votes electronically.

18. The voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the cut-off date. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently. A person who is not a Member as on the cut-off date should treat this Notice of AGM for informational purposes only.

19. The Board of Directors in their Meeting held on July 16, 2026, has appointed Mr. S Sandeep (FCS 5853 /COP 5987), Managing Partner of M/s. S Sandeep and Associates, Company Secretaries as the Scrutinizer for scrutinizing the process of remote e-Voting and e-Voting during the Meeting in a fair and transparent manner. The Scrutinizer, shall, immediately upon conclusion of the Meeting, unblock the votes cast through remote e-Voting system and e-Voting during the Meeting and shall make a consolidated Scrutinizer's report and submit their report to the Company Secretary, who shall countersign the same.

20. The results of the remote e-Voting and e-Voting at the Meeting shall be declared by the Chairman of the Meeting or by any other Director or Company Secretary duly authorised in this regard. The results declared along with the

report of the Scrutinizer shall be placed on the Company's website **www.muthootcap.com** and also be displayed on the Notice Board of the Company at its registered office and on the website of CDSL at **https://www.evotingindia.com/** immediately after the results are declared and simultaneously communicated to the Stock Exchanges in compliance with Regulation 44(3) of the Listing Regulations. The resolutions shall be deemed to be passed on the date of the Meeting i.e. Monday, August 31, 2026, subject to receipt of the requisite number of votes in favour of the resolutions.

21. SEBI has established a common Online Dispute Resolution Portal (ODR Portal) for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal **https://smartodr.in/login**.

22. Members seeking to inspect such documents can send an E-mail to the Company's E-mail address mentioning their name, Folio No. / DP ID and Client ID and the documents that they seek to inspect, with a self-attested copy of their PAN card attached to the E-mail ID at **secretarial@muthootcap.com**.

23. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, and the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act read with Rules issued thereunder will be electronically available for inspection by the Members during the Meeting.

24. A certificate from the Secretarial Auditors of the Company prepared in accordance with Regulation 13 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available for inspection by the Members in electronic mode during the AGM. Furthermore, 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. August 31, 2026, and shall be available for inspection upon login at CDSL e-Voting system at **https://www.evotingindia.com/**.

25. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

26. SEBI has mandated furnishing of PAN, KYC details (i.e., postal address with PIN code, E-mail address, mobile number, bank account details and latest specimen signature, etc.) and nomination details by holders of securities. SEBI has also mandated compulsorily linking PAN with Aadhaar number, unless specifically exempt by the competent authority. In terms of the said SEBI mandate, folios, wherein any of the above-mentioned documents / details (except for nomination) are not available, such Members will not be eligible to lodge any grievance or avail service request from the RTA. Relevant forms prescribed by SEBI in this regard are available on the website of the Company at **www.muthootcap.com**.

Instructions for Remote e-Voting and Joining the AGM through VC / OAVM.

Step 1: Access through the CDSL/NSDL Depository e-Voting System in case of individual Shareholders holding shares in demat mode.

Step 2: Access through the CDSL e-Voting system in case of Shareholders holding shares in physical mode and non-individual Shareholders in demat mode.

(i) The voting period begins at **9:00 a.m. on Thursday, August 27, 2026,** and ends at **5:00 p.m. on Sunday, August 30, 2026**. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date, i.e. Monday, August 24, 2026**, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already cast their vote through remote e-Voting prior to the AGM may attend the AGM through VC / OAVM but shall not be entitled to cast their vote again during the Meeting.

(iii) Pursuant to SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, read with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-Voting facility to its Shareholders, in respect of all Shareholders' resolutions. However, it has been observed that the participation of public non-institutional Shareholders / retail Shareholders is at a negligible level.

Currently, there are multiple e-Voting service providers (ESPs) providing e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-Voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.

(iv) In terms of SEBI Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, on e-Voting facility provided by Listed Entities, individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-Voting facility.

Pursuant to the aforesaid SEBI Circular, login method for e-Voting and joining Virtual Meetings for individual Shareholders holding securities in demat mode with CDSL / NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website **www.cdslindia.com** and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi / Easiest, option to register is available at CDSL website **www.cdslindia.com** and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing demat account number and PAN from e-Voting link available on **www.cdslindia.com** home page. The system will authenticate the user by sending OTP on registered mobile number and E-mail address as recorded in the demat account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: **https://eservices.nsdl.com** either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page.

