

Ref: SEC/MFL/SE/2025/6234

August 8, 2025

National Stock Exchange of India Ltd.
Exchange Plaza
Plot No. C/1, G Block, Bandra - Kurla
Complex, Bandra (E), Mumbai - 400 051
Symbol: MUTHOOTFIN

**Department of Corporate Services
BSE Limited**
P.J. Tower, Dalal Street
Mumbai - 400 001
Scrip Code: 533398

NSE IFSC Limited (NSE IX)
Unit 1201, Brigade, International
Financial Center, 12th Floor, Building No.
14-A, GIFT SEZ Gandhinagar,
Gujarat 382 355

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations")

Re: Notice of 28th AGM of Muthoot Finance Limited

The 28th Annual General Meeting (AGM) of the members of Muthoot Finance Limited will be held on Saturday, August 30, 2025, at 3:30 PM. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") without the physical presence of the members in accordance with the applicable provisions of the Companies Act, 2013, and the Listing Regulations.

We herewith enclose a copy of the Notice of the AGM including instructions for e-voting and the Annual Report for the FY 2024-25, which are being sent to the members of the Company in electronic mode.

For Muthoot Finance Limited

Rajesh A
Company Secretary
ICSI Membership No. FCS 7106



Muthoot Finance

Muthoot Finance Limited

(CIN: L65910KL1997PLC011300)

Registered Office:

NH Bypass, Palarivattom, Kochi, Ernakulam, Kerala, India - 682 028

(T): +91-484-480 4000, 2394712, Fax: +91-484-2396506, 2397399

Email: compliance@muthootgroup.com

Website: www.muthootfinance.com

NOTICE TO SHAREHOLDERS

Notice is hereby given pursuant to Section 96 and 101 of the Companies Act, 2013 (“Act”) that the 28th Annual General Meeting (AGM) of the members of Muthoot Finance Limited (“the Company”) will be held on **Saturday, August 30, 2025, at 03.30 P.M. (IST)** through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) facility to transact the following businesses:-

ORDINARY BUSINESS:

Item No. 1: Adoption of financial statements

To receive, consider and adopt:

- The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon; and
- The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Auditors thereon.

Item No. 2: Appointment of Mr. George Thomas Muthoot (DIN: 00018281) as a director, liable to retire by rotation

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: -

Members are requested to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. George Thomas Muthoot (holding DIN: 00018281), who retires by rotation at this meeting, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Item No. 3: Appointment of Mr. Alexander George (DIN: 00938073) as Director, liable to retire by rotation

To appoint a director in place of Mr. Alexander George (holding DIN:

00938073), who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment: -

Members are requested to consider and if thought fit, pass the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Alexander George (holding DIN: 00938073), who retires by rotation at this meeting, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

Item No. 4: Re-appointment of Mr. Chamacheril Abraham Mohan (DIN: 00628107) as an Independent Director for a second consecutive term

To re- appoint Mr. Chamacheril Abraham Mohan (holding DIN: 00628107) as Independent Director of the Company and approve continuation of his tenure as a Non-Executive Independent Director of the Company:-

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 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. Chamacheril Abraham Mohan (holding DIN: 00628107), 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. Chamacheril Abraham Mohan's candidature for the office of Director, be and is hereby re-appointed as a Director (Non-Executive & Independent) of the Company, not liable to retire by rotation, for a second consecutive term commencing from August 30, 2025, till August 29, 2030.

“RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, consent of the members of the Company be and is hereby accorded to the re-appointment and continuation of Mr. Chamacheril Abraham Mohan (holding DIN: 00628107) as an Independent Director of the Company who will attain the age of 75 Years during his second term as an Independent Director of the Company.

“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.”

Item No. 5: Re-appointment of Mr. Alexander George (holding DIN: 00938073) as Whole Time Director of the Company for a period of 5 (five) years with effect from September 30, 2025.

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 17(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, approval of members of the Company be and is hereby accorded to the re-appointment of Mr. Alexander George (DIN:00938073) as Whole Time Director of the Company, for a period of 5 (five) years with effect from September 30, 2025 on the terms and conditions specified herein:

Sl. No	Category	Description
Remuneration		
1	Basic Salary	Rs. 35,00,000/- 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	Rs. 35,00,000/- 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	Annual Performance Incentive	Rs. 1,80,00,000/- per annum or 1% of profit before tax before charging annual performance incentive whichever is higher, payable quarterly or at other intervals, subject to a maximum amount as may be decided by the Board from time to time within the limit as stated above.
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 per annum each year, 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 per annum each year, 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 approval of the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorised to do all acts and take all such steps as may be necessary for giving effect to the resolution.

