Muthoot Finance Limited
Registered Office :
NH Bypass, Palarivattom, Kochi - 682 028,
Kerala, India.
CIN: L65910KL1997PLC011300

Phone : +91-484-480 4000, 239 4712
mails@muthootgroup.com
www.muthootgroup.com

Ref: SEC/MFL/SE/2026/6705 August 7, 2026

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

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

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

Dear Sir/Madam,

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

Re: **Notice of 29th AGM of Muthoot Finance Limited**

The 29th Annual General Meeting (AGM) of the members of Muthoot Finance Limited will be held on Monday, August 31, 2026, at 3:30 PM. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") without the physical presence of the members in accordance with the applicable provisions of the Companies Act, 2013, and the Listing Regulations.

We herewith enclose a copy of the Notice of the AGM including instructions for e-voting and the Annual Report for the FY 2025-26, which are being sent to the members of the Company in electronic mode.

For **Muthoot Finance Limited**

Rajesh Achutha Warrier
Digitally signed by Rajesh Achutha Warrier
Date: 2026.08.07 18:01:57 +05'30'

Rajesh A
Company Secretary
ICSI Membership No. FCS 7106

Muthoot Finance

Muthoot Finance Limited

(CIN: L65910KL1997PLC011300)

Registered Office:
NH Bypass, Palarivattom, Ernakulam, Kerala, India - 682 028

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

Email: compliance@muthootgroup.com

Website: www.muthootfinance.com

NOTICE TO SHAREHOLDERS

Notice is hereby given pursuant to Section 96 and 101 of the Companies Act, 2013 ("Act") that the 29th Annual General Meeting (AGM) of the members of Muthoot Finance Limited ("the Company") will be held on **Monday, August 31, 2026, at 03.30 P.M. (IST)** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") facility to transact the following businesses:-

ORDINARY BUSINESS:

Item No. 1: Adoption of financial statements.

To receive, consider and adopt:

a. The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon; and

b. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of the Auditors thereon.

Item No. 2: Appointment of Mr. George Alexander Muthoot (DIN : 00016787) as a director, liable to retire by rotation.

To appoint a director in place of Mr. George Alexander Muthoot (holding DIN: 00016787), who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment:-

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

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. George Alexander Muthoot (holding DIN: 00016787), who retires by rotation at this meeting, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Item No. 3: Appointment of Mr. George Jacob Muthoot (DIN: 00018235) as Director, liable to retire by rotation.

To appoint a director in place of Mr. George Jacob Muthoot (holding DIN: 00018235), who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment:-

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

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. George Jacob Muthoot (holding DIN: 00018235), who retires by rotation at this meeting, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

Item No. 4: Re-appointment of Mr. Joseph Korah (DIN: 09128318) as an Independent Director for a second consecutive term.

To re-appoint Mr. Joseph Korah (holding DIN: 09128318) as Independent Director of the Company and approve continuation of his tenure as a Non-Executive Independent Director of the Company:-

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Joseph Korah (holding DIN: 09128318), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member, signifying his intention to propose Mr. Joseph Korah's candidature for the office of Director, be and is hereby re-appointed as a Director (Non-Executive & Independent) of the Company, not liable to retire by rotation, for a second consecutive term commencing from the conclusion of this Annual General Meeting till the conclusion of the 32nd Annual General Meeting to be held in the year 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/ or the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto."

Item No. 5: Re-appointment of Mr. George Muthoot George (DIN: 00018329) as Whole Time Director.

To re-appoint Mr. George Muthoot George (holding DIN: 00018329) as Whole Time Director of the Company for a period of 5 (Five) years with effect from December 15, 2026.

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

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 17(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the approval of members of the Company be and is hereby accorded to the re-appointment of Mr. George Muthoot George (holding DIN: 00018329), as Whole Time Director of the Company with effect from December 15, 2026 till March 31, 2031.

RESOLVED FURTHER THAT Mr. George Muthoot George (holding DIN: 00018329) in his capacity as Whole Time Director of the Company be entitled to remuneration on the terms and conditions specified herein:

Sl. No	Category	Description
Remuneration		
1	Basic Salary	Rs. 18,40,000/- per month with such increments as may be decided by the Board from time to time, subject to a ceiling of 15% per annum of original Basic Salary as stated above.
2	Special Allowance	Rs. 18,40,000/- per month with such increments as may be decided by the Board from time to time, subject to a ceiling of 15% per annum of original Special Allowance as stated above.
3	Performance Incentive	Upto 0.50% of profit before tax before charging performance incentive, payable quarterly or at other intervals, subject to a maximum amount as may be decided by the Board from time to time within limit as stated above.
Perquisites		
1	Residential Accommodation	Company's owned/hired/leased accommodation or house rent allowance at 50% of the basic salary in lieu of Company provided accommodation.
2	Expenses relating to Residential Accomodation	Reimbursement of expenses on actuals not exceeding the basic salary per annum each year, pertaining to gas, fuel, water, electricity and telephones as also reasonable reimbursement of upkeep and maintenance expenses in respect of residential accommodation.
3	Others	Other perquisites not exceeding the basic salary per annum each year such as furnishing of residential accommodation, security guards at residence, attendants at home, reimbursement of medical expenses for self and family, travelling expenses, leave travel allowance for self and family, club fees, personal accident insurance, provident fund contribution and superannuation fund, gratuity contribution, encashment of earned/privilege leave, cars and conveyance facilities, provision for driver or driver's salary and other policies and benefits that may be introduced from time to time by the Company shall be provided to Whole Time Director as per the rules of the Company, subject to the approval of the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of appointment and/ or remuneration within the aforesaid monetary limits and further subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force)."

Item No. 6: Re-appointment of Mr. George Alexander, (S/o Mr. George Alexander Muthoot) holding DIN: 00018384 as Whole Time Director.

To re-appoint Mr. George Alexander, (holding DIN: 00018384) as Whole Time Director of the Company for a period of 5 (Five) years with effect from December 15, 2026.

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 17(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the approval of members of the Company be and is hereby accorded to the re-appointment of Mr. George Alexander (holding DIN: 00018384), as Whole Time Director of the Company, with effect from December 15, 2026 till March 31, 2031.

RESOLVED FURTHER THAT Mr. George Alexander (holding DIN: 00018384) in his capacity as Whole Time Director of the Company be entitled to remuneration on the terms and conditions specified herein :

Sl. No	Category	Description
Remuneration		
1	Basic Salary	Rs. 18,40,000/- per month with such increments as may be decided by the Board from time to time, subject to a ceiling of 15% per annum of original Basic Salary as stated above.
2	Special Allowance	Rs. 18,40,000/- per month with such increments as may be decided by the Board from time to time, subject to a ceiling of 15% per annum of original Special Allowance as stated above.
3	Performance Incentive	Upto 0.50% of profit before tax before charging performance incentive, payable quarterly or at other intervals, subject to a maximum amount as may be decided by the Board from time to time within limit as stated above.
Perquisites		
1	Residential Accommodation	Company's owned/hired/leased accommodation or house rent allowance at 50% of the basic salary in lieu of Company provided accommodation.
2	Expenses relating to Residential Accomodation	Reimbursement of expenses on actuals not exceeding the basic salary per annum each year, pertaining to gas, fuel, water, electricity and telephones as also reasonable reimbursement of upkeep and maintenance expenses in respect of residential accommodation.
3	Others	Other perquisites not exceeding the basic salary per annum each year such as furnishing of residential accommodation, security guards at residence, attendants at home, reimbursement of medical expenses for self and family, travelling expenses, leave travel allowance for self and family, club fees, personal accident insurance, provident fund contribution and superannuation fund, gratuity contribution, encashment of earned/privilege leave, cars and conveyance facilities, provision for driver or driver's salary and other policies and benefits that may be introduced from time to time by the Company shall be provided to Whole Time Director as per the rules of the Company, subject to the approval of the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of appointment and/ or remuneration within the aforesaid monetary limits and further subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force)."

Item No. 7: Re-appointment of Mr. George Muthoot Jacob (holding DIN: 00018955) as Whole Time Director.

To re-appoint Mr. George Muthoot Jacob (holding DIN: 00018955) as Whole Time Director of the Company for a period of 5 (Five) years with effect from December 15, 2026.

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 17(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the approval of members of the Company be and is hereby accorded to the re-appointment of Mr. George Muthoot Jacob (holding DIN: 00018955), as Whole Time Director of the Company, with effect from December 15, 2026 till March 31, 2031.

