



February 12, 2026

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001
Scrip Code: 544055

National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra (E),
Mumbai 400 051
Scrip Code: MUTHOOTMF

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Postal Ballot Notice dated February 12, 2026, seeking approval of the Members of the Company, by means of Postal Ballot, only by way of remote e-voting process (“e-voting”) for the following items:

1. To consider the proposal for Issuance through Private Placement of Debenture for additional amount of ₹ 2000 Crores (Rupees Two Thousand Crores Only) in one or more tranches or series, from time to time.

In compliance with the various Circulars issued by the Ministry of Corporate Affairs, the Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members/ Depositories’ records, as the case may be, as on the cut-off date Friday, February 06, 2026 and whose email address is registered with the Company/ RTA/ Depository Participants (DP).

The Company has engaged the services of NSDL for providing e-voting facilities to the members. The remote e-voting period shall commence at 9.00 a. m. (IST) on Friday, February 13, 2026, and shall end at 5.00 p.m. (IST) on Saturday, March 14, 2026. Members of the Company holding shares as on the cut-off date, i.e February 06, 2026, shall cast their vote electronically.

A copy of the Notice has made available on the Company's website i.e, www.muthootmicrofin.com and also can be accessed from the website of NSDL (agency for providing the Remote e-voting facility) i.e, www.evoting.nsdl.com.

Kindly take the same on records.

Thanking you,
Yours faithfully,
For **Muthoot Microfin Limited**

Neethu Ajay
Chief Compliance Officer and Company Secretary

MUTHOOT MICROFIN LIMITED

CIN:L65190MH1992PLC066228

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

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

www.muthootmicrofin.com



POSTAL BALLOT NOTICE

TO THE MEMBERS OF THE COMPANY

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, Government of India

NOTICE is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules') (including any statutory modifications or re-enactments thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, each as amended, to the extent applicable read with relaxations and clarifications issued by Ministry of Corporate Affairs ("MCA") vide General Circulars No. 03/2025 dated September 22, 2025, 09/2024 dated September 19, 2024, 09/2023 dated September 25, 2023, 17/2020 dated April 13, 2020, 14/2020 dated April 08, 2020 and other relevant circulars and pursuant to other applicable laws and regulations, as amended from time to time, that the Company is seeking consent/ approval of the members of the Company for the following proposal (resolutions appended below) to be passed by way of Postal Ballot only through electronic means ("remote e-voting")

1. To consider the proposal for Issuance through Private Placement of Debenture

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement setting out the material facts and the reasons / rationale pertaining to the said items are annexed to this Postal Ballot Notice for your consideration.

In terms of the requirements specified in the MCA Circular, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, February 06, 2026 ('cut-off date')** and whose e-mail addresses are registered with the Depositories/RTA. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circular and SS-2, the manner of voting on the proposed Resolutions is restricted to e-voting only i.e. by casting votes electronically instead of submitting postal ballot forms. The communication of assent / dissent of the Members will take place through the remote e-voting system only.

In compliance with the provisions of the Act read with the Rules framed thereunder and the Listing Regulations, the Company is providing the remote e-voting facility to the Members of the Company and for this purpose, the Company has engaged the services of National Securities Depository Limited (NSDL). The detailed procedure for casting votes via remote e-voting forms a part of the Notes appended to this Notice.

MUTHOOT MICROFIN LIMITED

CIN:L65190MH1992PLC066228

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

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

www.muthootmicrofin.com

Members may note that the Notices and other documents required will be available on the Company Website at www.muthootmicrofin.com and also be accessed from the websites of the Stock Exchanges, i.e. BSE Limited ('BSE') at www.bseindia.com and National Stock Exchange of India Limited ('NSE') at www.nseindia.com and on the website of NSDL (agency for providing the Remote e-voting facility) i.e, www.evoting.nsdl.com.

The remote e-voting period shall commence at **9.00 a. m. (IST) on Friday, February 13, 2026, and shall end at 5.00 p.m. (IST) on Saturday, March 14, 2026**. Members are requested to carefully read the instructions in this Postal Ballot.