Item No. 6: Appointment of Secretarial Auditors

To approve the appointment of M/s KSR & Co, Company Secretaries LLP as the Secretarial Auditors of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 204(1) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, rules and regulations as may be applicable, consent of the shareholders be and is hereby accorded for the appointment of M/s. KSR & Co. Company Secretaries LLP, having Firm Registration No. [FRN P2008TN006400] as the Secretarial Auditor of the Company from the conclusion of this Annual General Meeting till the conclusion of the 33rd Annual General Meeting of the Company to be held in the year 2030 to undertake the Secretarial Audits and issue the Secretarial Audit Reports for the financial years from FY2025-26 to FY2029-30 in the prescribed form on such remuneration and terms and conditions as may be agreed upon by the Board of Directors of the Company.

RESOLVED FURTHER THAT Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to finalize the terms of appointment, and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and disclosures to the stock exchanges as may be required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015."

Item No. 7: Increase in the Number of Directors on the Board of Directors

To increase the maximum number of Directors on the Board of the Company to 16 Directors:

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 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 subject to the provisions of the Articles of Association of the Company, approval of the shareholders be and is hereby accorded to increase the maximum number of Directors on the Board of the Company to 16 (sixteen) Directors from

the existing limit of 15 (fifteen) Directors.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things as may be necessary or incidental for giving effect to the above resolution, including filing of necessary forms with the Registrar of Companies.”

Item No. 8: Alteration of Articles of Association of the Company

To alter Article 100 of the Articles of Association of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with Rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), approval of the members of the Company be and is hereby accorded to alter Article 100 of the Articles of Association of the Company by deleting the existing Article 100 and substituting with the following new Article:

100. Number of Directors

Unless otherwise determined by General Meeting, the number of Directors shall not be less than three and not more than sixteen, including all kinds of Directors except alternate director.

RESOLVED FURTHER THAT Mr. George Alexander Muthoot, Managing Director of the Company and Mr. Rajesh. A, Company Secretary of the Company, be and are hereby severally authorized to sign and submit necessary forms with the Registrar of Companies, Kerala and Lakshadweep and to do all such acts, deeds and things as may be necessary in this connection to give effect to the aforesaid resolution.”

Item No. 9: Appointment of Mr. Koodathumuriyil Verghese Eapen (DIN: 01613015) as Non-Executive Independent Director of the Company

To approve the appointment of Mr. Koodathumuriyil Verghese Eapen (DIN: 01613015) as Non-Executive Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 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. Koodathumuriyil Verghese Eapen (DIN: 01613015), 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 the intention to propose Mr. Koodathumuriyil Verghese Eapen's candidature for the office of Director, be and is hereby appointed as a Director (Non-Executive & Independent) of the Company, not liable to retire by rotation, for a term commencing from October 01, 2025, till the date of the 31st Annual General Meeting of the Company to be held in the year 2028.

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.”

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

Sd/
Rajesh A
Company Secretary
FCS7106

Place: Kochi
Date: July 28, 2025

NOTES:

1. Pursuant to the General Circulars 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 2/2022, 10/2022, 09/2023 and 09/2024 issued by the Ministry of Corporate Affairs (MCA) and SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023 and October 3, 2024 (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the 28th AGM of the Company is being held through VC/OAVM. The deemed venue for holding the AGM will be the Registered Office of the Company.
2. Further, Securities and Exchange Board of India (SEBI), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 07, 2023 and June 05, 2025 (SEBI Circulars) and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).
3. As per the provisions of Clause 3.A.II. of the General Circular No.20/2020 dated May 5, 2020, the matters of Special Business as appearing in the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
4. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the Act), setting out material facts relating to business under Item Numbers 4 to 9 to be transacted at the AGM, is annexed hereto and forms part of this Notice.
5. The relevant details, pursuant to Regulations 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.
6. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.
7. The Company has appointed Central Depository Services (India) Limited (CDSL) as the authorised agency, to provide VC/OAVM facility for the AGM of the Company.
8. **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 CONDUCTED THROUGH VC/OAVM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**
9. The Company has appointed Mr. Sunil Sankar P, Practising Company Secretary (Membership No. ACS 20171; CP 10613) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner, on resolutions proposed in the Notice.
10. The Company has fixed Saturday, August 23, 2025 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.
11. Any person who is not a Member on the Cut-off date should treat this Notice for information purposes only.
12. 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.
13. 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.
14. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. 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 sunilsmenon@gmail.com with a copy marked to compliance@muthootgroup.com
16. 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. August 30, 2025. Members seeking to inspect such documents can send an email to compliance@muthootgroup.com
17. The Register of Members and Share Transfer Books of the

Company will remain closed from August 23, 2025 to August 30, 2025 (both days inclusive). Transfers received during book closure will be considered only after reopening of the Register of Members.

