



POSTAL BALLOT NOTICE

TO THE MEMBERS OF THE COMPANY

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

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

1. To consider and approve the appointment of Mr. Thomas Muthoot John (DIN: 07557585) as a Director of the Company
2. To consider and approve the appointment of Mr. Thomas Muthoot John (DIN: 07557585) as a Whole Time Director of the Company and the remuneration payable to him
3. To consider and approve the appointment of Mr. Anil Sreedhar (DIN: 07536707) as the Independent Director of the Company

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

In terms of the requirements specified in the MCA Circular, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, January 17, 2025 ('cut-off date')** and whose e-mail addresses are registered with the Depositories/RTA. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circular and SS-2, the manner of voting on the proposed Resolutions is restricted to e-voting only i.e. by casting votes electronically instead of submitting postal ballot forms. The communication of assent / dissent of the Members will take place through the remote e-voting system only.

In compliance with the provisions of the Act read with the Rules framed thereunder and the Listing Regulations, the Company is providing the remote e-voting facility to the Members of

MUTHOOT MICROFIN LIMITED

CIN:L65190MH1992PLC066228

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

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

www.muthootmicrofin.com

the Company and for this purpose, the Company has engaged the services of National Securities Depository Limited (NSDL). The detailed procedure for casting votes via remote e-voting forms a part of the Notes appended to this Notice.

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

The remote e-voting period shall commence at 9.00 a. m. (IST) on Tuesday, January 21, 2025, and shall end at 5.00 p.m. (IST) on Wednesday, February 19, 2025. Members are requested to carefully read the instructions in this Postal Ballot.

The Board of Director has appointed CS Puzhankara Sivakumar, Practicing Company Secretary, SEP& Associates, Cochin as the Scrutinizer for conducting the Postal Ballot only through the remote e-voting process and for scrutinizing the votes cast therein, in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman or a person authorised by him, upon completion of the scrutiny of the votes cast through remote e-voting. The last date of e-voting, i.e., February 19, 2025 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

The results of the Postal Ballot will be announced by the Chairman or Company Secretary or any other person authorised by the Chairman in writing, on or before 5.00 pm (IST) on February 21, 2025. The results declared along with the Scrutinizer's report shall be communicated to Stock Exchanges where the Company's shares are listed viz, BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com as well as the Company Website at www.muthootmicrofin.com

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

SPECIAL BUSINESS

1. To consider and approve the appointment of Mr. Thomas Muthoot John (DIN: 07557585) as a Director of the Company

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

“**RESOLVED THAT** pursuant to Sections 149, 152 , 161 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014, along with the all other applicable rules issued thereunder including any statutory modification(s), amendments thereto or re-enactment thereof for the time being in force, the SEBI (Listing Obligations

and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'), as amended time to time, and the Articles of Association of the Company, upon recommendation of the Nomination and Remuneration Committee, Mr. Thomas Muthoot John (DIN: 07557585) who was appointed as an Additional Director of the Company by the Board of Directors with effect from December 19, 2024, and being eligible has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as the Director of the Company.

RESOLVED FURTHER THAT any of the Directors and the Company Secretary & Compliance Officer of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

2. To consider and approve the appointment of Mr. Thomas Muthoot John (DIN: 07557585) as a Whole Time Director of the Company and the remuneration payable to him:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read and other applicable provisions, if any, of the Companies Act, 2013 read with provisions of Schedule V of Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), and the rules, circulars and guidelines issued by the Reserve Bank of India (“the RBI”) and the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and the provisions of Articles of Association of the Company and such other sanctions/approvals as may be required, and upon recommendation of the Nomination and Remuneration Committee at its meeting held on December 19, 2024, consent of the members and is hereby accorded for the appointment of Mr. Thomas Muthoot John (DIN: 07557585) as Whole Time Director of the Company, designated as Executive Director of the Company, who was appointed by the Board of Directors, for a period of five years with effect from December 19, 2024 up to December 18, 2029, who shall not be liable to retire by rotation, and on such terms and conditions including remuneration and such other allowances, perquisites, benefits and amenities as agreed with him and as set out in the Explanatory Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit, as mutually agreed to between the Board and Mr. Thomas Muthoot John but within the overall managerial remuneration limits as approved by the Members of the Company.

RESOLVED FURTHER THAT Mr. Thomas Muthoot John, (DIN: 07557585) in his capacity as Whole Time Director, be entitled to remuneration of ₹ 7,50,000 (Rupees Seven Lakh Fifty Thousand Only) per month along with other perquisites as stated in explanatory statement effective from the date of appointment.

RESOLVED FURTHER THAT notwithstanding anything contained herein above, where in any Financial Year, during the tenure of the Mr. Thomas Muthoot John, Whole-time Director, the Company has no profits or its profits are inadequate, the Company may, subject to receipt of requisite approvals, if any, pay to the Whole-time Director, the remuneration and perquisites as stated in explanatory statement, as the minimum remuneration by way of salary, perquisites, other allowances and benefits and that the perquisites pertaining to contribution to provident fund, gratuity payable at the rate not exceeding half a month’s Salary for each completed year of service and encashment of leave at the end of tenure shall not be included in the computation of the ceiling on remuneration specified in Section

II, Section III and Section IV of Part II of Schedule V to the Act, or any statutory act(s), rules, regulation(s), notification(s), modification(s), enactment(s) thereof.