RESOLVED FURTHER THAT Mr. George Muthoot Jacob (holding DIN: 00018955) in his capacity as Whole Time Director of the Company be entitled to remuneration, on the terms and conditions specified herein:

Sl. No	Category	Description
Remuneration		
1	Basic Salary	Rs. 18,40,000/- per month with such increments as may be decided by the Board from time to time, subject to a ceiling of 15% per annum of original Basic Salary as stated above.
2	Special Allowance	Rs. 18,40,000/- per month with such increments as may be decided by the Board from time to time, subject to a ceiling of 15% per annum of original Special Allowance as stated above.
3	Performance Incentive	Upto 0.50% of profit before tax before charging performance incentive, payable quarterly or at other intervals, subject to a maximum amount as may be decided by the Board from time to time within limit as stated above.
Perquisites		
1	Residential Accommodation	Company's owned/hired/leased accommodation or house rent allowance at 50% of the basic salary in lieu of Company provided accommodation.
2	Expenses relating to Residential Accommodation	Reimbursement of expenses on actuals not exceeding the basic salary per annum each year, pertaining to gas, fuel, water, electricity and telephones as also reasonable reimbursement of upkeep and maintenance expenses in respect of residential accommodation.
3	Others	Other perquisites not exceeding the basic salary per annum each year such as furnishing of residential accommodation, security guards at residence, attendants at home, reimbursement of medical expenses for self and family, travelling expenses, leave travel allowance for self and family, club fees, personal accident insurance, provident fund contribution and superannuation fund, gratuity contribution, encashment of earned/privilege leave, cars and conveyance facilities, provision for driver or driver's salary and other policies and benefits that may be introduced from time to time by the Company shall be provided to Whole Time Director as per the rules of the Company, subject to the approval of the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of appointment and/ or remuneration within the aforesaid monetary limits and further subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force)."

Item No. 8: Appointment of Mr. Eapen Alexander (DIN: 03493601) as Director liable to retire by rotation.

To appoint Mr. Eapen Alexander (holding DIN: 03493601) as a director liable to retire by rotation: -

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

"**RESOLVED THAT** pursuant to the provisions of Section 152 read with Companies (Appointment and Qualification of Directors), Rules 2014, and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the provisions of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to appoint Mr. Eapen Alexander (holding DIN: 03493601) as a director liable to retire by rotation with effect from October 01, 2026 till March 31, 2031.

Item No. 9: Appointment of Mr. Eapen Alexander (holding DIN: 03493601) as Whole Time Director.

To appoint Mr. Eapen Alexander (holding DIN: 03493601) as Whole Time Director of the company.

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

"**RESOLVED THAT** pursuant to the provisions of Section 152 read with Companies (Appointment and Qualification of Directors), Rules 2014, and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the provisions of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to appoint Mr. Eapen Alexander (holding DIN: 03493601) as a director liable to retire by rotation with effect from October 01, 2026 till March 31, 2031.

RESOLVED THAT in accordance with the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 17(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and further subject to the approval of Reserve Bank of India for his appointment as director on the Board of the Company, the approval of members of the Company be and is hereby accorded to the appointment of Mr. Eapen Alexander (holding DIN: 03493601), as Whole Time Director of the Company, with effect from October 01, 2026 till March 31, 2031.

RESOLVED FURTHER THAT Mr. Eapen Alexander (holding DIN: 03493601) in his capacity as Whole Time Director of the Company be entitled to remuneration, on the terms and conditions specified herein :

Sl. No	Category	Description
Remuneration		
1	Basic Salary	Rs. 18,40,000/- per month with such increments as may be decided by the Board from time to time, subject to a ceiling of 15% per annum of original Basic Salary as stated above.
2	Special Allowance	Rs. 18,40,000/- per month with such increments as may be decided by the Board from time to time, subject to a ceiling of 15% per annum of original Special Allowance as stated above.
3	Performance Incentive	Upto 0.50% of profit before tax before charging performance incentive, payable quarterly or at other intervals, subject to a maximum amount as may be decided by the Board from time to time within limit as stated above.
Perquisites		
1	Residential Accommodation	Company's owned/hired/leased accommodation or house rent allowance at 50% of the basic salary in lieu of Company provided accommodation.
2	Expenses relating to Residential Accommodation	Reimbursement of expenses on actuals not exceeding the basic salary per annum each year, pertaining to gas, fuel, water, electricity and telephones as also reasonable reimbursement of upkeep and maintenance expenses in respect of residential accommodation.
3	Others	Other perquisites not exceeding the basic salary per annum each year such as furnishing of residential accommodation, security guards at residence, attendants at home, reimbursement of medical expenses for self and family, travelling expenses, leave travel allowance for self and family, club fees, personal accident insurance, provident fund contribution and superannuation fund, gratuity contribution, encashment of earned/privilege leave, cars and conveyance facilities, provision for driver or driver's salary and other policies and benefits that may be introduced from time to time by the Company shall be provided to Whole Time Director as per the rules of the Company, subject to the approval of the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of appointment and/ or remuneration within the aforesaid monetary limits and further subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force)."

Item No. 10: Appointment of Mr. Alexander George (holding DIN: 00938073) as Managing Director of the Company.

To appoint Mr. Alexander George (holding DIN: 00938073) as Managing Director of the company.

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

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 17(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, approval of members of the Company be and is hereby accorded to the appointment of Mr. Alexander George (DIN: 00938073), who is currently serving as the Whole Time Director of the Company, as Managing Director of the Company, with effect from October 1, 2026 till March 31, 2031 on the terms and conditions specified herein:

Sl. No	Category	Description
Remuneration		
1	Basic Salary	Rs. 40,25,000/- per month with such increments as may be decided by the Board from time to time, subject to a ceiling of 15% per annum of original Basic Salary as stated above.
2	Special Allowance	Rs. 40,25,000/- per month with such increments as may be decided by the Board from time to time, subject to a ceiling of 15% per annum of original Special Allowance as stated above.
3	Performance Incentive	Up to 1% of profit before tax before charging performance incentive payable quarterly or at other intervals, subject to a maximum amount as may be decided by the Board from time to time within the limit as stated above.
Perquisites		
1	Residential Accommodation	Company's owned / hired / leased accommodation or house rent allowance at 50% of the basic salary in lieu of Company provided accommodation.
2	Expenses relating to Residential Accommodation	Reimbursement of expenses on actuals not exceeding the basic salary per annum each year, pertaining to gas, fuel, water, electricity and telephones as also reasonable reimbursement of upkeep and maintenance expenses in respect of residential accommodation.
3	Others	Other perquisites not exceeding the basic salary per annum each year such as furnishing of residential accommodation, security guards at residence, attendants at home, reimbursement of medical expenses for self and family, travelling expenses, leave travel allowance for self and family, club fees, personal accident insurance, provident fund contribution and superannuation fund, gratuity contribution, encashment of earned/privilege leave, cars and conveyance facilities, provision for driver or driver's salary and other policies and benefits that may be introduced from time to time by the Company shall be provided to Whole Time Director as per the rules of the Company, subject to the approval of the Board of Directors.

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

Item No. 11: Appointment of Mr. George Alexander Muthoot (holding DIN: 00016787) as Vice Chairman and Whole Time Director

To appoint Mr. George Alexander Muthoot (holding DIN: 00016787) as Vice Chairman and Whole Time Director of the company.

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

"**RESOLVED THAT** in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 17(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, approval of members of the Company be and is hereby accorded to the appointment of Mr. George Alexander Muthoot (DIN: 00016787), who is currently serving as the Managing Director of the Company, as Vice Chairman and Whole Time Director of the Company, with effect from October 1, 2026 till March 31, 2031 on the terms and conditions specified herein :

Sl. No	Category	Description
Remuneration		
1	Basic Salary	Rs. 40,25,000/- per month with such increments as may be decided by the Board from time to time, subject to a ceiling of 15% per annum of original Basic Salary as stated above.
2	Special Allowance	Rs. 40,25,000/- per month with such increments as may be decided by the Board from time to time, subject to a ceiling of 15% per annum of original Special Allowance as stated above.
3	Performance Incentive	Up to 1% of profit before tax before charging performance incentive payable quarterly or at other intervals, subject to a maximum amount as may be decided by the Board from time to time within the limit as stated above.

Perquisites		
1	Residential Accommodation	Company's owned / hired / leased accommodation or house rent allowance at 50% of the basic salary in lieu of Company provided accommodation.
2	Expenses relating to Residential Accommodation	Reimbursement of expenses on actuals not exceeding the basic salary per annum each year, pertaining to gas, fuel, water, electricity and telephones as also reasonable reimbursement of upkeep and maintenance expenses in respect of residential accommodation.
3	Others	Other perquisites not exceeding the basic salary per annum each year such as furnishing of residential accommodation, security guards at residence, attendants at home, reimbursement of medical expenses for self and family, travelling expenses, leave travel allowance for self and family, club fees, personal accident insurance, provident fund contribution and superannuation fund, gratuity contribution, encashment of earned/privilege leave, cars and conveyance facilities, provision for driver or driver's salary and other policies and benefits that may be introduced from time to time by the Company shall be provided to Whole Time Director as per the rules of the Company, subject to the approval of the Board of Directors.