18. 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 this Annual Report and Company’s website, www.muthootfinance.com
19. 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.
20. 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 (Demat) are requested to keep their Bank Account details including IFSC and/or MICR updated with their respective DPs (Depository Participant) 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.
21. 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 Code, etc., to their DPs and in case the shares are held by them in electronic form and, to MUFG Intime India Private Limited (formerly 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 Agents of the Company, MUFG Intime India Private Limited (formerly Link Intime India Private Limited) at coimbatore@in.mpms.mufg.com 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.

22. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
23. 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.
24. Notice of the AGM including instructions for e-voting along with the Annual Report for the FY 2024-25 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 2024-25 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 CDSL, [https:// www.evotingindia.com](https://www.evotingindia.com)
25. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
26. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business 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 authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
27. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.muthootfinance.com. The Notice can also be accessed from the 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. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
28. Instructions for e-voting and joining AGM through VC/OAVM are as follows:
The remote e-voting period commences on Wednesday, August 27, 2025 at 09:00 A.M (IST) and ends on Friday, August 29, 2025 at

05:00 P.M (IST). The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. Saturday, August 23, 2025 may cast their vote electronically. The voting rights of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, August 23, 2025.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

1. The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars issued from time to time, the Company is providing facility of remote e-voting to its Members in respect of the business 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 authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
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 atleast 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. 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 Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.muthootfinance.com The Notice can also be accessed from the 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. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with relevant MCA Circulars.
8. In continuation to this Ministry's General Circular No. 20/2020, 02/2022, 10/2022, 09/2024 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2025, to conduct their AGMs through VC or OAVM on or before 30th September, 2025 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through 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 on Aug 27, 2025 at 9:00 AM (IST) and ends on Aug 29, 2025 at 05:00 PM (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Aug 23, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020 /242 dated 09.12.2020, under 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 by the 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020 /242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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 email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 or joining virtual meeting & voting during the meeting. Additionally, there is also 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 & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting 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 Depository	<ol style="list-style-type: none"> 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. Click on 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. 2) 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 3) 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 sixteen 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 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. 4) 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 email 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 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.

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 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.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login 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

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

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The 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 digits 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) Next enter the Image Verification 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) <ul style="list-style-type: none"> • 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. <ul style="list-style-type: none"> • 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 for the relevant <Company Name> 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 uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote 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 emailed 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 delink 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 required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@muthootgroup.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance@muthootgroup.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email

id, mobile number at compliance@muthootgroup.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted 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 available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. 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), AADHAR (self attested scanned copy of Aadhar Card) by email to coimbatore@in.mpms.mufg.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email 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, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

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

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

Item No. 4: Re-appointment of Mr. Chamacheril Abraham Mohan (DIN: 00628107) as an Independent Director for a second consecutive term

Shareholders of the Company at the Annual General Meeting held on August 31, 2022 had approved the appointment of Mr. Chamacheril Abraham Mohan as a Director (Non-Executive & Independent) for a period of 3 years commencing from August 31, 2022. The term of office of Mr. Chamacheril Abraham Mohan as an Independent Director on the Board of the Company is expiring at the 28th Annual General Meeting of the Company.

Mr. Chamacheril Abraham Mohan has been a vital asset to the Board, playing a pivotal role in its effective functioning over the past three years. His expertise have significantly contributed to the robust governance framework of the organization. Throughout his tenure, Mr. Mohan has been a highly engaged and active participant in all Board meetings and committee proceedings. His presence has been instrumental in ensuring a rigorous level of scrutiny and adherence to the highest standards of corporate governance practices. He consistently challenges assumptions, asks pertinent questions, and provides insightful contributions that enhance the quality of discussions and decision-making. His contributions have fostered a culture of healthy debate and critical evaluation, ultimately strengthening the Board's oversight capabilities. Mr. CA Mohan is a senior finance professional and a Chartered Accountant who has diversified experience for many years in the fields of finance and chartered accountancy.

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on May 13, 2025 has recommended the reappointment of Mr. Chamacheril Abraham Mohan as Independent Director for a second consecutive term of 5 years commencing from August 30, 2025. The present resolution seeks the re-appointment of Mr. Chamacheril Abraham Mohan as a Director (Non-Executive, Independent) for a second consecutive term commencing from August 30, 2025, 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. Nomination and Remuneration Committee has recommended the re-appointment after a comprehensive review of Mr. Chamacheril Abraham Mohan's performance, contributions, and adherence to the requirements of an Independent Director including adherence to the fit and proper criteria prescribed by the Reserve Bank of India.