The Board of Director has appointed CS Puzhankara Sivakumar, Practicing Company Secretary, SEP& Associates, Cochin as the Scrutinizer for conducting the Postal Ballot only through the remote e-voting process and for scrutinizing the votes cast therein, in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman or a person authorised by him, upon completion of the scrutiny of the votes cast through remote e-voting. The last date of e-voting, i.e., **Saturday, March 14, 2026** shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

The results of the Postal Ballot will be announced by the Chairman or Company Secretary or any other person authorised by the Chairman in writing, on or before 5.00 pm (IST) on March 16, 2026. The results declared along with the Scrutinizer's report shall be communicated to Stock Exchanges where the Company's shares are listed viz, BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com as well as the Company Website at www.muthootmicrofin.com

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting. The remote e-voting will not be allowed beyond the aforesaid date and time, and the remote e-voting module shall be disabled by NSDL upon expiry of the aforesaid period.

SPECIAL BUSINESS

1. To consider the proposal for Issuance through Private Placement of Debenture

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

“RESOLVED THAT in furtherance to the Resolution passed by the Members of the Company at its Annual General meeting held on July 24, 2025 and pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ('Debt Regulations'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with the BSE Limited or any

other stock exchanges, Regulations issued by the Reserve Bank of India as applicable to Non-Banking Financial Companies (NBFCs) from time to time and other applicable laws, and/or any other concerned regulatory authority, as may be necessary, and all other appropriate statutory and governmental authorities and departments if any, the Company be and is hereby authorised to create, offer, issue and allot secured/ unsecured/ listed/ unlisted/ rated/ unrated non-convertible debentures/ market linked debentures/ Perpetual debentures/ fixed maturity debentures including Credit Enhanced and Structured debentures/Bonds, in one or more tranches or series, from time to time, on Private Placement (the “Debentures on Private Placement”), to the identified investors including but not limited to Financial Institutions including NBFCs, Insurance Companies, Mutual Funds, Scheduled Commercial Banks, Regional Rural Banks, Co-operative Bank, Companies, Bodies Corporate or any other person (not being an individual or a group of individuals) eligible to invest in the Debentures etc., for a period up to the ensuing Annual General Meeting of the Company for Financial year 2025-26 or till July 24, 2026 whichever is earlier (collectively called the “Issue”) on such terms and conditions including the price, coupon, premium/ discount, tenor etc., as may be determined by the Board / Committee, based on the prevailing market condition and such amount being within the borrowing limits of ₹ 15,000 Crores (Rupees Fifteen Thousand Crores only) as approved by the shareholders under section 180(1)(c) and section 180(1)(a) of the Companies Act, 2013.

RESOLVED FURTHER THAT the additional amount to be raised through the issuance of Debentures pursuant to the authority under this resolution shall be up to ₹2,000 crore (Rupees Two Thousand Crores Only) under one or more shelf placement memorandum(s) and/ or in one or more letter(s) of offer as may be issued by the Company and in one or more tranches / series as the Board/Committee may decide;

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board of Directors of the Company (‘the Board’, which term shall include its duly empowered Committee(s) constituted by it i.e., Debenture Issue and Allotment Committee) to exercise all its powers deemed necessary or desirable in connection with the issue and/ or allotment including the powers conferred by this resolution;

RESOLVED FURTHER THAT the Debenture Issue and Allotment Committee be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things and execute or ratify all such resolutions or documents whatsoever and accept any alterations or modification(s) to the terms of issue as they may deem fit and proper without requiring any further approval of the Board of Directors and give such directions as may be necessary to settle any question or difficulty that may arise, in regard to issue and allotment of the Debentures on Private Placement, (and otherwise pertaining to or in relation to the Issue) to the identified persons and/or Debentures on Public Issue as placed before the Debenture Issue and Allotment Committee and initialled by the Company Secretary for the purpose of identification and to delegate all or any of its powers herein conferred to any of the Directors/Committee of Directors and/ or Officers of the Company, to give effect to this resolution. The Debenture Issue and Allotment Committee is authorized to do all such acts, deeds and things in regard to issue and allotment of Debentures on Private Placement.

