



July 15, 2026

BSE Limited

Corporate Relationship Department,
2nd Floor, New Trading Wing,
Rotunda Building,
P.J. Towers, Dalal Street, Mumbai 400 001

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai 400 051

Scrip Code: 544055

Scrip Code: MUTHOOTMF

Dear Madam/Sir,

Sub: Intimation of the Notice of 34th Annual General Meeting

Pursuant to the provision of Regulations 34 and 50 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other regulations if any applicable, read with amendments thereto, enclosed herewith the Notice of 34th Annual General Meeting of the Company to be held on Tuesday, August 11, 2026, at 03.00 PM (IST) through Video-Conferencing (VC)/ Other Audio-Visual Means (OAVM) facility, in compliance with the provisions of the Companies Act, 2013 (the Act), read with the Rules made thereunder and General Circular No. 20/2020, 10/2022, 09/2023 and 09/2024 dated May 5, 2020, December 28, 2022, September 25, 2023, September 19, 2024 and 3/2025 dated 22 September, 2025 respectively issued by Ministry of Corporate Affairs ("MCA"), Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/83 dated June 5, 2025 issued by SEBI and other Circulars issued by MCA and SEBI to hold AGM through VC /OAVM, from time to time, to transact the Ordinary and Special Businesses set out in the Notice of 34th AGM without the physical presence of the members at a common venue.

Further, the Notice of the 34th AGM and the copy of the Annual Report for the financial year ended March 31, 2026 is available on the website of the Company at www.muthootmicrofin.com, Stock Exchanges i.e. BSE Limited ("BSE") at www.bseindia.com, National Stock Exchange of India Limited ("NSE") at www.nseindia.com and National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.

We request you to kindly take the above information on record.

Thanking you,

Yours faithfully,

For **Muthoot Microfin Limited**

Neethu Ajay

Chief Compliance Officer and Company Secretary

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



NOTICE

To all the Members of the Company

Notice is hereby given that the 34th Annual General Meeting (AGM) of the Members of **MUTHOOT MICROFIN LIMITED** ("the Company") will be held on **Tuesday, August 11, 2026 at 03.00 P.M. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Annual Audited Financial Statements of the Company including the Balance Sheet as on March 31, 2026, and the Statement of Profit and Loss Account and Cash Flow Statement for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Thomas George Muthoot (DIN: 00011552), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, at this Annual General Meeting, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. **To consider the proposal for Issuance through Private Placement of Debenture and /or through Public Issue**

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 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 stock exchange(s), 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 the aggregating upto ₹. 30,00,00,00,000 (Rupees Three Thousand Crores only) by way 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

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www.muthootmicrofin.com

individual or a group of individuals) eligible to invest in the Debentures etc., and ₹. 10,00,00,00,000 (Rupees One Thousand Crores only) through public issue, in one or more tranches or series, from time to time, for a period of 1 (One) year from the date on which the members approved (collectively called the “Issue”) and such amount being within the borrowing limits of ₹. 150,00,00,00,000 (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, on such terms and conditions for each series / tranches including the price, coupon, premium, discount, tenor, etc. as may be approved by the Board of Directors of the Company, from time to time.

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 Board and/or 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.

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.”

4. **To consider and approve the appointment of Ms. Hannah Muthoot (DIN: 10762532) as Non-Executive Director of the Company.**

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

“**RESOLVED THAT** pursuant to Sections 149, 152 , 161 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014, along with the all other applicable rules issued thereunder including any statutory modification(s), amendments thereto or re-enactment thereof for the time being in force, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'), as amended time to time, and the Articles of Association of the Company, upon recommendation of the Nomination and Remuneration Committee, Ms.

Hannah Muthoot (DIN: 10762532) who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 30, 2026, and being eligible has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as a Non Independent Non-Executive Director of the Company and whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors, Mr. Sadaf Sayeed, Chief Executive Officer and Ms. Neethu Ajay, Chief Compliance Officer and Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to 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: 15.07.2026

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 Ministry of Corporate Affairs, Government of India (“MCA”) vide its General Circular Nos. 20/2020, 10/2022, 09/2023, 09/2024 and 03/2025 dated May 5, 2020, December 28, 2022, September 25, 2023, September 19, 2024 and September 22, 2025 respectively, and other circulars issued in this respect (“MCA Circulars”) allowed, inter-alia, conduct of Annual General Meetings (AGMs) through Video Conferencing/ Other Audio-Visual Means (“VC/ OAVM”) facility, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020.