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. Chamacheril Abraham Mohan 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. Chamacheril Abraham Mohan fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and is independent of the management. Particulars of the proposed appointee as required under Chapter IV of SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 is annexed to the notice. Mr. Chamacheril Abraham Mohan has also provided a 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 nomination and remuneration committee of the Board has evaluated the 'Fit and Proper Criteria' prescribed by the Reserve Bank of India in accordance with the "Master Direction -Reserve Bank of India (Non-Banking Financial Company- Scale Based Regulation) Directions, 2023" and has recommended the re-appointment.

The Board of Directors has thus recommended the proposal for the re-appointment of Mr. Chamacheril Abraham Mohan as Director (Non-Executive, Independent), not liable to retire by rotation, for a period as specified in the proposed resolution. A detailed profile of Mr. Chamacheril Abraham Mohan 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 consecutive term as a Director (Non-Executive, Independent) upon passing a special resolution by the members of the Company.

During the second tenure as an Independent Director on the Board, Mr. Chamacheril Abraham Mohan will attain the age of 75 years and hence, Board recommends the appointment of Mr. Chamacheril Abraham Mohan through a special resolution as required under Regulation 17(1)(A) of the SEBI Listing Regulations.

As per the recommendation of the Nomination and Remuneration Committee, an approval of the Board of Directors in the meeting held on May 14, 2025, subject to approval of members at this Annual General Meeting and pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions, if any of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 and the applicable provisions of the Listing Regulations (including any statutory modifications or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management during his tenure and outcome of performance evaluation of the Independent Directors, requisite approval from shareholders is sought for. Further Mr. Chamacheril Abraham Mohan shall not be liable to retire by rotation as provided under Section 152 (6) of Companies Act 2013. In terms of Section 160 of the Companies Act 2013, the Company has received a notice in writing from a member proposing the candidature of Mr. Chamacheril Abraham Mohan to be reappointed as an Independent Non- Executive Director of the Company as per the provision of the Companies Act 2013.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

In compliance with the general circular no. 09/2024 issued by the MCA,

this item is considered unavoidable and hence forms part of this Notice.

The Board of Directors of the Company is confident that the proposal will have the support of the members. The Board thus recommends **Resolution No. 4** for the approval of members as a Special Resolution.

Except Mr. Chamacheril Abraham Mohan, being proposed appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution.

The Board of Directors affirm that the Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Item No. 5: Re-appointment of Mr. Alexander George (holding DIN: 00938073) as Whole Time Director of the Company for a period of 5 (five) years with effect from September 30, 2025.

Mr. Alexander George was appointed as Whole Time Director for a period of 5 years with effect from September 30, 2020 and his present term is expiring on September 30, 2025. Your Board believes that Mr. Alexander George's vast experience, skill set and leadership qualities will lead the Company in to much higher growth trajectory in forthcoming years, and it is desirable to continue to avail his services as Whole Time Director.

Mr. Alexander George has been a pivotal leader in our organization consistently demonstrating exceptional leadership and an unwavering commitment to our strategic objectives and long term goals of the Organisation. Throughout his extensive tenure, he has been at the forefront of our operational endeavours, particularly in North, East, and West regions scaling the business to much higher levels. Under Mr. Alexander George's visionary leadership, the Company has experienced a period of commendable business growth and expansion across these diverse and challenging territories. His profound understanding of market dynamics, coupled with his ability to cultivate strong regional teams, has been a key driver of this success. He has skilfully navigated complex operational landscapes, consistently identifying and capitalizing on new opportunities while mitigating potential risks. Mr. Alexander George has meticulously optimized processes, enhanced efficiency, and implemented best practices that have significantly improved our overall productivity and profitability in these key regions. Mr. Alexander George's leadership has not only led to significant financial growth but has also strengthened our market position, enhanced our brand reputation, and built a resilient operational framework that will continue to serve as a foundation for future achievements.

The Nomination and Remuneration Committee of the Board had carried out a thorough review of the proposal for the re-appointment of Mr. Alexander George as the Whole Time Director of the Company. Committee having satisfied with the fit and proper criteria prescribed by the Reserve Bank of India has recommended the re-appointment of Mr. Alexander George as the Whole Time Director for a period of 5 years with effect from September 30, 2025.

The Board of Directors, at its meeting held on May 14, 2025, on the

recommendation of the Nomination and Remuneration Committee, has approved the reappointment of Mr. Alexander George as a Whole-Time Director of the Company for a further period of 5 years, with effect from September 30, 2025 subject to the approval of the members at the ensuing General Meeting.

