November 13, 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 November 13, 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 the Material Related Party Transactions with Muthoot Fincorp Limited

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, November 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 Saturday, November 14, 2026, and shall end at 5.00 p.m. (IST) on Sunday, December 13, 2026. Members of the Company holding shares as on the cut-off date, i.e November 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
Digitally signed by Neethu Ajay
Date: 2026.11.13 17:00:58 +05'30'

Neethu Ajay
Chief Compliance Officer and Company Secretary

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 the Material Related Party Transactions with Muthoot Fincorp Limited

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, November 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.

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 Saturday, November 14, 2026, and shall end at 5.00 p.m. (IST) on Sunday, December 13, 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., **Sunday, December 13, 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 **Tuesday, December 15, 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 the Material Related Party Transactions with Muthoot Fincorp Limited**

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

RESOLVED THAT pursuant to the provisions of Regulation 23 and other appliable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder and including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and the Policy on Materiality and Dealing with Related Party Transactions of Muthoot Microfin

Limited ("the Company"), including any statutory modification(s) or re-enactment(s) thereof, and based on the recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Company for entering into, continuing, or executing transactions/contracts/arrangements (including individual transactions already executed/approved during the financial year) between the Company and Muthoot Fincorp Limited, Holding Company, a related party within the meaning of the Act and SEBI Listing Regulations, of the nature and description as detailed in the Explanatory Statement accompanying this notice, for an aggregate value not exceeding ₹ 2500 Crore (Rupees Two Thousand Five Hundred Crores only), for a period of one year, provided that the said transactions are entered into/ carried out on arm's length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof).

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

By order of the Board of Directors

For **MUTHOOT MICROFIN LIMITED**

Place: Kochi
Dated: 13.11.2026

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

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

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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, November 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 **Tuesday, December 15, 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@sepmail.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., **Sunday, December 13, 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 Saturday, November 14, 2026 at 9:00 A.M. and ends on Sunday, December 13, 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. November 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 November 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.	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

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	"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** App Store Google Play
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

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	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. 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) 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?

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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 143519 then user ID is 143519001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can user 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'.

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(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 No. 1 pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the "Act")

Item No. 1 - To consider the proposal for the Material Related Party Transactions with Muthoot Fincorp Limited

Explanatory Statement for Resolutions pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the "Act") read with the applicable rules made thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and additional Information as Required under SEBI Master Circular and Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"). The following explanatory statement sets out the material facts relating to the proposed resolution for consideration and approval of the Members of the Company.

The Company has been undertaking various business and financial transactions with Muthoot Fincorp Limited ("MFL"), Holding Company, a Related Party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI LODR Regulations, as applicable.

The existing transactions with MFL, together with the proposed transactions contemplated, comprise various financial, operational and service-related arrangements, including transactions which are repetitive and recurring in nature and are undertaken in the ordinary course of business of the Company and are at Arm's length basis.

Considering the nature and scale of the business operations, the anticipated business requirements and continuation of the existing business arrangements with MFL, the aggregate value of the existing and proposed Related Party Transactions, is expected to exceed the materiality threshold prescribed under Regulation 23(1) of the SEBI LODR Regulations.

The annual turnover of the Company, as per its last audited standalone financial statements for the financial year ended March 31, 2026, is ₹2,369.56 Crore (Rupees Two Thousand Three Hundred Sixty-Nine Crore and Fifty-Six Lakh only). Since the Company does not have any subsidiaries and does not prepare consolidated financial statements, the standalone turnover of the Company has been considered for determining the materiality threshold under Regulation 23(1) of the SEBI LODR Regulations, read with Schedule XII thereto. Accordingly, 10% of the annual turnover of the Company amounts to ₹236.96 Crore (Rupees Two Hundred Thirty-Six Crore and Ninety-Six Lakh only), which constitutes the applicable materiality threshold for Related Party Transactions for the Financial Year 2026–27.

In view of the foregoing, the proposed transactions with MFL, individually and/or in aggregate with the transactions already undertaken during the Financial Year 2026–27, are likely to exceed the aforesaid materiality threshold. Accordingly, the transactions are required to be placed before the Members for their prior approval under Regulation 23(4) of the SEBI LODR Regulations.

Rationale and justification for entering into the proposed transactions: The proposed transactions are envisaged to support and facilitate the Company's business operations by leveraging the financial, operational and service capabilities of Muthoot Fincorp Limited. These arrangements are expected to provide operational efficiencies, facilitate business expansion, optimise the utilisation of financial and other resources, and strengthen the Company's business processes. Considering the nature, scope and commercial terms of the proposed arrangements, the transactions are considered to be in the commercial and business interests of the Company and are expected to contribute to the effective and efficient conduct of its business operations.