The Securities and Exchange Board of India (“SEBI”) also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, read with previous circulars (“SEBI Circular”) has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 (“Listing Regulations”). In compliance with these Circulars, provisions of the Companies Act, 2013 (“Act”) and the Listing Regulations, the 34th AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 34th AGM shall be the Registered Office of the Company.

2. In compliance with the aforesaid MCA & SEBI Circulars, copies of the Annual Report (including Directors’ report, Auditor’s report, Financial Statements and other documents required to be attached therewith) shall be sent by email to the members and to all other persons so entitled and a letter providing web-link, including the exact path, where complete details of the Annual Report is available to those shareholder(s) who have not so registered. Further, the notice for AGM and Annual Report shall be given through emails registered with the Company or with the depository participant/depository. Members may note that the Notice and Annual Report for the Financial Year 2025-26 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 AGM Notice is also available on the website of National Securities Depository Limited (NSDL) (agency for providing the Remote e-Voting facility) i.e. <https://www.evoting.nsdl.com/>.
3. The Members can attend the meeting through VC from their laptop/mobile. Members are requested to follow the steps mentioned in the file named ‘**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING**’ which is enclosed with the Notice of the AGM.
4. Pursuant to the provisions of the Companies Act, 2013(“the Act”), a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. 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 Act to attend and vote on their behalf at the AGM through email to secretarial@muthootmicrofin.com

6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The Board of Directors has appointed CS Puzhankara Sivakumar, Practicing Company Secretary, SEP & Associates, Cochin as the scrutinizer to scrutinize both the remote e-voting as well as e-voting during the AGM in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The results declared along with the Scrutinizer’s report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company’s website, www.muthootmicrofin.com. The said results will also be displayed at the registered office of the Company, in accordance with SS-2. Subject to the receipt of requisite number of votes, the Resolutions forming part of the Notice of AGM shall be deemed to be passed on the date of the AGM. Once the vote on a resolution is cast by the member, he / she shall not be allowed to change it subsequently.
9. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and the Circulars issued by the MCA, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency.
10. Statement of material facts in respect of Item no. 3 and 4 under the Special Business pursuant to Section 102 of the Act is annexed hereto.
11. Brief resume of the Director proposed to be appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership/chairmanships of Board Committees, shareholding and relationship between directors inter-se as stipulated under Regulation 36 of the Listing Regulations and other requisite information as per Clause 1.2.5 of Secretarial Standard-2 on General Meetings, are provided in **Annexure 1**.
12. The members desiring to inspect the relevant documents referred to in the accompanying notice and other statutory registers 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 during the Meeting in electronic mode.

13. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested, maintained under Section 189 of the Act read with Rules issued thereunder or any other registers as required under the Act will be made available for inspection by the members at the Meeting in electronic mode. Members seeking to inspect such documents can send an email to the Secretarial Department at secretarial@muthootmicrofin.com
14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
15. Members seeking any information with regard to the accounts or any matter to be placed at AGM are requested to submit their questions, on or before Saturday, August 8, 2026, at secretarial@muthootmicrofin.com. The same will be replied by the Company suitably.
16. The notice is being sent to all the members of the Company, whose names appear on the register of members/ record(s) of depositories as on Friday, July 15, 2026. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
17. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
18. The recorded transcript of the AGM will be hosted on the website of the Company.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Saturday, August 8, 2026, at 9:00 A.M. and ends on Monday, August 10, 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 record date (cut-off date) i.e. Friday, July 31, 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, being Friday, July 31, 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 and joining virtual meeting 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 or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting. 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 during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) 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 or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 e-Voting and joining virtual meeting 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 140225 then user ID is 140225001***

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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 sivarkn@sepmail.in or Company mail Id: secretarial@muthootmicrofin.com 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 Pallavi Mhatre, Senior Manager 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 and joining virtual meeting 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial@muthootmicrofin.com. Members who do not wish to speak during the AGM but have queries may send their queries before 5.00 PM IST on Saturday, August 8, 2026, mentioning their name, Demat account number, email address and mobile number at secretarial@muthootmicrofin.com. The same will be replied by the company suitably
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

EXPLANATORY STATEMENT

Explanatory Statement for Resolutions mentioned under Item Nos. 3 and 4 pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the “Act”)

Item No. 3 - Proposal for Issuance through Private Placement of Debenture and /or through Public Issue

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.