The Board of Directors considers that his re-appointment as Whole Time Director will be beneficial to the Company. Due to the following reasons the appointment of Mr. Alexander George requires approval of the shareholders by means of special resolution:

- (a) The Annual remuneration payable to him may exceed Rs. 5 crores or 2.5 percent of the net profits of the Company in terms of Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (b) In the event of decrease in the profits of the Company during, in terms of second proviso to Section 197(1) of the Companies Act, 2013, the proposed tenure of appointment, it is likely that the remuneration payable to him together with remuneration payable to other whole-time directors might exceed 10% of the net profits calculable in accordance with Section 198 of the said Act.

The Board of Directors of the Company is confident that the proposal 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. Alexander George, being the proposed appointee, and Mr. George Muthoot George being relative of appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution.

In compliance with the general circular no. 09/2024 issued by the MCA, this item is considered unavoidable and hence forms part of this Notice.

The Board of Directors affirm that the Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Item No. 6: Appointment of Secretarial Auditors

Pursuant to the provisions of Section 204(1) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, rules and regulations, the Audit Committee and your Board of Directors have recommended, subject to the approval of members, the appointment of M/s. KSR & Co. Company Secretaries LLP, having Firm Registration No. [FRN P2008TN006400], as the Secretarial Auditors of the Company for a term of five consecutive financial years commencing from FY 2025-26 to FY 2029-30.

M/s. KSR & Co. Company Secretaries LLP is a full services Company Secretaries firm which has created a niche in Corporate Law practice with expertise in diverse domains akin to a full-service Law firm. M/s.

KSR & Co. Company Secretaries LLP has given its consent to act as the Secretarial Auditors, confirmed that they hold a valid peer review certificate issued by ICSI and that they are not disqualified from being appointed as Secretarial Auditors. M/s. KSR & Co. Company Secretaries LLP have won national award for best secretarial audit report from Institute of Company Secretaries of India (ICSI) in the past and the said firm has also won the national award for best practising company secretaries firm this year awarded by ICSI.

For the financial year ending March 31, 2026, KSR & Co. Company Secretaries LLP will be paid a remuneration of Rs.5,75,000 (Rupees Five Lakhs Seventy Five Thousand Only) plus applicable taxes and out of pocket expenses for secretarial audit services and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and KSR & Co. Company Secretaries LLP.

KSR & Co. Company Secretaries LLP has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by KSR & Co. Company Secretaries LLP as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The Board of Directors of the Company is confident that the proposal will have the support of the members. The Board thus recommends Resolution No. 6 for the approval of members as a Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution.

In compliance with the general circular no. 09/2024 issued by the MCA, this item is considered unavoidable and hence forms part of this Notice.

Item No. 7 & 8: Increase in Number of Directors to 16 Directors & Alteration of Articles of Association of the Company

The current Articles of Association of the Company stipulate a ceiling on the number of directors who can constitute the Board of Directors, which is presently set at 15. Moreover, Section 149 (1) of the Companies Act, 2013 stipulates that a Company shall have maximum of fifteen directors on its Board and the Company may appoint more than fifteen directors after passing a special resolution by the shareholders of the Company.

The evolving regulatory landscape imposes increasingly intricate and demanding responsibilities on the Company and its Board. Adherence to these regulations requires a diverse set of expertise and diligent monitoring. To effectively navigate this environment and ensure robust corporate governance, it is imperative to have a Board composition that encompasses a broad range of skills and experiences by inducting more professionals into the Board of Directors of the Company.

Recognizing the need to bolster the Board's capabilities and to foster a more dynamic and effective decision-making process, it is deemed prudent to increase the maximum permissible number of directors. This will enable the Company to induct seasoned professionals from diverse

backgrounds, possessing specialized knowledge in areas critical to the Company's growth and regulatory compliance. The inclusion of such individuals will enrich Board deliberations, enhance strategic planning, and strengthen overall corporate governance practices. Therefore, after careful consideration of the Company's expanding operational scale, the escalating regulatory obligations, and the strategic imperative to enhance Board expertise and diversity, it is proposed to amend the article 100 of the Articles of Association of the Company to increase the maximum number of Directors that may be appointed to the Board of the Company to sixteen (16).

Pursuant to the provisions of Section 14 of the Companies Act, 2013, any amendment to the Articles of Association of a Company requires the approval of the members by way of a special resolution. A copy of the existing and the proposed amended Articles of Association of the Company is available for inspection by the members at the Registered Office of the Company during business hours on all working days up to the date of the Annual General Meeting and will also be available at the meeting.

The Board of Directors of the Company is confident that the proposals will have the support of the members. The Board thus recommends Resolution No. 7 & 8 for the approval of members as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution.

In compliance with the general circular no. 09/2024 issued by the MCA, these items are considered unavoidable and hence forms part of this Notice.