Nature and particulars of the Existing and proposed Related Party Transactions: The existing and proposed transactions with MFL shall comprise, inter alia, the following:

- Direct Assignment transactions of Gold Loan product aggregating up to ₹2,000 crore
- Co-lending Arrangement for Gold Loan Product
- Gold Loan Customer Souring by the Company to MFL – Referral Arrangement
- Gold stock keeping or custody of the gold at the Locker facility of MFL
- Payment of commission for the service of extending Bank Guarantee of ₹ 50 Lakhs towards the coverage of all claims that may arise in accordance with the provisions of the Consumer Protection Act, 2019, out of the agreement entered into by the group companies including Muthoot Microfin Limited, for engaging the services of Celebrity Mr. Shah Rukh Khan.
- Cash Management Services for collection of Company’s Customer Receipts through branches of MFL with a Service Fee
- and other future transactions, if any.

Considering the nature, volume and recurring nature of the aforesaid transactions and the anticipated business requirements of the Company, it is proposed to obtain prior approval of the Members for undertaking the aforesaid Related Party Transactions with Muthoot Fincorp Limited for a period of one year, for an aggregate value not exceeding ₹2500 Crore (Rupees Two Thousand Five Hundred Crore only), with the maximum value of an individual transaction not exceeding ₹. 500 Crore (Rupees Five Hundred Crores only).

The proposed limits are intended to provide adequate operational flexibility to the Company to undertake the aforesaid transactions in accordance with its business requirements, without requiring separate shareholder approvals for each transaction, subject to the applicable provisions of law and the conditions stipulated under the approval.

The proposed omnibus approval shall be subject to the following conditions:

a. The transactions shall be undertaken in the ordinary course of business, wherever applicable, and on an arm's length basis, wherever applicable.
b. The aggregate value of all transactions undertaken pursuant to the approval shall not exceed the overall limit approved by the Members.
c. The value of any individual transaction shall not exceed the maximum per-transaction limit approved by the Members.

d. The transactions shall be undertaken on mutually agreed commercial terms and conditions, consistent with the applicable regulatory framework and the Company's Related Party Transaction Policy.
e. The Audit Committee shall review the transactions undertaken pursuant to the approval on a periodic basis, in accordance with the applicable provisions of the SEBI LODR Regulations.
f. The approval shall remain valid for one year, subject to the applicable statutory and regulatory requirements.

Approval of the Committees and Board of Directors: The Asset Liability and Management Committee, the Audit Committee and the Board of Directors at their meeting held on July 31, 2026, August 6, 2026 and November 5, 2026, has approved and recommend the same before the Members.

Further, the Company has also received a certificate from the Chief Executive Officer and the Chief Financial Officer confirming that the terms of the proposed Related Party Transactions are in the interest of the Company and that the information furnished in relation to the proposed transactions is in accordance with the applicable SEBI Industry Standards on "Minimum Information to be Provided to the Audit Committee and Shareholders for Approval of Related Party Transactions". The Audit Committee, at its meeting held on November 5, 2026, duly reviewed the certificate and confirms that all relevant disclosures and information necessary for assessing and making an informed decision on the proposed Related Party Transaction(s) ("RPT") were placed before it and duly considered. Based on such disclosures, information and explanations, the Audit Committee has determined that the proposed RPT(s) do not confer any undue benefit, directly or indirectly, on the promoter(s) or promoter group at the expense of the public shareholders of the Company.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFDPOD2/I/3762/2026 dated January 30, 2026, as amended ("SEBI Master Circular") along with details as required under the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards") are set forth below:

Transactions between the Company and Muthoot Fincorp Limited

Sl No.	Particulars	Details
1.	Name, Country of Incorporation and Nature of Business of the related party, its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise), shareholding of the listed entity / subsidiary whether direct or indirect, in the related party and shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary	**Name of the Related Party:** Muthoot Fincorp Limited ('MFL") **Country of Incorporation**: India **Nature of Business**: NBFC **Relationship and shareholding:** Muthoot Fincorp Limited, the promoter holding company of Muthoot Microfin Limited ("MML"), holds 50.21% of the equity share capital of MML. The aggregate