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

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

Sd/
Rajesh A
Company Secretary
FCS7106

Place: Kochi
Date: August 01, 2026

NOTES:

1. Pursuant to the General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (MCA) and the Circulars issued from time to time by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the 29th AGM of the Company is being held through VC/OAVM. The deemed venue for holding the AGM will be the Registered Office of the Company.

2. Further, Securities and Exchange Board of India (SEBI), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023, June 05, 2025 (SEBI Circulars) and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

3. As per the provisions of Clause 3.A.II. of the General Circular No.20/2020 dated May 5, 2020, the matters of Special Business as appearing in the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.

4. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the Act), setting out material facts relating to business under Item Numbers 4 to 11 to be transacted at the AGM, is annexed hereto and forms part of this Notice.

5. The relevant details, pursuant to Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment at this AGM is annexed.

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

7. The Company has appointed Central Depository Services (India) Limited (CDSL) as the authorised agency, to provide VC/OAVM facility for the AGM of the Company.

8. **SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/ OAVM, PHYSICAL ATTENDANCE OF MEMBERS DOES NOT ARISE. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM CONDUCTED THROUGH VC/OAVM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**

9. The Company has appointed Mr. Sunil Sankar P, Practising Company Secretary (Membership No. ACS 20171; CP 10613) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner, on resolutions proposed in the Notice.

10. The Company has fixed Monday, August 24, 2026 as the 'Cut-off Date' to record the entitlement of the shareholders to cast their voting through remote e-voting/e-voting during the AGM.

11. Any person who is not a Member on the Cut-off date should treat this Notice for information purposes only.

12. Members holding shares in physical form are requested to note that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository. Members holding shares in physical form are required to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical form.

13. The facility for joining AGM through VC/OAVM will be available for up to 1,000 members and members may join on first come first serve basis. However, the above restriction shall not be applicable to members holding more than 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel(s), the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee, Auditor's, Scrutinizers etc. Members can login and join 30 (thirty) minutes prior to the scheduled time of meeting and the window for joining shall be kept open till the expiry of 30 (thirty) minutes after the scheduled time.

14. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

15. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc, authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to sunilsmenon@gmail.com with a copy marked to compliance@muthootgroup.com

16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. August 31, 2026. Members seeking to inspect such documents can send an email to compliance@muthootgroup.com

17. The Register of Members and Share Transfer Books of the Company will remain closed from August 24, 2026 to August 31, 2026 (both days inclusive). Transfers received during book closure

will be considered only after reopening of the Register of Members.

18. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect to such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members whose dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. For details, please refer to the Corporate Governance report which forms part of this Annual Report and Company's website, www.muthootfinance.com

19. Members may please note that there is a facility for nomination, in the prescribed form, available at request, from the Company or Registrar and Transfer Agent of the Company to any person to whom shares in the Company held by such Member, shall vest in the event of his/her death. Members holding shares in dematerialized form may contact their Depository Participant for recording the nomination in respect of their holdings.

20. Members should notify the changes in their address immediately to the Registrar and Transfer Agent of the Company/Depository Participants (DP) as the case may be. Members who are holding shares in Dematerialised form (Demat) are requested to keep their Bank Account details including IFSC and/or MICR updated with their respective DPs (Depository Participant) and those members who are holding shares in physical form, by sending a request to the Registrar and Transfer Agent by quoting their Folio No, PAN along with cancelled cheque or other acceptable Bank Account proof.

21. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN, mandates, nominations, bank details such as name of the bank and branch details, bank account number, MICR Code, IFSC Code, etc., to their DPs and in case the shares are held by them in electronic form and, to Link Intime India Private Limited in case the shares are held by them in physical form. The process for registration of e-mail address is mentioned below:

Physical Holding	Please send a request to the Registrar and Transfer Agents of the Company, MUFG Intime India Private Limited (formerly Link Intime India Private Limited) at coimbatore@in.mpms.mufg.com providing the Folio No, Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN Card), Aadhaar (self-attested scanned copy of Aadhaar Card) for registering email address
Demat Holding	Please contact your Depository Participant (DP) and register your email address in your demat account, as per the process advised by your DP.

22. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

23. A brief profile of the Directors, who are appointed/re-appointed, nature of their expertise in specific functional areas, names of Companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 are provided as annexure to this notice.

24. Notice of the AGM including instructions for e-voting along with the Annual Report for the FY 2025-26 are being sent through electronic mode only to those Members whose email addresses are registered with the Company/DP. Members may note that the Notice and Annual Report for the FY 2025-26 will also be available on the Company's website, www.muthootfinance.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL, https:// www.evotingindia.com

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

26. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

27. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.muthootfinance.com . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

28. Instructions for e-voting and joining AGM through VC/OAVM are as follows:

The remote e-voting period commences on Friday, August 28, 2026 at 09:00 A.M (IST) and ends on Sunday, August 30, 2026 at 05:00 P.M (IST). The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. Monday, August 24, 2026 may cast their vote electronically. The voting rights of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, August 24, 2026.

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

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

3. The Members can join the EGM/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 EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at https://www.muthootfinance.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

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

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

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

(i) The voting period begins on Friday, August 28, 2026 at 09:00 A.M (IST) and ends on Sunday, August 30, 2026 at 05:00 P.M (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date August 24, 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular **No. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

(iv) In terms of SEBI circular **No. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	**1)** Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. **2)** After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. **3)** If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. **4)** Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	**1)** If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

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

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below :

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

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

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

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

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

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

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

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

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

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

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

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

(xvii) Additional Facility for Non–Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@muthootgroup.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

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

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance@muthootgroup.com The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to coimbatore@in.mpms.mufg.com.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

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

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

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

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

Item No.4: Re-appointment of Mr. Joseph Korah (holding DIN: 09128318) as an Independent Director for a second consecutive term.

Shareholders of the Company at the 26th Annual General Meeting held on September 29, 2023 had approved the appointment of Mr. Joseph Korah as a Director (Non-Executive & Independent) for a period of 3 year commencing from the said 26th AGM till the 29th Annual General Meeting of the Company to be held in the year 2026. Thus, term of office of Mr. Joseph Korah as an Independent Director on the Board of the Company is expiring at the 29th Annual General Meeting of the Company.

Mr. Joseph Korah is the Co-Founder and President of Impaqtive, a global Salesforce consulting partner and formerly served as Vice President and Global Head of Delivery – Salesforce Practice at Cognizant. Mr. Joseph Korah was the Center Head of Cognizant Kochi Development Centre and Regional Council Member of NASSCOM and served as Vice Chairman of GTECH from 2014 to 2017.

Mr. Joseph Korah has also held leadership roles on the Round Table India National Board and the Managing Committee of the Kerala Management Association. Mr. Joseph Korah holds an MBA from Cornell University, a Master's in Software Engineering from the Birla Institute of Technology and Science, and a B.Tech from the University of Calicut.

Mr. Joseph Korah has demonstrated exceptional leadership as an Independent Director over the past three years, notably serving as the Chairman of the IT Strategy Committee of the Company. His profound expertise in Information Technology and Cyber Security, coupled with his regular engagement with the Company's IT department, has significantly enhanced the robustness of our digital governance and risk mitigation frameworks. Throughout his tenure, Mr. Joseph Korah has maintained an excellent track record of active participation across all Board and Committee proceedings, ensuring adherence to the highest standards of corporate governance.

Mr. Joseph Korah, an experienced IT professional with a history of working in the information technology and services industry has consented for the appointment as Independent Director on the Board of Directors of the Company. Mr. Joseph Korah is a consulting professional skilled in Global Delivery, IT Strategy, Management, Pre-sales, and Business Intelligence. Brief profile of Mr. Joseph Korah, nature of his expertise in specified functional areas and names of companies in which he holds directorships and memberships/chairmanship of Board Committees, shareholding and relationships between Directors inter-se as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read together with Secretarial Standards – 2 are provided at the end of this Notice.

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on May 13, 2026 has recommended the reappointment of Mr. Joseph Korah as Independent Director for a second consecutive term of 3 years commencing from this Annual General Meeting till the conclusion of the 32nd Annual General Meeting to be held in the year 2029. The present resolution seeks the re-appointment of Mr. Joseph Korah as a Director (Non-Executive, Independent) in terms of the requirements of Sections 149, 152 read with Schedule IV of the Companies Act, 2013 and Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Nomination and Remuneration Committee has recommended the re-appointment after a comprehensive review of Mr. Joseph Korah's performance, contributions, and adherence to the requirements of an Independent Director including adherence to the fit and proper criteria prescribed by the Reserve Bank of India.