Item No. 9: Appointment of Mr. Koodathumuriyil Verghese Eapen (DIN: 01613015) as a Non-Executive Independent Director of the Company

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on July 28, 2025 has recommended the appointment of Mr. Koodathumuriyil Verghese Eapen as Independent Director for a term of 3 years commencing from October 01, 2025. The present resolution seeks the appointment of Mr. Koodathumuriyil Verghese Eapen as a Director (Non-Executive, Independent) for a term commencing from October 01, 2025, 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. Nomination and Remuneration Committee has recommended the appointment after a comprehensive review of Mr. Koodathumuriyil Verghese Eapen's experience, profile, and adherence to the requirements of an Independent Director including adherence to the fit and proper criteria prescribed by the Reserve Bank of India.

Mr. Koodathumuriyil Verghese Eapen is a retired Indian Administrative Service (IAS) officer, who brings over 35 years of experience in public service, having served in key administrative, financial, and governance roles at the state, central, and international levels. Throughout his career,

Mr. Eapen has been instrumental in driving administrative reforms, shaping financial policies, and strengthening governance frameworks within the Indian government. Mr. Koodathumuriyil Verghese Eapen has held senior leadership positions in the Ministry of Finance and the Department of Commerce, where he contributed to advancing public sector banking, promoting financial inclusion, and supporting regulatory development. Internationally, Mr. Koodathumuriyil Verghese Eapen represented India as a senior advisor at the International Monetary Fund (IMF), providing valuable insights on global financial governance. In addition to his work at the central level, Mr. Koodathumuriyil Verghese Eapen played a significant role in the state governance of Assam and Meghalaya, where he led departments responsible for finance, planning, power, and infrastructure development. Mr. Koodathumuriyil Verghese Eapen also served as an administrative member at the Central Administrative Tribunal adjudicating service matters related to central government employees. Mr. Koodathumuriyil Verghese Eapen's board-level experience includes directorships in public sector banks such as Union Bank of India, along with other financial institutions and governance bodies, adding depth to his expertise in financial oversight and institutional governance.

Mr. Koodathumuriyil Verghese Eapen holds an MSc in macro-economic policy and planning from the University of Bradford, UK, a post-graduate diploma in business management and policy from MDI Gurgaon, an MA in economics from the Delhi School of Economics, and a BA (Hons) in economics from St. Stephen's College, Delhi.

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. Koodathumuriyil Verghese Eapen 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. Koodathumuriyil Verghese Eapen fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and is independent of the management. Particulars of the proposed appointee as required under Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the notice. Mr. Koodathumuriyil Verghese Eapen has also provided a 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 nomination and remuneration committee of the Board has evaluated the 'Fit and Proper Criteria' prescribed by the Reserve Bank of India (RBI) in accordance with the "Master Direction -Reserve Bank of India (Non-Banking Financial Company- Scale Based Regulation) Directions, 2023" and has recommended the appointment.

The Board of Directors has thus recommended the proposal for the appointment of Mr. Koodathumuriyil Verghese Eapen as Director (Non-Executive, Independent), not liable to retire by rotation, for a period as specified in the proposed resolution. A detailed profile of Mr. Koodathumuriyil Verghese Eapen is provided along with the Notice of AGM.

As per the recommendation of the Nomination and Remuneration Committee, an approval of the Board of Directors in the meeting held on July 28, 2025, subject to approval of members at this Annual General

Meeting and pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions, if any of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 and the applicable provisions of the Listing Regulations (including any statutory modifications or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, valuable guidance to the management during his tenure and outcome of performance evaluation of the Independent Directors, requisite approval from shareholders is sought for. Further Mr. Koodathumuriyil Verghese Eapen shall not be liable to retire by rotation as provided under Section 152 (6) of Companies Act 2013. In terms of Section 160 of the Companies Act 2013, the Company has received a notice in writing from a member proposing the candidature of Mr. Koodathumuriyil Verghese Eapen to be appointed as an Independent Non- Executive Director of the Company as per the provision of the Companies Act 2013.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

The Board of Directors of the Company is confident that the proposal will have the support of the members. The Board thus recommends Resolution No. 8 for the approval of members as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution.

The Board of Directors affirm that the Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

In compliance with the general circular no. 09/2024 issued by the MCA, this item is considered unavoidable and hence forms part of this Notice.

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

Sd/

Rajesh A

Company Secretary
FCS7106

Place: Kochi
Date: July 28, 2025

ADDITIONAL INFORMATION OF DIRECTORS AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.