RESOLVED FURTHER THAT any of the Directors, Mr. Sadaf Sayeed, Chief Executive Officer and Ms. Neethu Ajay, Chief Compliance Officer and Company Secretary, be and are hereby severally authorised to take all necessary steps and to do all such acts, deeds and things as may be required from time to time, to give effect this resolution including signing and

making the necessary filings with the Registrar of Companies, updating the statutory registers of the Company and to settle any question or difficulty which may arise in regard thereto in such manner as they may deem fit.”

By order of the Board of Directors

For **MUTHOOT MICROFIN LIMITED**

Place: Kochi
Dated: 12.02.2026

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

Sd/-
Neethu Ajay
Chief Compliance Officer
and Company Secretary
Membership No. A34822

NOTES:

1. The statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, along with details in terms of Secretarial Standard- 2 on General Meetings and Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), setting out the material facts concerning the resolutions and the reasons thereof is annexed for your consideration.
2. The Postal Ballot Notice is being sent to all the Members, whose names appeared in the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e., National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on the close of business hours on **Friday, February 06, 2026 (cut-off date)**. Members who are not members on the cut-off date shall treat this notice for information purposes only.
3. The Postal Ballot Notice is being sent by e-mail to those Members who have registered their email address with the Company or with their Depository Participants (“DP”) unless any member has requested for a physical copy of the same. Those Members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in this Notice. Those Members who have already registered their e-mail address are requested to keep their e-mail addresses updated with their DP/ RTA, to enable servicing of notices, etc. electronically to their e-mail address.
4. Members may note that the Notice and/or other documents required will also be available on the Company’s website at www.muthootmicrofin.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 and the Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
5. After dispatch of Notice of Postal Ballot through e-mail, advertisement shall be published in one English Daily and one in Malayalam Newspaper and Marathi Newspaper, each having, wide circulation in the district where the Registered Office of the Company is situated and will also be uploaded on the website of the Company, i.e., www.muthootmicrofin.com as well as on the website of NSDL (agency for providing the Remote e-voting facility) i.e, www.evoting.nsdl.com
6. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, the Company is pleased to offer remote e-voting facility to all its Members as an alternate mode to exercise their right to vote. The Company has engaged NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.
7. The Board of Director has appointed CS Puzhankara Sivakumar, (FCS), Practicing Company Secretary, (C.P No. 2210), SEP& Associates, Cochin as the Scrutinizer for conducting the Postal Ballot only through the remote e-voting process and for scrutinizing the votes cast therein, in a fair and transparent manner.

8. Upon completion of the scrutiny of electronic responses, the Scrutinizer will submit his report to the Chairman or a person authorised by him. The results of the Postal Ballot will be declared by the Chairman or a person authorised by him on or before 05.00 p.m. on **Monday, March 16, 2026**. The said results along with the Scrutinizer's Report will be displayed on the Notice Board of the Company as well as posted on the website of the Company, i.e., www.muthootmicrofin.com and on the e-voting website of NSDL (agency for providing the Remote e-voting facility) i.e, www.evoting.nsdl.com. The results will simultaneously be communicated to the Stock Exchanges where the shares of the Company are listed. The Scrutinizer's decision on the validity of the votes cast shall be final.
9. Corporate Members are requested to send a duly certified scanned copy (PDF/JPG Format) of the Board Resolution/Power of Attorney authorizing their representative(s) pursuant to Section 113 of the Companies Act, 2013 to vote on their behalf at the Postal Ballot through email to secretarial@muthootmicrofin.com or sivarkn@seppmail.in
10. Resolutions passed by the members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the members.
11. The votes in this Postal ballot cannot be exercised through proxy.
12. The last date for e-voting i.e., **Saturday, March 14, 2026** shall be the date on which the said Resolutions will be deemed to have been passed, if approved by the requisite majority as provided under the relevant provisions of the Companies Act, 2013 and the rules made thereunder.
13. All documents referred to in the accompanying Notice of Postal Ballot and Explanatory Statement shall be provided to members on requests sent through e-mail to secretarial@muthootmicrofin.com for inspection from the date of circulation of this Notice, until the last date of receipt of assent/dissent on the proposed Resolution.
14. The members desiring to inspect the relevant documents referred to in the accompanying notice are required to send requests on the email address: secretarial@muthootmicrofin.com. An extract of such documents would be sent to the members on their registered email address. The same will also be made available for inspection by the members at the Meeting in electronic mode.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Friday, February 13, 2026 at 9:00 A.M. and ends on Saturday, March 14, 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. February 06, 2026, may cast their vote electronically. The voting right 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, Friday February 06, 2026