In terms of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013, the Board of Directors have received declarations from Mr. Joseph Korah confirming that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Board of Directors is of the opinion that Mr. Joseph Korah fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and is independent of the management. Particulars of the proposed appointee as required under Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the notice. Mr. Joseph Korah has also provided a declaration that he is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Companies Act, 2013.

The nomination and remuneration committee of the Board has evaluated the 'Fit and Proper Criteria' prescribed by the Reserve Bank of India in accordance with the Master Direction-Reserve Bank of India (Non-Banking Financial Companies- Governance) Directions, 2025 and has recommended the re-appointment.

The Board of Directors has thus recommended the proposal for the re-appointment of Mr. Joseph Korah as Director (Non-Executive, Independent), not liable to retire by rotation, for a period as specified in the proposed resolution. A detailed profile of Mr. Joseph Korah is provided along with the Notice of AGM. Pursuant to the provisions of Section 149 (10) of the Companies Act, 2013, an independent director shall be eligible for re-appointment for the second consecutive term as a Director (Non-Executive, Independent) upon passing a special resolution by the members of the Company.

As per the recommendation of the Nomination and Remuneration Committee, an approval of the Board of Directors in the meeting held on May 14, 2026, subject to approval of members at this Annual General Meeting and pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modifications or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management during his tenure and outcome of performance evaluation of the Independent Directors, requisite approval from shareholders is sought for. Further Mr. Joseph Korah shall not be liable to retire by rotation as provided under Section 152 (6) of Companies Act, 2013. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Mr. Joseph Korah to be reappointed as an Independent Non-Executive Director of the Company as per the provision of the Companies Act, 2013.

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

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

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

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

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

Item No. 5: Re-appointment of Mr. George M George (holding DIN: 00018329) as Whole Time Director of the Company.

Mr. George M George was appointed as Whole Time Director for a period of 5 years with effect from December 15, 2021 and his present term is expiring on December 14, 2026. Your Board believes that Mr. George M George's vast experience, skill set and leadership qualities will lead the Company into much higher growth trajectory in forthcoming years, and it is desirable to continue to avail his services as Whole Time Director.

Mr. George M George has been a pivotal leader in our organization, consistently demonstrating exceptional leadership and an unwavering commitment to our strategic objectives and long-term goals. A highly accomplished professional, he completed his Bachelor's Degree in Hospitality Management from the Welcomgroup Graduate School of Hotel Administration in Manipal, and subsequently pursued his Master's degree at the prestigious ESSEC-Cornell University in Paris, France. Reflecting his professional excellence, he is the recipient of the Distinguished Alumni Award from Manipal University (2015) and the prestigious ITC Chairman's Award for his outstanding contributions to the hospitality sector.

Throughout his extensive tenure, Mr. George M George has been at the forefront of our corporate social responsibility (CSR) and sustainable development endeavours, scaling our community initiatives to much higher levels. Under his visionary leadership, the Company has experienced a period of commendable growth and expansion in its community enrichment programs across diverse and challenging territories. His profound understanding of sustainable development, coupled with his ability to foster a culture of impactful stakeholder engagement, has been a key driver of this success.

He has skilfully navigated complex social landscapes, consistently identifying and capitalizing on new opportunities for community outreach while enhancing the overall operational efficiency of social projects. Mr. George M George has meticulously optimized processes, leveraged technology to track community outcomes, and implemented best practices that have significantly improved program efficacy and sustainable development metrics. His leadership has not only led to record highs in community impact but has also strengthened our market position, enhanced our brand reputation and social goodwill, and built a resilient framework for future social achievements.

The Nomination and Remuneration Committee of the Board had carried out a thorough review of the proposal for the re-appointment of Mr. George M George as the Whole Time Director of the Company. Committee having satisfied with the fit and proper criteria prescribed by the Reserve Bank of India has recommended the re-appointment of Mr. George M George as the Whole Time Director for a period of 5 years with effect from December 15, 2026 till March 31, 2031.

The Board of Directors, at its meeting held on May 14, 2026, on the recommendation of the Nomination and Remuneration Committee, has approved the reappointment of Mr. George M George as a Whole-Time Director of the Company with effect from December 15, 2026 subject to the approval of the members at the ensuing Annual General Meeting.

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

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

The Board of Directors of the Company is confident that the proposal will have the support of the members. The Board thus recommends Resolution No. 5 for the approval of members as a Special Resolution.

Except Mr. George M George, being the proposed appointee, and

Mr. Alexander George, being relative of appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution.

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

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

Item No. 6: Re-appointment of Mr. George Alexander (holding DIN: 00018384) as Whole Time Director of the Company.

Mr. George Alexander was appointed as Whole Time Director for a period of 5 years with effect from December 15, 2021 and his present term is expiring on December 14, 2026. Your Board believes that Mr. George Alexander's vast experience, skill set and leadership qualities will lead the Company into much higher growth trajectory in forthcoming years, and it is desirable to continue to avail his services as Whole Time Director.

Mr. George Alexander is a vital member of our leadership team, focusing on strategic growth and strong corporate governance. He holds a Bachelor's degree in Mechanical Engineering from TKM College of Engineering (University of Kerala) and an MBA from the Kenan & Flagler Business School at the University of North Carolina. He has over 20 years of experience in financial services, including early valuable experience at Kotak Mahindra Bank.

He manages our business expansion and operations across Karnataka, Goa, and Telangana, successfully driving growth in these key territories. Beyond his regional responsibilities, he protects and promotes the company's broader business interests by serving on the boards of three important subsidiaries: Asia Asset Finance PLC (Sri Lanka), Muthoot Insurance Brokers Private Limited, and Belstar Microfinance Limited. His leadership has helped create strong teamwork across these companies, improving our competitive edge and widening our market reach.

The Nomination and Remuneration Committee of the Board had carried out a thorough review of the proposal for the re-appointment of Mr. George Alexander as the Whole Time Director of the Company. Committee having satisfied with the fit and proper criteria prescribed by the Reserve Bank of India has recommended the re-appointment of Mr. George Alexander as the Whole Time Director for a period of 5 years with effect from December 15, 2026 till March 31, 2031.

The Board of Directors, at its meeting held on May 14, 2026, on the recommendation of the Nomination and Remuneration Committee, has approved the reappointment of Mr. George Alexander as a Whole-Time Director of the Company with effect from December 15, 2026 subject to the approval of the members at the ensuing Annual General Meeting.

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

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

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

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

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

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

Item No. 7: Re-appointment of Mr. George M Jacob (holding DIN: 00018955) as Whole Time Director of the Company.

Mr. George M Jacob was appointed as Whole Time Director for a period of 5 years with effect from December 15, 2021 and his present term is expiring on December 14, 2026. Your Board believes that Mr. George M Jacob's vast experience, skill set and leadership qualities will lead the Company in to much higher growth trajectory in forthcoming years, and it is desirable to continue to avail his services as Whole Time Director.

Mr. George Muthoot Jacob brings a strong background in law, management, and corporate governance to our leadership team. He completed his Bachelor's degree in Law, BA.LLB (Hons), from the National University of Advanced Legal Studies in Kochi. He then went on to earn an LLM in International Economic Law from the University of Warwick, UK, and a Master's in Management from CASS Business School in London.

He is responsible for managing our strategic and operational initiatives across Tamil Nadu and Kerala, where he has successfully led regional brand strategy and customer acquisition. His leadership has also been key in driving the company's marketing activities across South India, resulting in record market growth and stronger team capabilities.

In addition to regional growth, Mr. George M Jacob oversees our Internal Audit and Compliance functions. In this role, he ensures that our audit plans are executed effectively, internal controls are thoroughly evaluated, and risk management frameworks are strengthened. His focus on these areas has directly contributed to the company's high standards of regulatory compliance and operational integrity.

The Nomination and Remuneration Committee of the Board had carried out a thorough review of the proposal for the re-appointment of Mr. George M Jacob as the Whole Time Director of the Company. Committee having satisfied with the fit and proper criteria prescribed by the Reserve Bank of India has recommended the re-appointment of Mr. George M Jacob as the Whole Time Director for a period of 5 years with effect from December 15, 2026 till March 31, 2031.

The Board of Directors, at its meeting held on May 14, 2026, on the recommendation of the Nomination and Remuneration Committee, has approved the reappointment of Mr. George M Jacob as a Whole-Time Director of the Company with effect from December 15, 2026 subject to the approval of the members at the ensuing Annual General Meeting.

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

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

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

Except Mr. George M Jacob, being the proposed appointee, and Mr. George Jacob Muthoot, being relative of appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution.

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

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

Item No. 8: Appointment of Eapen Alexander (holding DIN: 03493601) as Director Liable to Retire by Rotation.