1.Mr. George Thomas Muthoot

DIN	00018281
Age & Date of Birth	74 Years, December 25, 1950
Nationality	Indian
Date of First Appointment on the Board	August 08, 2005
Qualifications	Under-Graduate
Brief Profile	<p>George Thomas Muthoot has been associated with the financial services sector for over four decades and brings with him a wealth of experience and insight gained through leadership roles in the Gold loan industry. His deep understanding of market dynamics, industry insights, regulatory frameworks, risk management, and operational efficiency has contributed significantly to the strategic direction and governance of the Company. Mr. George Thomas Muthoot has consistently demonstrated a comprehensive understanding of the various governmental and industry-specific regulations, ensuring the company operates within legal and ethical boundaries.</p> <p>George Thomas Muthoot is the recipient of the ‘Sustainable Leadership Award 2014’ by the CSR Congress.</p>
Directorship in other Companies	<ol style="list-style-type: none"> 1. Muthoot Health Care Private Limited 2. M G M Muthoot Medical Centre Private Limited 3. Xandari Resorts Private Limited 4. MMG Holiday Homes Private Limited 5. Xandari Pearl Beach Resorts Private Limited 6. Adams Properties Private Limited 7. Muthoot M George Institute of Technology 8. Xandari Heritage Resorts Private Limited 9. Muthoot Homefin (India) Limited 10. Muthoot Synergy Nidhi Limited 11. Muthoot M George Chits India Limited 12. Geobros Properties and Realtors Private Limited 13. MMG Investment Services Private Limited 14. Muthoot Infopark 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
Listed entities from which the director has resigned in the past three years	Nil
Terms and conditions of appointment or re-appointment	Mr. George Thomas Muthoot was appointed as Whole Time Director w.e.f April 01, 2025 on such terms and conditions as approved by the members of the Company by a special resolution at the Annual General Meeting dated September 30, 2024 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, 2025 on such terms and conditions as approved by the members of the Company by a special resolution at the Annual General Meeting dated September 30, 2024 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 dated September 30, 2024 and subject to the recommendations of Nomination and Remuneration Committee of the Board of Directors from time to time.

Details of remuneration last drawn by such person (Financial Year 2024-2025)	Rs. 270.31 million
Relationship with other Directors and Key Managerial Personnel	Mr. George Thomas Muthoot is the brother of Mr. George Jacob Muthoot, Mr. George Alexander Muthoot, Directors on the Board. None of the Directors and other Key Managerial Personnel of the Company and their relatives are related to Mr. George Thomas Muthoot.
Number of Meetings of the Board attended during the Financial Year 2024-2025	Mr. George Thomas Muthoot attended 7 board meetings held during the Financial Year 2024-25.
Shareholding in the Company	4,36,30,900 equity shares constituting 10.87% of the paid up share capital

2.Mr. Alexander George

DIN	00938073
Age & Date of Birth	44 Years, August 07, 1980
Nationality	Indian
Date of First Appointment on the Board	November 05, 2014
Qualifications	<ol style="list-style-type: none"> 1. MBA Graduate from Thunderbird University (USA) 2. Advance diploma holder in Business Administration from Florida International University, Miami (USA)
Brief Profile	Alexander 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 Companies	<ol style="list-style-type: none"> 1. GMG Foundation 2. Patgaon Plantations Private Limited 3. Nerur Rubber & Plantations Private Limited 4. Tarkali Rubber & Plantations Private Limited 5. Unisom Rubber And Plantations Private Limited 6. MMG Holidays Private Limited 7. Muthoot Asset Management Private Limited 8. Muthoot M George Nidhi Limited 9. Muthoot Insurance Brokers Private limited 10. Emsyne Technologies 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	As contained in the terms and conditions mentioned in the resolution mentioned in the Notice of AGM dated July 28, 2025
Details of remuneration sought to be paid	As contained in the terms and conditions mentioned in the resolution mentioned in the Notice of AGM dated July 28, 2025

Details of remuneration last drawn by such person (Financial Year 2024-2025)	Rs. 270.31 million
Relationship with other Directors and Key Managerial Personnel	Mr. Alexander George is the brother of Mr. George M George, 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 George.
Number of Meetings of the Board attended during the Financial Year 2024-2025	Mr. Alexander George attended 7 board meetings held during the Financial Year 2024-25.
Shareholding in the Company	22,28,9710 equity shares constituting 5.55% of the paid up share capital.