Type of shareholders	Login Method
	2) Click on the Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual Meeting & voting during the Meeting. 3) If the user is not registered for IDeAS e-Services, option to register is available at **https://eservices.nsdl.com**. Select "Register Online for IDeAS Portal" or click at **https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp** 4) 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your 16-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual Meeting & voting during the Meeting. 5) For OTP based login you can click on **https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp.** You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN No., Verification code and generate OTP. Enter the OTP received on registered E-mail ID / mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Muthoot Capital Services Limited or CDSL and you will be re-directed to **www.evotingindia.com** for casting your vote during the remote e-Voting period or joining virtual Meeting & voting during the Meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual Meeting & voting during the Meeting.

Important Note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues relating to login through Depositories (CDSL and NSDL).

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue while logging in can contact CDSL helpdesk by sending a request at **helpdesk.evoting@cdslindia.com** or contact at toll free no. **1800 21 09911.**
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at **evoting@nsdl.co.in** or call at **022 - 4886 7000** and **022 - 2499 7000**

(v) **Login method for Remote e-Voting and joining Virtual Meetings for Shareholders holding shares in Physical Mode and Non-Individual Shareholders holding shares in Demat Mode.**

1) Shareholders should log on to the e-Voting website **www.evotingindia.com**.
2) Click on "Shareholders" module.
3) Now enter your User ID:
   a) For CDSL: 16-digit Beneficiary ID,
   b) For NSDL: 8 Character DP ID followed by 8-Digits Client ID,
   c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Enter the Image Verification Code as displayed and click on "Login".
5) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier e-Voting of any Company, then your existing password is to be used.
6) If you are a first-time user, follow the steps given below:

	For Physical Shareholders and other than individual Shareholders holding Shares in Demat
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders) Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company, please enter the Member ID / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For Shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.

(ix) Click on the EVSN to choose Muthoot Capital Services Limited on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR / POA, if any, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non-Individual Shareholders and Custodians – Remote e-Voting Only**

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be E-mailed to **helpdesk.evoting@cdslindia.com**.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
- It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- **Alternatively, Non-Individual Shareholders are mandatorily required to send the relevant Board Resolution / Authorisation Letter together with the attested specimen signature of the duly authorised signatory to the Scrutiniser at sandeep@sandeep-cs.in and to the Company at secretarial@muthootcap.com, if they have voted through the Individual tab and have not uploaded the same in the CDSL e-Voting system, for verification by the Scrutiniser.**

Procedure for Members attending the AGM through VC / OAVM is as follows:

1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of the AGM provided by CDSL at **www.evotingindia.com** following the steps mentioned above for logging in to CDSL e-Voting system. After successful login, you can see VC / OAVM link placed under the Join meeting menu against the Company name. You are requested to click on the VC / OAVM link placed under the "Join Meeting" menu.
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.
3. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available to at least 1000 Members on first-come, first-served basis. This will not include Large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and

Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first-come, first-served basis.

4. Members who would like to express their views/ ask questions as a speaker at the Meeting may pre-register by sending a request from their registered E-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at **secretarial@muthootcap.com**, from Saturday, August 08, 2026, to Wednesday, August 12, 2026. The Company reserves the right to restrict the number of questions and speakers depending on the availability of time for the AGM. Further, the sequence in which the Shareholders will be called upon to speak will be solely determined by the Company. Members who do not wish to speak during the AGM but have queries may send their queries during the same period, mentioning their name, demat account number/folio number, E-mail ID, mobile number at **secretarial@muthootcap.com**. These queries will be suitably replied to by the Company through E-mail.

5. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM.

6. Members are encouraged to join the Meeting through Laptops / iPads for better experience.

7. Further Shareholders will be required to allow access to their camera and use a stable internet connection to avoid any disturbance during the Meeting.

8. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Instructions for Members attending the AGM through VC / OAVM & e-Voting during Meeting are as under

1. The procedure for attending the Meeting and e-Voting on the day of the AGM is the same as the instructions mentioned above for remote e-Voting.

2. Only those Members who are 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 the e-Voting system during the AGM.

3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Process for those Shareholders whose E-mail ID / mobile number are not registered with the Company / Depositories:

1. **For Physical Shareholders:** Please provide necessary details like 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 Aadhar Card) by E-mail to RTA at **einward@integratedindia**.in or to the Company at **secretarial@muthootcap.com**.

2. **For Demat Shareholders:** Please update your E-mail ID & mobile number with your respective Depository Participant (DP).

3. **For Individual Demat Shareholders:** Please update your E-mail ID & mobile number with your respective Depository Participant (DP) which is mandatory while e-Voting and joining the Virtual Meeting through Depository.

If you have any queries or issues regarding attending the AGM and e-Voting from the CDSL e-Voting System, you can write an E-mail to **helpdesk.evoting@cdslindia.com** or contact at toll free no.**1800 21 09911**.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an E-mail to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 ("ACT")

The following Explanatory Statement, pursuant to Section 102 of the Act, sets out all material facts relating to the business mentioned in the accompanying AGM Notice dated July 16, 2026:

Item No. 3: Appointment of Ms. Manimekhalai A (DIN: 08411575) as an Independent Director of the Company

The Board of Directors of the Company, at its Meeting held on July 16, 2026, had appointed Ms. Manimekhalai A (DIN: 08411575) as an Additional Director of the Company in the category of Independent Director with effect from July 16, 2026, based on the recommendation of the Nomination and Remuneration Committee and she holds office up to the date of this Annual General Meeting of the Company and subject to the approval of the Members, for a first term of five consecutive years commencing from July 16, 2026 up to July 15, 2031.

Taking into consideration the skills, competence and expertise required on the Board in the context of the Company's business and sector, and based on the performance evaluation carried out by the Board in accordance with the Companies Act, 2013 and the SEBI Listing Regulations, the Nomination and Remuneration Committee ("NRC") has recommended to the Board that Ms. Manimekhalai A possesses the qualifications and experience necessary for the role of Independent Director and that her association would be of immense benefit to the Company.

The Company has received all requisite statutory disclosures and declarations from Ms. Manimekhalai A, which includes the consent in writing to act as a Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under the provisions of sub-section (2) of Section 164 of the Companies Act, 2013. Based on the declaration received from the proposed Director, the Board confirms that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of the SEBI LODR, Ms. Manimekhalai A has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. She has also confirmed that she is not debarred from holding the office of a Director by virtue of any SEBI orders or orders of any other regulatory authority pursuant to the relevant SEBI circulars issued by BSE Limited and NSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by listed companies. Ms. Manimekhalai A has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, and based on its evaluation, Ms. Manimekhalai A is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations as amended, and is independent of the Management of the Company. Ms. Manimekhalai A would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof, where she is a Member. The disclosure under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards, forms a part of this Notice.

In compliance with the provisions of Section 149 and other applicable provisions of the Act, read with Schedule IV to the Act, and in terms of Regulations 16(1)(b), 17, 25 and other applicable provisions of the SEBI Listing Regulations, the appointment of Ms. Manimekhalai A as Independent Director for a term of 5 (Five) years commencing from July 16, 2026, up to July 15, 2031, is being placed before the Members for approval by way of a Special Resolution. The terms and conditions of appointment of Independent Directors are available on the Company's website at www.muthootcap.com. Further, the terms and conditions of appointment of Ms. Manimekhalai A as an Independent Director will also be available for inspection to the Members of the Company up to the date of the AGM. Any Member who wishes to inspect the same may send a request along with their name, DP ID & Client ID/Folio No., from their registered E-mail address to the Company at **secretarial@muthootcap.com**.

Except Ms. Manimekhalai A, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this item of business and there is no inter-se relationship between Ms. Manimekhalai A and any other Director and/or Key Managerial Personnel of the Company.

The Board recommends the Special Resolution set out at Item No. 3 of the accompanying Notice for approval by the Members of the Company.