Based on the recommendation of the Nomination and Remuneration Committee the Board has recommended for the appointment of Mr. Eapen Alexander as a Director liable to retire by rotation on the Board of Directors of the Company with effect from October 01, 2026.

Mr. Eapen Alexander holds a Bachelor of Arts (Honours) in Economics from St. Xavier's College, Mumbai, a Master of Science (MSc) in International Political Economy from the London School of Economics (LSE), and a Master of Business Administration (MBA) from the Fuqua School of Business, Duke University. He also serves as a member of the India & Middle East Advisory Board of the Fuqua School of Business, Duke University.

Mr. Eapen Alexander has been working with the Company as Executive Director (IT and Digital Initiatives). Mr. Eapen Alexander has held various positions in the Company and has been spearheading the IT & Digital initiatives. Mr. Eapen Alexander has also been part of Muthoot Homefin (India) Limited and Muthoot Money Limited leading their business operations as well over the years.

Mr. Eapen Alexander has proven track record of building & managing highly successful businesses within the Group, driving operational excellence and managing technological advancement. He is deeply involved in setting up group's IT transformation agenda and instrumental in executing several strategic programs across various business units. Accordingly, your Board believes that the induction of Mr. Eapen Alexander into the Board would support in broadening the overall expertise of the Board, particularly in the areas of technology, cyber security and business strategy, considering his rich experience, expertise and contribution in the growth of the company. The proposed appointee, in the opinion of the Board, will add significant value to the Board while offering valuable insights on a broad range of issues in the field of IT, Cyber Security, data analytics and resource mobilization that are relevant to the company.

The Company has received all the statutory disclosures/declarations including, (i) consent in writing to act as director in Form DIR-2 as per Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act. The Company has also received a notice under Section 160 of the Companies Act, 2013 from a member, intending to nominate the aforesaid candidate to the office of Director. The Profile of the aforesaid candidate detailing the academic qualifications, skills and expertise are provided in this Notice and is also available for inspection of the members.

The Board recommends the appointment of Mr. Eapen Alexander as Director of the Company with effect from October 01, 2026.

Mr. George Alexander Muthoot, and Mr. George Alexander, being the relative of the proposed appointee are deemed to be interested in the proposed appointment and resolutions. None of the other Directors, Key Managerial Personnel, and their relatives are not interested (financially or otherwise) in the proposed resolutions.

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

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

Item No. 9: Appointment of Eapen Alexander (holding DIN: 03493601) as Whole Time Director.

Based on the recommendation of the Nomination and Remuneration Committee the Board has recommended for the appointment of Mr. Eapen Alexander as a Whole Time Director on the Board of Directors of the Company with effect from October 01, 2026.

Mr. Eapen Alexander holds a Bachelor of Arts (Honours) in Economics from St. Xavier's College, Mumbai, a Master of Science (MSc) in International Political Economy from the London School of Economics (LSE), and a Master of Business Administration (MBA) from the Fuqua School of Business, Duke University. He also serves as a member of the India & Middle East Advisory Board of the Fuqua School of Business, Duke University.

Mr. Eapen Alexander has been working with the Company as Executive Director (IT and Digital Initiatives). Mr. Eapen Alexander has held various positions in the Company and has been spearheading the IT & Digital initiatives. Mr. Eapen Alexander has also been part of Muthoot Homefin (India) Limited and Muthoot Money Limited leading their business operations as well over the years.

Mr. Eapen Alexander has proven track record of building & managing highly successful businesses within the Group, driving operational excellence and managing technological advancement. He is deeply involved in setting up group's IT transformation agenda and instrumental in executing several strategic programs across various business units. Accordingly, your Board believes that the induction of Mr. Eapen Alexander into the Board would support in broadening the overall expertise of the Board, particularly in the areas of technology, cyber security and business strategy, considering his rich experience, expertise and contribution in the growth of the company. The proposed appointee, in the opinion of the Board, will add significant value to the Board while offering valuable insights on a broad range of issues in the field of IT, Cyber Security, data analytics and resource mobilization that are relevant to the company. As Whole-time Director in charge of IT and Digital Initiatives, Mr. Eapen Alexander will oversee the strategic direction of the Company's technology roadmap, cybersecurity framework, fintech partnerships, and digital product scaling, ensuring the Company maintains a competitive, technology-led edge in financial services.

The Company has received all the statutory disclosures/ declarations including, (i) consent in writing to act as director in Form DIR-2 as per Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act. The Company has also received a notice under Section 160 of the Companies Act, 2013 from a member, intending to nominate the aforesaid candidates to the office of Director. The Profiles of the aforesaid candidates detailing the academic qualifications, skills and expertise are provided in this Notice and is also available for inspection of the members.

In terms of Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members of the Company by means of a Special Resolution is required if-

i. the annual remuneration payable to such executive director exceeds Rs. 5 crores or 2.5% of the net profits of the listed entity, whichever is higher; or Where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the listed entity. or
ii. Where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the listed entity.

Further, in the event of decrease in the profits of the Company during the proposed tenure of appointment, in terms of the second proviso to Section 197(1) of the Companies Act, 2013, it is likely that the remuneration payable to the executive directors on the Board of the Company may exceed 5% of the net profits calculable as per Section 198 of the Companies Act, 2013.

Mr. George Alexander Muthoot, and Mr. George Alexander, being the relative of the proposed appointee are deemed to be interested in the proposed appointment and resolutions. None of the other Directors, Key Managerial Personnel, and their relatives are not interested (financially or otherwise) in the proposed resolutions.

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

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

Item No. 10 & 11: Appointment of Alexander George (holding DIN: 00938073) as Managing Director and Appointment of Mr. George Alexander Muthoot (holding DIN: 00016787) as Vice Chairman and Whole Time Director.

Based on the recommendation of the Nomination and Remuneration Committee, the Board has recommended for the appointment of Mr. Alexander George as the Managing Director on the Board of Directors of the Company and appointment of Mr. George Alexander Muthoot as Vice Chairman and Whole Time Director of the Company with effect from October 01, 2026.

Mr. Alexander George brings a strong educational foundation with an advanced diploma in business administration from Florida International University and an MBA from Thunderbird University in the USA. Having started his journey in the family business as a manager, he worked his way up through the ranks to his current leadership position. Mr. Alexander George has been associated with the company since 2006. As a Whole-Time Director, he has led the Company's operations across North, East and West India and played a pivotal role in expanding the branch network, strengthening customer reach and driving business growth across these markets.

Alexander George spearheaded several transformation initiatives across technology, digital banking, customer experience, marketing, brand building, operational excellence and people development, helping build a future-ready organisation while maintaining the trust and values that define the Muthoot brand.

As part of the Company's commitment to robust corporate governance and long-term succession planning, the Board of Directors has initiated a strategic leadership transition. This process is overseen by the Board of Directors and the Nomination & Remuneration Committee (NRC), ensuring a well-laid-out plan at the Board level. Mr. George Alexander Muthoot, the current Managing Director and architect of the Company's foundational success, is transitioning operational leadership to the next generation leaders and hence the board has decided to elevate him from the position of Managing Director to The Vice Chairman and Whole Time Director in the Company.

Mr. George Alexander Muthoot, who is being promoted to the position of Vice Chairman and Whole Time Director brings exceptional academic credentials and over three decades of transformative industry leadership to this position. He holds a Bachelor's degree in Commerce from Kerala University, where he secured the first rank in the state and was awarded a Gold Medal. He is a Chartered Accountant certified by the Institute of Chartered Accountants of India (ICAI), having qualified with the 1st rank in Kerala and an All-India Rank in his CA final examinations. Furthermore, he has been conferred a Ph.D. in Non-Traditional Banking with special reference to Gold.

In his elevated role as Executive Vice Chairman, Mr. George Alexander Muthoot will oversee macro-strategic directions, regulatory governance, and corporate strategy. Crucially, he will focus on mentoring and nurturing the organisation's next-generation leadership-including providing continuous guidance to the incoming Managing Director-ensuring seamless operational continuity, value preservation, and sustained growth for all stakeholders.

This transition paves the way for the future leadership of the Company at the Board level. Mr. Alexander George is recommended to be elevated to The Managing Director position, considering his execution and leadership capabilities demonstrated over the years in spearheading growth across North, East, and West India. In his new capacity as Vice Chairman, Mr. George Alexander Muthoot will continue to exercise general control, management, and superintendence of the business, subject to the control and direction of the Board, while mentoring the new leadership team.

Consequently, Mr. Alexander George, who represents the next generation of leadership from Promoter Muthoot Family and currently serving as the Whole Time Director, is proposed to be elevated to the position of Managing Director with effect from October 1, 2026. This elevation is supported by a deep bench of professionally qualified next generation leaders of the Promoter Family who are actively engaged across all business levels.