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		shareholding of the promoter and promoter group in MML is 55.47%.
2.	Nature of Transaction Whether omnibus approval is being sought?	Direct Assignment transactions of Gold Loan product aggregating up to ₹2,000 crore, Co-lending Arrangement for Gold Loan Product, Gold Loan Customer Souring by the Company to MFL – Referral Arrangement, Gold stock keeping or custody of the gold at the Locker facility of MFL, Payment of commission for the service of extending Bank Guarantee of ₹ 50 Lakhs towards the coverage of all claims that may arise in accordance with the provisions of the Consumer Protection Act, 2019, out of the agreement entered into by the group companies including Muthoot Microfin Limited, for engaging the services of Celebrity Mr. Shah Rukh Khan, Cash Management Services for collection of Company's Customer Receipts through branches of MFL with a Service Fee and other future transactions, if any. Yes. Repetitive and recurring transactions
3.	Tenure	For a period of One Year
4.	Name of Promoter(s)/Director(s) or Key Managerial Personnel who is related, if any	Mr. Thomas Muthoot, Director Mr. Thomas George Muthoot, Director Ms. Hannah Muthoot, Director Mr. Thomas Muthoot John, Executive Director Mr. Thomas John Muthoot, Promoter Ms. Remmy Thomas, Promoter Ms. Preethi John Muthoot, Promoter Ms. Nina George, Promoter
5.	Shareholding of Director/KMP, whether directly or indirect, in the related party (% on Outstanding equity shares as on date of Notice)	Mr. Thomas Muthoot – 32.46% Mr. Thomas George Muthoot – 32.21% Ms. Hannah Muthoot – 0.26% Mr. Thomas Muthoot John – 0.26%
6.	Basis of determination of price, and other material terms and particulars	As per mutually agreed commercial terms and the applicable pricing methodology undertaken in the ordinary course of business and on arm's length basis
7.	Value of the transaction Whether the proposed transactions taken together with the transactions	Aggregate Maximum value - ₹ 2500 Crores Maximum Value per transaction - ₹ 500 Crores Yes

	undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	
8.	Value of the transaction as a percentage of- listed entity's annual consolidated turnover for the immediately preceding financial year & Percentage that is represented by the value of the proposed transaction the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available & Percentage that is represented by the value of the proposed transaction	 Annual Standalone turnover of the Company on March 31, 2026, is ₹2,369.56 Crore & 105.50% Annual Consolidated Turnover of Muthoot Fincorp Limited as on March 31, 2026 is ₹11,227.80 Crore & 22.27%
9.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year and in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought; and Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year	Transaction involved Customer Sourcing, Gold Custody, Bank Guarantee – related commission and Cash Management Services, Rent Transaction and the amount of Related Party Transaction with MFL as on March 31, 2026 (FY 2025-26) – ₹ 4.42 Crore. (Details of the transaction forms part of the Annual Report for Financial Year 2025-26 in Note 40 of the Financial Statement.) Amount of Related party Transaction as on September 30, 2026 - ₹ 202.08 Crore No default on any transaction undertaken.
10.	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
11.	Latest credit rating of the related party	Long Term - Care AA, BWR AA+ Outlook - Stable

	Financial Performance of the related party for the immediately preceding financial year	**Particulars (Standalone)** / **FY 2025-26 (₹ Crore)** Turnover: 83,642.85 Profit After Tax: 16,402.13 Net worth: 66,894.03
12.	Whether any regulatory approval is required. If yes, whether the same has been obtained	No Regulatory approval is required.
13.	Justification as to why the RPT is in the interest of the listed entity	The proposed transactions are envisaged to support and facilitate the Company's business operations by leveraging the financial, operational and service capabilities of Muthoot Fincorp Limited. These arrangements are expected to provide operational efficiencies, facilitate business expansion, optimise the utilisation of financial and other resources, and strengthen the Company's business processes. Considering the nature, scope and commercial terms of the proposed arrangements, the transactions are considered to be in the commercial and business interests of the Company and are expected to contribute to the effective and efficient conduct of its business operations.
14.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	As the transactions are undertaken in the Ordinary Course of Business and on an Arm's Length Basis, the prevailing market rates for such transactions are being considered
15.	Disclosure in case of transaction relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances i.e, Bidding or other process if any, applied for choosing a party for sale, purchase or supply of goods or services, Basis of determination of price, Details of Trade advance if any	Transactions entered are in the ordinary course of business and are at arm's length basis. The prices are determined considering the prevailing market rates and parallel quotations considered. No trade advances are being made.
16.	Any other information that may be relevant	

Interest of Directors, Key Managerial Personnel and their relatives

Except to the extent of their shareholding, directorship, office or other interest, if any, in MFL or the Company, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except Mr. Thomas Muthoot, Director Promoter, Mr. Thomas George Muthoot,

Director Promoter, Ms. Hannah Muthoot, Director Promoter Group & Mr. Thomas Muthoot John, Director Promoter group.

Pursuant to Regulation 23(4) of the SEBI LODR Regulations, no related party shall vote to approve the resolution, whether the entity is a related party to the particular transaction or not. Accordingly, the applicable restrictions on voting by related parties shall be complied with.

Recommendation of the Board

In view of the nature, volume and recurring nature of the proposed transactions, the anticipated business requirements of the Company and the benefits expected to accrue from the arrangements, the Board of Directors is of the opinion that the proposed transactions with MFL are in the interest of the Company and its Members.

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 Ordinary Resolution.

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: 13.11.2026

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