Item No. 4: Re-appointment of Mrs. Shirley Thomas (DIN: 08586100) as an Independent Director of the Company

Mrs. Shirley Thomas (DIN: 08586100) was appointed as an Independent Director of the Company by the Board of Directors on November 25, 2021, and the same was approved by the Members at the Extra-Ordinary General Meeting of the Company held on December 29, 2021, for a period of five (5) consecutive years commencing from November 25, 2021 up to November 24, 2026.

Mrs. Shirley Thomas is currently a Member of the Audit Committee, Nomination and Remuneration Committee, Customer Service Committee, Corporate Social Responsibility Committee, Risk Management Committee and IT Strategy Committee of the Company. She has regularly attended the Meetings of the Company and has immensely contributed to the Board and Committee deliberations during her tenure.

As the initial term of five years is set to expire on November 24, 2026, it is proposed that she be reappointed for a second term of five years subject to the approval of the Members by a Special Resolution, as she is eligible for re-appointment as Independent Director on the Board of the Company.

Taking into consideration the skills, competence and expertise required on the Board in the context of the Company's business and sector, and based on the performance evaluation carried out by the Board in accordance with the Companies Act, 2013 and the SEBI Listing Regulations, the Nomination & Remuneration Committee ('NRC') has recommended to the Board that Mrs. Shirley Thomas continues to possess the qualifications and experience necessary for the role of Independent Director and that her association would be of immense benefit to the Company. Based on the recommendation of the NRC, the Board of Directors, at its Meeting held on July 16, 2026, decided to recommend to the Shareholders the re-appointment of Mrs. Shirley Thomas, as an Independent Director of the Company, not liable to retire by rotation, for a second term commencing from November 25, 2026, up to November 24, 2031.

The Company has received all requisite statutory disclosures and declarations from Mrs. Shirley Thomas, which includes the consent in writing to act as a Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under the provisions of sub-section (2) of Section 164 of the Companies Act, 2013. Based on the declaration received from the Director, the Board confirms that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(SEBI LODR). In terms of Regulation 25(8) of the SEBI LODR, Mrs. Shirley Thomas has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. She has also confirmed that she is not debarred from holding the office of a Director by virtue of any SEBI orders or orders of any other regulatory authority pursuant to the relevant SEBI circulars issued by BSE Limited and National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by listed companies. Mrs. Shirley Thomas has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, and based on its evaluation, Mrs. Shirley Thomas is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations as amended, and is independent of the Management of the Company. Mrs. Shirley Thomas would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof, where she is a Member. The disclosure under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards, forms part of this Notice.

In compliance with the provisions of Section 149 and other applicable provisions of the Act, read with Schedule IV to the Act, and in terms of Regulation 17 and other applicable provisions of the SEBI Listing Regulations, the re-appointment of Mrs. Shirley Thomas as Independent Director for the second term of 5 (Five) years commencing from November 25, 2026, up to November 24, 2031, is being placed before the Members for approval by way of a Special Resolution. The terms and conditions of appointment of Independent Directors are available on the Company's website at www.muthootcap.com. Further, the terms and conditions of re-appointment of Mrs. Shirley Thomas as an Independent Director will also be available for inspection to the Members of the Company up to the date of the AGM. Any Member who wishes to inspect the same may send a request along with their name, DP ID & Client ID/Folio No., from their registered E-mail address to the Company at **secretarial@muthootcap.com**.

Except Mrs. Shirley Thomas, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this item of business and there is no inter-se relationship between Mrs. Shirley Thomas and any other Director and/or Key Managerial Personnel of the Company.

The Board recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

For and on behalf of the Board of Directors

Sd/-
Deepa G
Company Secretary & Compliance Officer
Membership No.: A68790

Place: Kochi
Date: July 16, 2026

Details of Directors seeking Appointment / Re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)