In terms of Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members of the Company by means of a Special Resolution is required if-

i. the annual remuneration payable to such executive director exceeds Rs. 5 crores or 2.5% of the net profits of the listed entity, whichever is higher; or
ii. Where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the listed entity.

Further, in the event of decrease in the profits of the Company during the proposed tenure of appointment, in terms of the second proviso to Section 197(1) of the Companies Act, 2013, it is likely that the remuneration payable to the executive directors on the Board of the Company may exceed 5% of the net profits calculable as per Section 198 of the Companies Act, 2013.

The Board recommends the appointment of Mr. Alexander George as the Managing Director and Mr. George Alexander Muthoot as the Vice Chairman and Whole Time Director of the Company with effect from October 01, 2026.

Except Mr. Alexander George and Mr. George Alexander Muthoot, being the proposed appointees, and Mr. George M George, Mr. George Jacob Muthoot, Mr. George Thomas Muthoot, Mr. George Alexander, and Mr. Eapen Alexander, being the relatives of the proposed appointees, none of the other Directors, Key Managerial Personnel, and their relatives are not interested (financially or otherwise) in the proposed resolutions.

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

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

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

Sd/
Rajesh A

Place: Kochi

Company Secretary

Date: August 01, 2026

FCS7106

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

1. Mr. George Alexander Muthoot

DIN	00016787
Age & Date of Birth	70 Years, September 16, 1955
Nationality	Indian
Date of First Appointment on the Board	November 20, 2006
Qualifications	1. Qualified Chartered Accountant 2. Bachelor's Degree in Commerce from Kerala University
Brief profile and expertise in specific functional areas	George Alexander Muthoot is a chartered accountant who qualified with first rank in Kerala and was ranked 20th overall in India, in 1978. He has a bachelor's degree in commerce from Kerala University where he was a rank holder and gold medalist. He was also awarded the Times of India group Business Excellence Award in customised Financial Services in March 2009. He was also awarded the CA Business Leader Award under Financial Services Sector from the Institute of Chartered Accountants of India for 2013. He served as the Chairman of the Kerala Non-banking Finance Companies Welfare Association from 2004 to 2007. He served as the Chairman of Finance Companies Association, Chennai. He is the founder member for the Indus Entrepreneurs International, Kochi Chapter and is now a member of the Core Committee of the Indus Entrepreneurs International Kochi Chapter. He has over four decades of experience in managing businesses operating in the field of financial services. His core strengths combine deep financial engineering and corporate governance with a forward-looking approach to digital transformation, FinTech integration, and robust risk management
Directorship in other Companies	1. Geem Marketing Services Private limited 2. Xandari Pearl Beach Resorts Private limited 3. Adams Properties Private Limited 4. Muthoot M George Institute Of Technology 5. Xandari Heritage Resorts Private Limited 6. Muthoot Homefin (India) Limited 7. Finance Companies' Association (India) 8. Muthoot Commodities Limited 9. Muthoot Insurance Brokers Private limited 10. MMG Investment Services Private Limited 11. Muthoot Infopark Private Limited 12. M G M Muthoot Medical Centre Private limited 13. FGLOC India Forum
Chairmanship/Membership of Audit Committee and Stakeholders Relationship Committee of the Board of Directors of other Indian Companies of which he is a Director as required under Regulation 26(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Nil
Listed entities from which the director has resigned in the past three years	Nil
Terms and conditions of appointment or re-appointment	As contained in the terms and conditions mentioned in the resolution mentioned in the Notice of AGM dated August 01, 2026.

Details of remuneration sought to be paid	As contained in the terms and conditions mentioned in the resolution mentioned in the Notice of AGM dated August 01, 2026.
Details of remuneration last drawn by such person (Financial Year 2025-2026)	Rs. 296.69 million
Relationship with other Directors and Key Managerial Personnel	Mr. George Alexander Muthoot is the brother of Mr. George Jacob Muthoot, Whole Time Director, and Mr. George Thomas Muthoot, Whole Time Director of the Company. Mr. George Alexander (Jr.) and Mr. Eapen Alexander (Proposed Director) are the sons of Mr. George Alexander Muthoot. Except for the above, none of the other Directors, Key Managerial Personnel and their relatives are related.
Number of Meetings of the Board attended during the Financial Year 2025-2026	Mr. George Alexander Muthoot attended 6 board meetings held during the Financial Year 2025-2026
Shareholding in the Company	2,36,30,900 equity shares constituting 5.89% of the paid-up share capital as on 31.03.2026

2. Mr. George Jacob Muthoot

DIN	00018235
Age & Date of Birth	73 Years, September 21,1952
Nationality	Indian
Date of First Appointment on the Board	August 16, 2005
Qualifications	Degree in Civil Engineering from Manipal University.
Brief profile and expertise in specific functional areas	George Jacob Muthoot has a degree in civil engineering from Manipal University and is a businessman by profession. He is a member of the Trivandrum Management Association, The Confederation of Real Estate Developers Association of India (Trivandrum) and the Trivandrum Agenda Task Force. He is also a member of the Rotary Club, Trivandrum (South), governing body member of the Charitable and Educational Society of Trivandrum Orthodox Diocese and Finance Committee Member, Mar Diocese College of Pharmacy, Althara, Trivandrum. He has over four decades of experience in managing businesses operating in the field of financial services.
Directorship in other Companies	1. MMG Developers Private Limited 2. Geem Marketing Services Private Limited 3. Xandari Resorts Private Limited 4. Xandari Pearl Beach Resorts Private Limited 5. Adams Properties Private Limited 6. Oxbow Properties Private Limited 7. Xandari Heritage Resorts Private Limited 8. Muthoot Money Limited 9. Muthoot Commodities Limited 10. Muthoot Insurance Brokers Private Limited 11. MMG Investment Services Private Limited 12. Muthoot Infopark Private Limited 13. Muthoot M George Institute of Technology 14. M G M Muthoot Medical Centre Private Limited 15. Muthoot Health Care Private Limited
Chairmanship/Membership of Audit Committee and Stakeholders Relationship Committee of the Board of Directors of other Indian Companies of which he is a Director as required under Regulation 26(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Nil

Listed entities from which the director has resigned in the past three years	Nil
Terms and conditions of appointment or re-appointment	Mr. George Jacob Muthoot,Whole Time Director liable to retire by rotation, being eligible, seeks reappointment.
Details of remuneration sought to be paid	As per the terms and conditions approved by shareholders at the Annual General Meeting held on September 30, 2024
Details of remuneration last drawn by such person (Financial Year 2025-2026)	Rs. 296.69 million
Relationship with other Directors and Key Managerial Personnel	Mr. George Jacob Muthoot is the brother of Mr. George Alexander Muthoot, Managing Director, and Mr. George Thomas Muthoot, Whole Time Director of the Company. Mr. George Muthoot Jacob is the son of Mr. George Jacob Muthoot. Except for the above, none of the other Directors, Key Managerial Personnel and their relatives are related.
Number of Meetings of the Board attended during the Financial Year 2024-2025	Mr. George Jacob Muthoot attended 6 board meetings held during the Financial Year 2025-2026
Shareholding in the Company	4,36,30,900 equity shares constituting 10.87% of the paid-up share capital as on 31.03.2026

3. Mr. Joseph Korah

DIN	09128318
Age & Date of Birth	50 Years, May 11, 1976
Nationality	Indian
Date of First Appointment on the Board	September 29, 2023
Qualifications	1. Engineering graduate from Calicut University 2. MS in software engineering from Birla Institute of Technology and Science, Pilani 3. MBA graduate from Cornell University
Brief profile and expertise in specific functional areas	Mr. Joseph Korah is the Co-Founder and President of Impaqtive, a global Salesforce consulting partner and formerly served as Vice President and Global Head of Delivery – Salesforce Practice at Cognizant. Mr. Joseph Korah was the Center Head of Cognizant Kochi Development Centre and Regional Council Member of NASSCOM and served as Vice Chairman of GTECH from 2014 to 2017. He has also held leadership roles on the Round Table India National Board and the Managing Committee of the Kerala Management Association. He holds an MBA from Cornell University, a Master's in Software Engineering from the Birla Institute of Technology and Science, and a B.Tech from the University of Calicut.
Directorship in other Companies	Muthoot Consultancy Services Private Limited
Chairmanship/Membership of Audit Committee and Stakeholders Relationship Committee of the Board of Directors of other Indian Companies of which he is a Director as required under Regulation 26(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Nil
Listed entities from which the director has resigned in the past three years	Nil
Terms and conditions of appointment or re-appointment	The present re-appointment is for a period of three years and he is not liable to retire by rotation during the said tenure.