After due consideration of the above parameters, the Debenture Issue and Allotment Committee has recommended to the Board of Directors that the Company may issue 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 the aggregating upto ₹. 30,00,00,00,000 (Rupees Three thousand Crores only) by way 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, any other person (not being an individual or a group of individuals) eligible to invest in the Debentures etc. and ₹. 10,00,00,00,000 (Rupees One Thousand Crores only) through public issue (the “Debentures on Public Issue”) in one or more tranches or series, from time to time. Based on such recommendation, the Board proposes the Resolutions at Item No. 3 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 of 1 (One) year 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 through offer or invitation of non-convertible debentures is within the limits approved by the Shareholders, at their meeting held on July 18, 2024, as per section 180(1)(c) of the Companies Act, 2013.

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 23, 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 June 30, 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	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 raise by way of securities	The specific terms of each offer/issue of NCDs shall be decided from time to time, for a period of 1 (one) year from the date of the aforementioned resolution, provided that the amounts of all such NCDs at any time issued during such period of 1 (one) year from the date of passing of the aforementioned special resolution shall not exceed in the aggregating upto ₹. 30,00,00,00,000 (Rupees Three thousand Crores only) by way 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, any other person (not being an individual or a group of individuals) eligible to invest in the Debentures etc., and ₹. 10,00,00,00,000 (Rupees One Thousand Crores only) through public issue (the “Debentures on Public Issue”), in one or more tranches or series, from time to time.
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	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 period of 1 (one) year from the date of the aforementioned resolution, in discussions with the respective investor(s). These disclosures will be specifically made in the respective

offer or separately in furtherance of objects; principle terms of assets charged as securities	transaction documents executed in respect of each offer/issue.
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Accordingly, consent of the Members of the Company is sought in connection with the aforesaid issue of NCDs and are requested to authorize the Board to issue such NCDs for a period of 1 (one) year in the aggregating upto Rs. 30,00,00,00,000 (Rupees Three thousand Crores only) by way 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, any other person (not being an individual or a group of individuals) eligible to invest in the Debentures etc., and Rs. 10,00,00,00,000 (Rupees One Thousand Crores only) through public issue (the “Debentures on Public Issue”), in one or more tranches or series, from time to time.

The Board recommends Resolutions at Item No. 3 of the Notice for approval of the shareholders by way of Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution.

Item No. 4 – To consider and approve the appointment of Ms. Hannah Muthoot (DIN: 10762532) as Non-Executive Director of the company.

Ms. Hannah Muthoot (DIN: 10762532) was appointed as the Additional Director under Non-Executive category by the Board of Directors of the Company (“Board”), on recommendation of the Nomination and Remuneration Committee (“NRC”), effective from June 30, 2026. She has been instrumental as the Chief Strategy Officer of the Company prior to the induction as the Director and was spearheading the Corporate Social Responsibility initiatives of the Company.

Ms. Hannah Muthoot holds a Bachelor’s degree in Business Administration, with a major/concentration in Entrepreneurship and a minor in Social Entrepreneurship, from Northeastern University, Boston, USA. She has also completed a Master’s degree in Social Entrepreneurship from the University of Southern California, USA. Her academic background has provided her with a structured understanding of business strategy, enterprise development, sustainable business models, and the role of social enterprises in addressing economic and social challenges.

She joined the Muthoot Pappachan Group in 2019 and has over five years of experience in the NBFC and financial services sector. During this period, she has gained exposure to the operating environment of regulated financial services businesses, including customer acquisition, branch operations, field execution, business development, customer service, and distribution-led financial services. In her initial years with the Group, she worked as a Management Trainee and thereafter in operational roles, including as Area Manager. These roles provided her with practical exposure to branch-level functioning, frontline employee engagement, customer interactions, and the financial needs of mass-market and underserved customer segments. As part of her work with Muthoot FinCorp, she was involved in piloting the Business Development Executive programme in Bengaluru which provided exposure to

business expansion, customer acquisition, sales-force deployment, field productivity, and execution challenges in a competitive NBFC environment.

Ms. Hannah Muthoot's overall background combines formal education in entrepreneurship and social entrepreneurship with practical exposure to NBFC operations, field-level execution, customer-facing financial services, and social-impact initiatives. This combination is relevant to the proposed role of Non-Executive Director, and her experience is expected to enable her to contribute to Board-level deliberations on strategy, customer-centricity, responsible growth, financial inclusion, stakeholder engagement, and sustainable value creation. Her familiarity with the financial services ecosystem, underserved customer segments, and impact-led enterprise models provides a relevant perspective for a microfinance institution operating in a regulated environment. Her role would be to contribute to the Board through strategic guidance, informed oversight, and participation in discussions relating to the long-term direction of the Company, while supporting the Company's objective of serving women entrepreneurs and underserved households in a responsible and sustainable manner.

As per the norms prescribed by the Reserve Bank of India (the "RBI"), the Board of Directors and the Nomination and Remuneration Committee has determined that Ms. Hannah Muthoot is a fit and proper person to be appointed as a Director of the Company.