Particulars	Details
Name of the Director	**Ms. Susan John**
DIN	10763021
Date of Birth	October 18, 1993
Age	32 years
Nationality	Indian
Qualification	MBBS, MRCP UK
Brief Profile and Nature of Expertise in specific functional areas	Ms. Susan John is a highly qualified medical professional with extensive experience across various roles and disciplines. Having completed the IMT Programme with Full MRCP from KSS Deanery and worked in positions such as CT Level SHO at The Royal Marsden NHS Trust and Trust Grade F2 in General Medicine, Susan has demonstrated exceptional clinical competence. Her research contributions include a first-authored abstract for the BTOG Conference 2023 on regional lung radiotherapy protocols and participation in a manuscript published in Breast Cancer Research and Treatment on cardiotoxicity related to Trastuzumab. Susan has also conducted significant audits, including assessments of adrenal crisis management and the SAMBA 2018 audit, showcasing her commitment to quality improvement and protocol adherence. Her teaching experience is extensive, with presentations and regular departmental teaching in Oncology and Internal Medicine at institutions such as The Royal Marsden and UHCW. Notable presentations by Susan include discussions on Acute Kidney Injury (AKI) in oncology patients and Thyrotoxicosis. Susan's blend of research expertise, audit experience, and educational contributions highlights her ability to excel in both clinical and leadership roles, making her a valuable asset to any organization.
Terms and conditions of appointment	Ms. Susan John was appointed as a Non-Executive Director of the Company w.e.f. December 23, 2024. In terms of Section 152(6) of the Companies Act, 2013, she is liable to retire by rotation.
Remuneration last drawn	Nil
Designation	Non-Executive Director
Remuneration proposed to be paid	Nil
Date of first appointment on the Board	December 23, 2024
Shareholding in the Company, including shareholding as a beneficial owner	Nil
Relationship with other Directors / Manager other Key Managerial Personnel of the Company	Ms. Susan John is the daughter of Mr. Thomas John Muthoot, and Promoter of the Company, and cousin of Mrs. Tina Suzanne George, Whole-time Director, and Mrs. Ritu Elizabeth George, Non-Executive Non-Independent Director.
Number of Meetings of the Board attended during the year 2025-26	03 (Three)
Directorships held in other Companies	NIL
Chairmanships/Memberships of Committees in other Companies	NIL
Listed entities from which the Director has resigned in the past three years	NIL

Particulars	Details
Name of the Director	**Ms. Manimekhalai A**
DIN	08411575
Date of Birth	March 04, 1966
Age	60 years
Nationality	Indian
Qualification	BA, MBA, Diploma in Human Resource Management, CAIIB
Brief Profile and Expertise in specific functional areas	A. Manimekhalai is a distinguished banker with nearly four decades of experience in India's public sector banking industry. She began her career as an officer with the erstwhile Vijaya Bank in 1988 and rose through key leadership positions before serving as Executive Director of Canara Bank. In June 2022, she became the first woman Managing Director and CEO of Union Bank of India, where she led the bank until her retirement in 2026. An MBA in Marketing from Bangalore University and a Certified Associate of the Indian Institute of Bankers (CAIIB), she is recognized for her contributions to strategic planning, digital transformation, business growth, financial inclusion, and the successful integration of major banking operations
Terms and conditions of appointment	Appointment as an Independent Director for a term of five years commencing from July 16, 2026, up to July 15, 2031, not liable to retire by rotation. Details of terms and conditions of appointment form part of the Explanatory Statement.
Remuneration last drawn	Nil
Designation	Independent Director
Remuneration proposed to be paid	Sitting Fees, as may be decided by the Board, shall be payable
Date of first appointment on the Board	July 16, 2026
Shareholding in the Company, including shareholding as a beneficial owner	Nil
Relationship with other Directors / Manager and other Key Managerial Personnel of the Company	None of the Directors, Key Managerial Personnel or Promoters of the Company are related to the proposed appointee.
Number of Meetings of the Board attended during the year 2025-26	Nil
Directorships held in other Companies	Nil
Chairmanships/Memberships of Committees in other Companies	Nil
Listed entities from which the Director has resigned in the past three years	General Insurance Corporation of India
Skills and Capabilities required for the role and the manner in which the proposed person meets the requirements	**Knowledge of Financial Services and Banking Industry:** Possesses extensive knowledge and expertise in the financial services and banking sector, acquired through several years of experience across retail banking, corporate banking, treasury, digital banking, financial inclusion, and banking operations. **Strategic and Business Planning:** Brings significant experience in formulating and executing business strategies, driving sustainable growth, improving operational efficiency, and leading large-scale transformation initiatives

Particulars	Details
	Governance, Ethics and Regulatory Oversight: Has extensive experience in corporate governance, regulatory compliance, ethical business conduct, and Board oversight, with a strong understanding of regulatory frameworks and effective management of compliance and governance matters. **Audit and Risk Management:** Possesses comprehensive expertise in enterprise risk management, internal audit oversight, credit, operational, market, and compliance risks, with a proven ability to strengthen risk governance and internal control frameworks.