Details of remuneration sought to be paid	Being appointed as the Non-Executive Independent Director, he will be eligible for a Commission (in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof, as the Board of Directors may from time to time determine) not exceeding in aggregate one percent of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment(s) thereof and subject to the recommendation of Nomination and Remuneration Committee of the Board of Directors.
Details of remuneration last drawn by such person (Financial Year 2025-2026)	During the financial year 2025-26, Mr. Joseph Korah was paid sitting fee of Rs. 0.72 million and Commission of Rs. 1.8 million.
Relationship with other Directors and Key Managerial Personnel	None of the Directors or Key Managerial Personnel of the Company are related to the appointee.
Number of Meetings of the Board attended during the Financial Year 2025-2026	Mr. Joseph Korah attended 6 board meetings held during the Financial Year 2025-26.
Shareholding in the Company	Nil

4. Mr. George M George

DIN	00018329
Age & Date of Birth	51 Years, March 13,1975
Nationality	Indian
Date of First Appointment on the Board	December 15, 2021
Qualifications	1. Bachelor's degree in hospitality management from Welcomgroup Graduate school of Hotel Administration in Manipal 2. Master's degree at the prestigious Essec-Cornell University in Paris, France
Brief profile and expertise in specific functional areas	Mr. George Muthoot George is a graduate in Hospitality Management from Welcomgroup Graduate school of Hotel Administration in Manipal and holds a Master's degree from prestigious Essec-Cornell University in Paris, France. Mr. George Muthoot George was instrumental in taking the hospitality and media division in the Muthoot Group to much higher levels over the last two decades including establishing new brands of hospitality in India, Africa, and Central America. Mr. George Muthoot George was instrumental in launching Chennai's first English radio station (Chennai Live 104.8FM) and India's first Talk radio format in 2007. He was also instrumental in launching local brands like Travel Jango and Via Kerala amongst others, in areas as diverse as online travel and handcrafted products that support local entrepreneurs. Over the years, Mr. George Muthoot George has demonstrated his capabilities in brand building, image management, PR management, social reengineering etc., through various ventures he has undertaken.
Directorship in other Companies	1. Xandari Resorts Private Limited 2. Xandari Pearl Beach Resorts Private Limited 3. Muthoot Broadcasting Private Limited 4. MMG Holiday Homes Private Limited 5. MMG Holidays Private Limited 6. Nuevo Cap Fintech Private Limited 7. Halaval Rubber & Plantations Private Limited 8. Kasal Rubber & Plantations Private Limited 9. Patgaon Plantations Private Limited 10. Kottayam Property Developers Pvt. Ltd 11. Xandari Hospitality Services Private Limited 12. Green Guardians Organic Farms And Exports Private Limited 13. Xandari Heritage Resorts Private Limited

	14. Muthoot Insurance Brokers Private Limited 15. Muthoot Securities Limited 16. Muthoot Aurum Private Limited 17. GMG Foundation 18. Freelander Restaurants (OPC) Private Limited 19. Terralink Spaces Private Limited
Chairmanship/Membership of Audit Committee and Stakeholders Relationship Committee of the Board of Directors of other Indian Companies of which he is a Director as required under Regulation 26(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Nil
Listed entities from which the director has resigned in the past three years	Nil
Terms and conditions of appointment or re-appointment	As contained in the terms and conditions mentioned in the resolution mentioned in the Notice of AGM dated August 01, 2026.
Details of remuneration sought to be paid	As contained in the terms and conditions mentioned in the resolution mentioned in the Notice of AGM dated August 01, 2026.
Details of remuneration last drawn by such person (Financial Year 2025-2026)	Rs. 78 million
Relationship with other Directors and Key Managerial Personnel	Mr. Alexander George, Whole Time Director, is the brother of Mr. George Muthoot George.
Number of Meetings of the Board attended during the Financial Year 2025-2026	Mr. George Muthoot George attended 5 board meetings held during the Financial Year 2025-2026
Shareholding in the Company	2,22,89,710 equity shares constituting 5.55% of the paid-up share capital as on 31.03.2026

5. Mr. George Alexander

DIN	00018384
Age & Date of Birth	43 Years, June 30,1983
Nationality	Indian
Date of First Appointment on the Board	December 15, 2021
Qualifications	1. Master's in Business Administration from University of North Carolina's Kenan & Flagler Business School 2. Bachelor's degree in Mechanical Engineering from University of Kerala - TKM College of Engineering
Brief profile and expertise in specific functional areas	Mr. George Alexander is a graduate in Mechanical Engineering from University of Kerala - TKM College of Engineering. Mr. George Alexander has also completed Master's in Business Administration from University of North Carolina's Kenan & Flagler Business School. Mr. George Alexander has over 20 years of experience in the field of financial services and is currently acting as the Whole Time Director in Muthoot Finance Limited heading operations and administration in the states of Karnataka, Goa and Telangana. Mr. George Alexander was tasked with the overall responsibility of overseeing the operations and administration wing of the Company in the Southern Region and under his leadership, your Company has streamlined its operations, enhanced its reach and improved the overall business over the years. Southern region of the Company continues to contribute 50% of the total loan assets and Mr. George Alexander has demonstrated excellent management skills in overseeing

	the operations in the region. Mr. George Alexander also serves as a member on the Boards of Asia Asset Finance PLC, Muthoot Insurance Brokers Private Limited and Belstar Microfinance Limited. Prior to joining Muthoot Finance Limited, Mr. George Alexander worked in ING Vysya Bank and Toyota at varied roles.
Directorship in other Companies	1. Varavade Plantations Private Limited 2. Vagade plantations private limited 3. Amboli Rubber & Plantations Private Limited 4. Rangana Rubber & Plantations Private Limited 5. Maneri Rubber & Plantations Private Limited 6. Sawanthavadi Rubber and Plantation Private Limited 7. Belstar Microfinance Limited 8. Unix Properties Private Limited 9. Xandari Heritage Resorts Private Limited 10. Muthoot Securities Limited 11. Muthoot Royalex Forex Services Private Limited 12. Muthoot Insurance Brokers Private Limited 13. Muthoot Infopark Private Limited 14. Muthoot Consultancy Services Private Limited 15. Nuevo Cap Fintech Private Limited 16. Venus Diagnostics Ltd 17. Vaghotam Plantations Private Limited 18. Pangrad Plantations Private Limited
Chairmanship/Membership of Audit Committee and Stakeholders Relationship Committee of the Board of Directors of other Indian Companies of which he is a Director as required under Regulation 26(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Nil
Listed entities from which the director has resigned in the past three years	Nil
Terms and conditions of appointment or re-appointment	As contained in the terms and conditions mentioned in the resolution mentioned in the Notice of AGM dated August 01, 2026.
Details of remuneration sought to be paid	As contained in the terms and conditions mentioned in the resolution mentioned in the Notice of AGM dated August 01, 2026.
Details of remuneration last drawn by such person (Financial Year 2025-2026)	Rs. 78 million
Relationship with other Directors and Key Managerial Personnel	Mr. George Alexander Muthoot, Managing Director, is the father of Mr. George Alexander.
Number of Meetings of the Board attended during the Financial Year 2025-2026	Mr. George Alexander attended 6 board meetings held during the Financial Year 2025-2026
Shareholding in the Company	1,75,25000 equity shares constituting 4.37% of the paid-up share capital as on 31.03.2026

6. Mr. George M Jacob

DIN	00018955
Age & Date of Birth	43 Years, August 16,1983
Nationality	Indian
Date of First Appointment on the Board	December 15, 2021

<table>
<tr><td>Qualifications</td><td>1. Bachelor’s Degree in Law, BA. LLB (Hons), from the National University of Advanced Legal Studies, Kochi.
2. LLM in International Economic Law from the University of Warwick, UK
3. Master’s in Management from CASS Business School, London.</td></tr>
<tr><td>Brief profile and expertise in specific functional areas</td><td>George Muthoot Jacob is a Whole Time Director on the Board of Directors of Muthoot Finance Limited. Mr. George Muthoot Jacob holds an LLM in International Economic Law from the University of Warwick, UK, a Master’s degree in Management from CASS Business School, London, and a BA.LLB (Hons) from the National University of Advanced Legal Studies, Kochi.

He is responsible for driving and supervising our Company’s strategic and operational initiatives across Tamil Nadu and Kerala. He also oversees Internal Audit, Governance, and Compliance functions, ensuring the effective execution of audit plans, evaluation of internal controls, risk management, and capability development within the compliance team.

Mr. George Muthoot Jacob leads our Company’s marketing activities across South India, focusing on regional brand strategy, customer acquisition, and market growth, while ensuring alignment with overall business goals.