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

3. If you are 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 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

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

	<p>during the remote e-Voting period. 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.</p> <p>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.</p> <p>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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 138451 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares

held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to secretarial@muthootmicrofin.com or sivarkn@sepmail.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, AVP (Name of NSDL Official) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 secretarial@muthootmicrofin.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (secretarial@muthootmicrofin.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

Explanatory Statement for Resolutions mentioned under Item Nos. 1 to 3 pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the “Act”)

Item No. 1 - Proposal for Issuance through Private Placement of Debenture

The Company, in the ordinary course of its business, is required to borrow from time to time, by way of loans, external commercial borrowings, issue of non-convertible debentures (secured or unsecured) and/or other instruments. The inter-mix of borrowings by the Company depends upon the market conditions, cost of funds, tenor, etc.

In terms of Section 71 which deals with the issue of debentures read with Section 42 of the Companies Act, 2013, which deals with the offer or invitation for subscription of Debt Securities of the company on private placement basis read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make private placement of its Debt Securities only after receipt of prior approval of its shareholders by way of a special resolution. The Companies (Prospectus and Allotment of Securities) Rules, 2014 further provides that the said special resolution must be passed in respect of all offers/invitations for the Debt Securities to be issued during a year and such a special resolution is required to be passed every year.

Accordingly, the shareholders at the 33rd Annual General Meeting held on July 24, 2025 had accorded their approval to the Company for issuance of Non-Convertible Debentures (NCDs) in the aggregate amount of ₹1000 crores (Rupees One Thousand Crores Only) by way of Private Placement and ₹500 (Rupees Five Hundred Crores Only) through public issue, in one or more tranches or series, from time to time. It may be noted that out of the said limit of ₹.1000 Crore for private placement issuance, the Company has already raised NCDs of ₹.998 Crores (Rupees Nine Hundred and Ninety-Eight Only) till date of the meeting and balance of ₹. 2 Crores (Rupees Two Crores Only) is available for further issuance by Private placement till July 24, 2026.

In terms of the business requirements of the Company, and in view of the expected issuance of NCD by the Company, it is proposed to enhance the limit for issue non-convertible debentures (including covered Bonds/ Market Linked Debentures (MLD)), in dematerialised form, aggregating upto ₹2,000 crore (Rupees Two thousand Crores only) by way of Private placement till the ensuing Annual General Meeting or July 24, 2026 whichever is earlier.

Further the Board of Directors, at its meeting held on February 9, 2025, subject to the approval of the Members, has approved additional limit of ₹2,000 crore (Rupees Two Thousand Crores Only) for issuance of NCDs in one or more tranches, on private placement basis and within the overall borrowing limit of Rs. 15,000 crore (Rupees Fifteen Thousand Crore Only) as approved by the Members of the Company at the 32nd Annual General Meeting held on July 18, 2024. The said limit of ₹ 2,000 Crore (Rupees Two Thousand Crores Only) shall be in addition to the existing outstanding limit of Rs. 2 Crores (Rupees Two Crores Only) for issuance of NCDs through Private placement and ₹500 (Rupees Five Hundred Crores Only) through public issue as of February 10, 2026.

The Board proposes Resolutions at Item No. 1 for the approval of the shareholders by way of special resolution. The said approval shall be the basis for the Board of Directors of the Company (including any committee duly authorized by the Board i.e, Debenture Issue and

Allotment Committee) (“Board”) to determine the terms and conditions of any issuance of NCDs by the Company for a period up to the ensuing Annual General Meeting of the Company for Financial year 2025-26 or till July 24, 2026, whichever is earlier, from the date on which the members have provided the approval by way of special resolution.