Further as per Regulation 17 (1C) of SEBI (LODR) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Ms. Hannah Muthoot is not disqualified from being appointed as Director in terms of Section 164 of the Act. Further, she is not debarred from holding of office by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA), Reserve Bank of India (RBI) or any such regulatory authority.

Detailed resume of Ms. Hannah Muthoot, along with disclosures required under the Listing Regulations and Secretarial Standard – 2 on General Meeting issued by the Institute of Company Secretaries of India, is given in the Annexure accompanying this Notice.

None of the other Directors and Key Managerial Personnels (KMP's) of the Company or their respective relatives, except Thomas Muthoot John, Mr. Thomas George Muthoot & Mr. Thomas Muthoot are concerned or interested in the Resolution mentioned at Item No. 4 of this Notice.

The Board recommends the Resolution in Item No. 4 of the Notice for approval of shareholders by way of Ordinary Resolution.

ANNEXURE 1

DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2 on General Meetings]

Name	Thomas George Muthoot	Hannah Muthoot
Date of Birth & Age	07.06.1962, 64 Years	13, June 1996, 30 Years
DIN & Nationality	00011552 & Indian	10762532 & Indian
Date of first appointment to the Board	May 8, 2017	June 30, 2026
Qualification	Bachelor of Commerce	Bachelor's degree in business administration with a major in Entrepreneurship and a minor in Social Entrepreneurship from Northeastern University, Boston, USA, and a master's degree in social Entrepreneurship from the University of Southern California, USA.
Experience in specific functional areas	Having been handling the affairs of the Company and other Group entities such as Muthoot Capital Services Limited, Muthoot Fincorp Ltd, Muthoot Housing Finance Company Ltd, MPG Hotels and Infrastructure Ventures Pvt Ltd and Muthoot Hotels Pvt Ltd during the last 34 years, Mr. Thomas George Muthoot has acquired considerable professional knowledge and expertise in retail lending and related activities.	Ms. Hannah Muthoot possesses a strong academic foundation in business administration, entrepreneurship, and social entrepreneurship, complemented by over five years of experience in the NBFC and financial services sector within the Muthoot Pappachan Group. Since joining the Muthoot Pappachan Group in 2019, Ms. Muthoot has gained hands-on experience across branch operations, customer acquisition, business development, and field execution through roles including Management Trainee and Area Manager. She has developed a practical understanding of customer-centric financial services, operational excellence, and the

		financial needs of underserved communities. Since joining the Muthoot Pappachan Group in 2019, Ms. Muthoot has gained hands-on experience across branch operations, customer acquisition, business development, and field execution through roles including Management Trainee and Area Manager. She has developed a practical understanding of customer-centric financial services, operational excellence, and the financial needs of underserved communities.
Relationship with any Director(s) or Manager or Key Managerial Personnel of the Company	Brother of Mr. Thomas Muthoot, Uncle of Mr. Thomas Muthoot John and Ms. Hannah Muthoot	Daughter of Mr. Thomas Muthoot & Neice of Mr. Thomas George Muthoot and First Cousin of Mr. Thomas Muthoot John
Directorship held in other listed Companies	1(Muthoot Fincorp Limited)	Nil
Memberships in the Committees of Board of other listed Companies	Audit Committee & Stakeholder Committee – Member (Muthoot Fincorp Limited)	Nil
Membership and Chairmanship in the Committees of the Board of the Company	Stakeholder Relationship Committee – Member	Nomination and Remuneration Committee- Member
No. of shares held in the Company, including shareholding as a Beneficial Owner	29,81,749 Equity Shares	Nil
Number of meetings of the Board attended during the Financial Year 2025-26	5 (Five)	Ms. Hannah Muthoot, being the Chief Strategy Officer, has attended 2 board Meetings as an Invitee.
Terms and conditions of appointment/ re- appointment along with details of remuneration sought to be paid	Retirement by Rotation & No remuneration is offered for the current position.	Appointment as Non-Executive Non-Independent Director of the company, liable to retire by rotation. No remuneration is offered for the current position.
Details of last drawn remuneration	Nil	3.15 million
Resignation from listed entity in the last three years	Tendered his resignation effective from December 23, 2024, from Muthoot	Tendered her resignation effective from June 29, 2026, from the post of Chief Strategy

	Capital Services Limited, in alignment with the Group's planned succession strategy.	Officer of Muthoot Microfin Limited. Further, she has not resigned from the Board of any listed entities in the last 3 years.
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Place: Kochi
Dated: 15.07.2026

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