He serves on the Board of Belstar Microfinance Limited. He also holds independent directorships at V-Guard Industries Limited, Sunflame Enterprises Pvt. Ltd and OEN India Limited and is a member of the Board of Governors at the Muthoot Institute of Technology and Science.

In recognition of his entrepreneurial leadership, Mr. George Muthoot Jacob received the Next Generation Entrepreneur Award at the 13th TiECON Kerala Conference in December 2024.</td></tr>
<tr><td>Directorship in other Companies</td><td>1. OEN India Limited
2. V Guard Industries Limited
3. Sunflame Enterprises Private Limited
4. Belstar Microfinance Limited
5. Muthoot Money Limited
6. Muthoot Securities Limited
7. Muthoot Consultancy Services Private Limited (Formerly known as Emsyne Technologies Private Limited)
8. Xandari Hospitality Services Private Limited
9. Muthoot Broadcasting Private Limited
10. Vatul Plantations Private Limited
11. Green Guardians Organic Farms and Exports Private Limited
12. Udeli Rubber And Plantations Private Limited
13. Halaval Rubber & Plantations Private Limited
14. Kasal Rubber & Plantations Private Limited
15. Geobros Properties And Realtors Private Limited
16. MMG Credit Marketing Services Private Limited
17. Venus Diagnostics Ltd
18. Muthoot Aurum Private Limited</td></tr>
<tr><td>Chairmanship/Membership of Audit Committee and Stakeholders Relationship Committee of the Board of Directors of other Indian Companies of which he is a Director as required under Regulation 26(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</td><td><table>
<tr><th>Name of Company</th><th>Name of Committee</th><th>Designation</th></tr>
<tr><td>V Guard Industries Limited</td><td>Audit Committee</td><td>Member</td></tr>
<tr><td>V Guard Industries Limited</td><td>Stakeholders Relationship Committee</td><td>Member</td></tr>
</table></td></tr>
<tr><td>Listed entities from which the director has resigned in the past three years</td><td>Nil</td></tr>
<tr><td>Terms and conditions of appointment or re-appointment</td><td>As contained in the terms and conditions mentioned in the resolution mentioned in the Notice of AGM dated August 01, 2026.</td></tr>
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Details of remuneration sought to be paid	As contained in the terms and conditions mentioned in the resolution mentioned in the Notice of AGM dated August 01, 2026.
Details of remuneration last drawn by such person (Financial Year 2025-2026)	Rs. 78 million
Relationship with other Directors and Key Managerial Personnel	Mr. George Jacob Muthoot, Whole Time Director, is the father of Mr. George Muthoot Jacob
Number of Meetings of the Board attended during the Financial Year 2025-2026	Mr. George Muthoot Jacob attended 6 board meetings held during the Financial Year 2025-26
Shareholding in the Company	1,50,50,000 equity shares constituting 3.75% of the paid-up share capital as on 31.03.2026

7. Mr. Eapen Alexander

<table>
<tr><td>DIN</td><td>03493601</td></tr>
<tr><td>Age & Date of Birth</td><td>38 Years ,January 10, 1988</td></tr>
<tr><td>Nationality</td><td>Indian</td></tr>
<tr><td>Date of First Appointment on the Board</td><td>NA</td></tr>
<tr><td>Qualifications</td><td>1. Bachelor’s Degree in Economics from St. Xavier’s College, Mumbai.
2. Master’s Degree in Business Administration from the Fuqua School of Business, Duke University.
3. Master’s Degree in international political economy from the London School of Economy.</td></tr>
<tr><td>Brief profile and expertise in specific functional areas</td><td>Mr. Eapen Alexander has been working with the Company as Executive Director (IT and Digital Initiatives). Mr. Eapen Alexander has held various positions in the Company and has been spearheading the IT & Digital initiatives. Mr. Eapen Alexander has also been part of Muthoot Homefin (India) Limited and Muthoot Money Limited leading their business operations as well over the years.
Mr. Eapen Alexander has proven track record of building & managing highly successful businesses within the Group, driving operational excellence and managing technological disruption. He is deeply involved in setting up group’s IT transformation agenda and instrumental in executing several strategic programs across various business units.</td></tr>
<tr><td>Directorship in other Companies</td><td>1. Muthoot Homefin (India) Limited
2. Vagade Plantations Private Limited
3. Mmg Developers Private Limited
4. Xandari Resorts Private Limited
5. Oxbow Properties Private Limited
6. Muthoot Money Limited
7. Muthoot M George Chits India Limited
8. Ochira Developers Private Limited
9. Kozhencherry Infra Developers Private limited
10. Thevara Builders And Infra Private limited
11. Konni Building Developers Private limited
12. Mallappally Property Developers Private limited
13. Kumbanad Developers Private Limited
14. Muthoot Consultancy Services Private Limited
15. Mmg Credit Marketing Services private Limited
16. Muthoot Trustee Private Limited
17. Crif Credit Information Services Private Limited</td></tr>
<tr><td>Chairmanship/Membership of Audit Committee and Stakeholders Relationship Committee of the Board of Directors of other Indian Companies of which he is a Director as required under Regulation 26(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</td><td><table><tr><th>Name of Company</th><th>Name of Committee</th><th>Designation</th></tr><tr><td>Muthoot Homefin (India) Limited</td><td>Audit Committee</td><td>Member</td></tr><tr><td>Muthoot Homefin (India) Limited</td><td>Stakeholders Relationship Committee</td><td>Member</td></tr></table></td></tr>
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Listed entities from which the director has resigned in the past three years	Nil
Terms and conditions of appointment or re-appointment	As contained in the terms and conditions mentioned in the resolution mentioned in the Notice of AGM dated August 01, 2026.
Details of remuneration sought to be paid	As contained in the terms and conditions mentioned in the resolution mentioned in the Notice of AGM dated August 01, 2026.
Details of remuneration last drawn by such person (Financial Year 2025-2026)	Rs. 78 million
Relationship with other Directors and Key Managerial Personnel	Mr. Eapen Alexander is the son of Mr. George Alexander Muthoot. Also, Mr. George Alexander is the brother of Mr. Eapen Alexander.
Number of Meetings of the Board attended during the Financial Year 2025-2026	NA
Shareholding in the Company	1,75,25,000 equity shares constituting 4.37% of the paid-up share capital as on 31.03.2026

8. Mr. Alexander George

DIN	00938073
Age & Date of Birth	46 Years, August 07, 1980
Nationality	Indian
Date of First Appointment on the Board	November 05, 2014
Qualifications	1. MBA Graduate from Thunderbird University (USA) 2. Advance diploma holder in Business Administration from Florida International University, Miami (USA)
Brief profile and expertise in specific functional areas	Mr. Alexander George brings a strong educational foundation with an advanced diploma in business administration from Florida International University and an MBA from Thunderbird University in the USA. Having started his journey in the family business as a manager, he worked his way up through the ranks to his current leadership position. Mr. Alexander George has been associated with the company since 2006. As a Whole-Time Director, he has led the Company's operations across North, East and West India and played a pivotal role in expanding the branch network, strengthening customer reach and driving business growth across these markets. Alexander George spearheaded several transformation initiatives across technology, digital banking, customer experience, marketing, brand building, operational excellence and people development, helping build a future-ready organisation while maintaining the trust and values that define the Muthoot brand.
Directorship in other Companies	1. GMG Foundation 2. Patgaon Plantations Private Limited 3. Nerur Rubber & Plantations Private Limited 4. Tarkali Rubber & Plantations Private Limited 5. Unisom Rubber And Plantations Private Limited 6. MMG Holidays Private Limited 7. Muthoot Asset Management Private Limited 8. Muthoot Insurance Brokers Private limited 9. Muthoot Consultancy Services Private Limited 10. Emgee Muthoot Nidhi Limited

Chairmanship/Membership of Audit Committee and Stakeholders Relationship Committee of the Board of Directors of other Indian Companies of which he is a Director as required under Regulation 26(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Nil
Terms and conditions of appointment or re-appointment	As contained in the terms and conditions mentioned in the resolution mentioned in the Notice of AGM dated August 01, 2026.
Details of remuneration sought to be paid	As contained in the terms and conditions mentioned in the resolution mentioned in the Notice of AGM dated August 01, 2026.
Details of remuneration last drawn by such person (Financial Year 2025-2026)	Rs. 296.69 million
Relationship with other Directors and Key Managerial Personnel	Mr. Alexander George is the brother of Mr. George M George, Whole Time Director of the Company. None of the other Directors and Key Managerial Personnel of the Company and their relatives are related to Mr. Alexander George.
Number of Meetings of the Board attended during the Financial Year 2024-25	Mr. Alexander George attended 6 board meetings held during the Financial Year 2025-26.
Shareholding in the Company	22,28,9710 equity shares constituting 5.55% of the paid up share capital.

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