3.Mr. Chamacheril Abraham Mohan

DIN	00628107								
Age & Date of Birth	73 Years, June 01, 1952								
Nationality	Indian								
Date of First Appointment on the Board	August 31, 2022								
Qualifications	Fellow Member of the Institute of Chartered Accountants of India, New Delhi								
Brief Profile	<p>Mr. Chamacheril Abraham Mohan is a senior finance professional and Chartered Accountant, having passed Intermediate and Final Examinations securing 11th Rank (1974) and 13th Rank (1976) respectively. He was the Vice Chairman and Managing director of J Thomas & Co. Pvt. Ltd, the largest and oldest tea auctioneers in the world. He retired from the Company on 31st March 2015 after putting in 38 years of service and was Consultant for the Company till 31st March 2016. He was a trustee of VAANI, Deaf Children's Foundation which is a registered Trust and works towards bringing language and communication into the lives of deaf children and their families across India.</p> <p>He was on the Board of Directors of J Thomas Finance Ltd., Tea Consultancy and Plantation Services (India) Ltd., and Tea Quotas Private Ltd. He was also member of Committee of Tea Trade Association and Chamber of Commerce. He is presently a Partner in Chartered Accountancy Firm, M/s. K J Anto & Co, Cochin.</p>								
Directorship in other Companies	<ol style="list-style-type: none"> 1. Teejan Foods Pvt Ltd 2. Muthoot Money Limited 3. J.S.F. Holdings Private Limited 								
Listed entities from which the director has resigned in the past three years	None								
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	<table border="1"> <thead> <tr> <th>Name of Company</th> <th>Name of Committee</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td>Muthoot Money Limited</td> <td>Audit Committee</td> <td>Chairman</td> </tr> </tbody> </table>			Name of Company	Name of Committee	Designation	Muthoot Money Limited	Audit Committee	Chairman
Name of Company	Name of Committee	Designation							
Muthoot Money Limited	Audit Committee	Chairman							
Terms and conditions of appointment or re-appointment	The present re-appointment is for a period of five years and he is not liable to retire by rotation during the said tenure.								
Details of remuneration sought to be paid	Being appointed as the Non-Executive Independent Director, he 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 recommendation of Nomination and Remuneration Committee of the Board of Directors.
Details of remuneration last drawn by such person (Financial Year 2024-2025)	During the financial year 2024-25, Mr. Chamacheril Mohan Abraham was paid sitting fee of Rs. 1.23 million and Commission of Rs. 1.6 million.
Relationship with other Directors and Key Managerial Personnel	None of the Directors or Key Managerial Personnel of the Company are related to the appointee.
Number of Meetings of the Board attended during the Financial Year 2024-25	Mr. Chamacheril Mohan Abraham attended 8 board meetings held during the Financial Year 2024-25.
Shareholding in the Company	100 equity shares.

4.Mr. Koodathumuriyil Verghese Eapen

DIN	01613015								
Age & Date of Birth	65 Years, September 09, 1959								
Nationality	Indian								
Date of First Appointment on the Board	Not Applicable								
Qualifications	<ol style="list-style-type: none"> 1. MA Economics University of Delhi 2. PG Diploma in Management, MDI Gurgaon 3. MSc Macroeconomics Policy and Planning for Developing Countries, University of Bradford, UK 								
Brief Profile	Retired civil servant from the Indian Administrative Service (IAS). A career spanning 35 years in the Government of India has been marked by a series of significant assignments across key ministries and departments. Postings include Joint Secretary (Banking) in Department of Financial Services and Secretary to Govt of India in the Ministry of Personnel, PG and Pensions in the Department of Administrative Reforms and Public Grievances and Department of Pensions and Pensioners Welfare. Also held additional charge as Secretary, Ministry of Statistics and Programme Implementation. Held positions as Director in the Department of Commerce, Ministry of Commerce and Industry and in Department of Personnel and Training (DoPT) also served as Deputy Secretary in Ministry of Civil Aviation and Tourism. Have also worked in the states of Assam and Meghalaya as Finance Secretary, Planning Secretary, Chairman of Assam State Electricity Board, etc.								
Directorship in other Companies	<ol style="list-style-type: none"> 1. Shriram Asset Management Company Limited 2. Slice Small Finance Bank Limited 3. The Antara Foundation 4. Muthoot Homefin (India) 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	<table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Committee</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td rowspan="2">Shriram Asset Management Company Limited</td> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Stakeholders Relationship Committee</td> <td>Member</td> </tr> </tbody> </table>	Name of the Company	Committee	Designation	Shriram Asset Management Company Limited	Audit Committee	Member	Stakeholders Relationship Committee	Member
Name of the Company	Committee	Designation							
Shriram Asset Management Company Limited	Audit Committee	Member							
	Stakeholders Relationship Committee	Member							

Listed entities from which the director has resigned in the past three years	None
Terms and conditions of appointment or re-appointment	The present appointment is for a period of three years and he is not liable to retire by rotation during the said tenure.
Details of remuneration sought to be paid	Being appointed as the Non-Executive Independent Director, he 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 recommendation of Nomination and Remuneration Committee of the Board of Directors.
Details of remuneration last drawn by such person (Financial Year 2024-2025)	Nil
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 the appointee.
Number of Meetings of the Board attended during the Financial Year 2024-2025	Nil
Shareholding in the Company	Nil