Particulars	Details
Name of the Director	**Mrs. Shirley Thomas**
DIN	08586100
Date of Birth	October 13, 1961
Age	64 years
Nationality	Indian
Qualification	B.Sc (Agriculture)
Brief Profile and Expertise in specific functional areas	Mrs. Shirley Thomas has an all-round Banking experience spread over Branch Banking to Network Level Senior Management roles with State Bank of India (SBI). She started her career in 1984 as a Probationary Officer in SBI. Her key areas of expertise are finance, banking, management, sales, and administration. She was Senior Vice President, Sales and Distribution during the period from September 2008 to November 2012. She had handled Corporate Banking, Retail Business, Agricultural Finance, International Banking, Non- Resident Accounts, and Small-Scale Industries in several large branches in her distinguished career and also handled many positions over the last several years including Senior Vice President, Strategic Partnership and Remittances; Senior Vice President, Sales and Distribution; Assistant General Manager, Stressed Asset Management Branch; Deputy General Manager, Group Risk; Deputy General Manager, Enterprise Risk and Group Risk Management; General Manager Chennai Circle, etc. Shirley Thomas was also a Nominee Director of ITCOT Limited for a period of 1 year. Apart from Muthoot Capital Services Limited, Shirley Thomas holds directorship in Bamni Proteins Limited, Nitta Gelatin India Limited and BWDA Finance Limited.
Terms and conditions of re-appointment	Re-appointment as an Independent Director for a second consecutive term commencing from November 25, 2026, up to November 24, 2031, not liable to retire by rotation. Details of terms and conditions of re-appointment form part of the Explanatory Statement.
Remuneration last drawn	Details of remuneration paid for FY 2025-26 are provided in the Corporate Governance Report forming part of the Annual Report.
Designation	Independent Director
Remuneration proposed to be paid	Sitting Fees, as may be decided by the Board, shall be payable.
Date of first appointment on the Board	November 25, 2021

Particulars	Details
Shareholding in the Company, including shareholding as a beneficial owner	Nil
Relationship with other Directors / Manager and other Key Managerial Personnel of the Company	None of the Directors, Key Managerial Personnel or Promoters of the Company are related to the proposed appointee.
Number of Meetings of the Board attended during the year 2025-26	10 (Ten)
Directorships held in other Companies	Nitta Gelatin India Limited (Listed) Bamni Proteins Limited BWDA Finance Limited
Chairmanships/Memberships of Committees in other Companies	- Member of Audit Committee and Chairperson of the Nomination and Remuneration Committee in Nitta Gelatin India Limited - Chairperson of the Audit Committee in Bamni Proteins Limited - Member of Audit Committee and the Nomination and Remuneration Committee in BWDA Finance Limited
Listed entities from which the Director has resigned in the past three years	Nil
Skills and Capabilities required for the role and the manner in which the proposed person meets the requirements	**Knowledge of Financial Services and Banking Industry:** Possesses sound knowledge of the financial services sector with experience in banking, finance, and financial management, enabling effective oversight of business operations and financial performance. **Strategic and Business Planning:** Brings experience in strategic planning, business management, and organisational development through leadership and Board-level roles, contributing to sustainable business growth and effective decision-making. **Governance, Ethics and Regulatory Oversight:** Has experience in corporate governance, regulatory compliance, and Board oversight, with a strong understanding of governance frameworks, ethical business practices, and statutory compliance requirements. **Audit and Risk Management:** Possesses knowledge of risk management, internal controls, financial reporting, and audit oversight, supporting effective governance and prudent risk management practices. The Board expressed satisfaction on all parameters while conducting the performance evaluation.