In order to augment resources for on-lending by the Company, repayment/refinance of existing debt, working capital requirement, purchase of assets, investments, general corporate purposes and for any other purposes, the Company may invite subscription for secured / unsecured, subordinated / senior, rated / unrated, listed / unlisted, perpetual / non-perpetual, redeemable (including market linked debentures), cumulative / non-cumulative NCDs, in one or more series / tranches on private placement basis and/ or through Public issue. The NCDs proposed to be issued, may be issued either at par or at premium or at a discount to face value and the issue price (including premium, if any) shall be decided by the Board/ Committee on the basis of various factors including the interest rate/effective yield determined, based on market conditions prevailing at the time of the issue(s).

The disclosures required pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 is not required in accordance with the second provision of sub-rule 1 of the said rule, as Company being non-banking financial Company and the amount proposed to raise or offer or invitation of non-convertible debenture is within the limit as specified in clause (c) of sub-section (1) of section 180 of the Companies Act, 2013 as approved by the Shareholders at their meeting held on July 18, 2024.

The following information is set out herein below:

Particulars of the offer including date of passing Board Resolution	In view of this, pursuant to this resolution passed under Section 42, 71 and other applicable provisions of the Act, the specific terms of each offer/issue of NCDs shall be decided from time to time, within a period of 1 (one) year from the date of the aforementioned resolution. The particulars of each offer shall be determined by the Board from time to time. The Board of Directors at their meeting held on February 09, 2026 has considered the resolution and recommended to the shareholders.
Kind of securities offered and the price at which the security is being offered	Non-convertible debt instruments/NCDs - The non-convertible debt instruments/NCDs will be offered/issued either at par or at premium or at a discount to face value, which will be decided by the Board / Committee for each specific issue, on the basis of the interest rate/effective yield determined, based on market conditions prevailing at the time of the respective issue.
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Not applicable, as the securities proposed to be issued (in a single issue or multiple issues/tranches) are non-convertible debt instruments/NCDs which will be issued either at par or at premium or at a discount to face value in accordance with terms to be decided by the Board / Committee.
Name and address of valuer who performed valuation	Not applicable as the securities proposed to be issued (in a single issue or multiple issues/tranches) are non-convertible debt instruments/NCDs.
Amount which the Company intends to	The specific terms of each offer/issue of NCDs shall be decided from time to time, for a period up to the ensuing Annual General Meeting of the Company for Financial year 2025-26 or till July

raise by way of securities	24, 2026, whichever is earlier, provided that the amounts of all such NCDs at any time issued during such period from the date of passing of the aforementioned special resolution shall not exceed additional limit of ₹2,000 crore (Rupees Two Thousand Crores Only) for issuance of NCDs, in one or more tranches or series, from time to time, on Private Placement basis (the “Debentures on Private Placement”), to the identified investors including but not limited to Financial Institutions including NBFCs, Insurance Companies, Mutual Funds, Scheduled Commercial Banks, Regional Rural Banks, Co-operative Bank, Companies, Bodies Corporate, any other person (not being an individual or a group of individuals) eligible to invest in the Debentures etc.
Material terms of raising of securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principal terms of assets charged as securities	The material/specific terms of each offer/issue of NCDs and the other information being sought herein shall be decided by the Board/Committee from time to time within the said period from the date of the aforementioned resolution, in discussions with the respective investor(s). These disclosures will be specifically made in the respective transaction documents executed in respect of each offer/issue.

Accordingly, consent of the Members of the Company is sought in connection with the aforesaid resolution.

The Board recommends Resolutions at Item No. 1 of the Notice for approval of the shareholders by way of Special Resolution.

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None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution.

Place: Kochi
Dated: 12.02.2026

By order of the Board of Directors

For **MUTHOOT MICROFIN LIMITED**

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

Sd/-
Neethu Ajay
Chief Compliance Officer
and Company Secretary
Membership No. A34822