RESOLVED FURTHER THAT any of the Directors and the Company Secretary & Compliance Officer of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

3. To consider and approve the appointment of Mr. Anil Sreedhar (DIN: 07536707) as the Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination and Remuneration Committee, Mr. Anil Sreedhar (DIN 07536707), who was appointed as an Additional Director (Non-Executive Independent), by the Board of Directors, with effect from December 30, 2024, and being eligible has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director and 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 Listing Regulations, be and is hereby, appointed as a Non-Executive Independent Director of the Company, to hold office for a period of two (2) years with effect from December 30, 2024 up to December 30, 2026, whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors and the Company Secretary & Compliance Officer of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

By order of the Board of Directors

For **MUTHOOT MICROFIN LIMITED**

Place: Kochi
Dated: 20.01.2025

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

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

NOTES:

1. The statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, along with details in terms of Secretarial Standard- 2 on General Meetings and Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), setting out the material facts concerning the resolutions and the reasons thereof is annexed for your consideration.
2. The Postal Ballot Notice is being sent to all the Members, whose names appeared in the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e., National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on the close of business hours on January 17, 2025 (cut-off date). Members who are not members on the cut-off date shall treat this notice for information purposes only.
3. The Postal Ballot Notice is being sent by e-mail to those Members who have registered their email address with the Company or with their Depository Participants (“DP”) unless any member has requested for a physical copy of the same. Those Members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in this Notice. Those Members who have already registered their e-mail address are requested to keep their e-mail addresses updated with their DP/ RTA, to enable servicing of notices, etc. electronically to their e-mail address.
4. Members may note that the Notice and/or other documents required will also be available on the Company’s website at www.muthootmicrofin.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
5. After dispatch of Notice of Postal Ballot through e-mail, advertisement shall be published in one English Daily and one in Malayalam Newspaper and Marathi Newspaper, each having, wide circulation in the district where the Registered Office of the Company is situated and will also be uploaded on the website of the Company, i.e., www.muthootmicrofin.com as well as on the website of NSDL (agency for providing the Remote e-voting facility) i.e, www.evoting.nsdl.com
6. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, the Company is pleased to offer remote e-voting facility to all its Members as an alternate mode to exercise their right to vote. The Company has engaged NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.
7. The Board of Director has appointed CS Puzhankara Sivakumar, (FCS), Practicing Company Secretary, (C.P No. 2210), SEP& Associates, Cochin as the Scrutinizer for conducting the Postal Ballot only through the remote e-voting process and for scrutinizing the votes cast therein, in a fair and transparent manner.

8. Upon completion of the scrutiny of electronic responses, the Scrutinizer will submit his report to the Chairman or a person authorised by him. The results of the Postal Ballot will be declared by the Chairman or a person authorised by him on or before 05.00 p.m. on February 21, 2025. The said results along with the Scrutinizer's Report will be displayed on the Notice Board of the Company as well as posted on the website of the Company, i.e., www.muthootmicrofin.com and on the e-voting website of NSDL (agency for providing the Remote e-voting facility) i.e, www.evoting.nsdl.com. The results will simultaneously be communicated to the Stock Exchanges where the shares of the Company are listed. The Scrutinizer's decision on the validity of the votes cast shall be final.
9. Corporate Members are requested to send a duly certified scanned copy (PDF/JPG Format) of the Board Resolution/Power of Attorney authorizing their representative(s) pursuant to Section 113 of the Companies Act, 2013 to vote on their behalf at the Postal Ballot through email to secretarial@muthootmicrofin.com or sivarkn@sepmail.in
10. Resolutions passed by the members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the members.
11. The votes in this Postal ballot cannot be exercised through proxy.
12. The last date for e-voting i.e., February 19, 2025 shall be the date on which the said Resolutions will be deemed to have been passed, if approved by the requisite majority as provided under the relevant provisions of the Companies Act, 2013 and the rules made thereunder.
13. All documents referred to in the accompanying Notice of Postal Ballot and Explanatory Statement shall be provided to members on requests sent through e-mail to secretarial@muthootmicrofin.com for inspection from the date of circulation of this Notice, until the last date of receipt of assent/dissent on the proposed Resolution.
14. The members desiring to inspect the relevant documents referred to in the accompanying notice are required to send requests on the email address: secretarial@muthootmicrofin.com. An extract of such documents would be sent to the members on their registered email address. The same will also be made available for inspection by the members at the Meeting in electronic mode.

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

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The remote e-voting period begins on Tuesday January 21, 2025 at 9:00 A.M. and ends on Wednesday, February 19, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Friday January 17, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday January 17, 2025.

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

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





Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 i.e. NSDL and you will be redirected to

	<p>e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in

	progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 132682 then user ID is 132682001***

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

account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

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

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@muthootmicrofin.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (secretarial@muthootmicrofin.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

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

In respect of Item No. 01 and 02 – To consider and approve the appointment of Mr. Thomas Muthoot John (DIN: 07557585) as a Director and as a Whole-time Director

The Board of Directors of the Company has appointed Mr. Thomas Muthoot John (DIN: 07557585) as Whole Time Director of the Company w.e.f. December 19, 2024. Considering the experience and expertise of Mr. Thomas Muthoot John, the Board of Directors of the Company (“Board”), on recommendation of the Nomination and Remuneration Committee (“NRC”), had appointed him as an Additional Director with effect from December 19, 2024 and Whole-Time Director for a term of 5 years with effect from December 19, 2024 up to December 18, 2029 on such terms & conditions and remuneration, subject to requisite approval of the members.

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

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

Mr. Thomas Muthoot John, brings over 14 years of experience in the financial sector. His career, from foundational roles to the C-suite, highlights exceptional leadership and strategic skills, with ground-up experience reflecting a deep-rooted understanding of the brand’s DNA. Over the years, his efforts have contributed to building a socially conscious business model while ensuring a sustainable bottom line.

His strategic approach and profound grasp of financial urgencies were recognised by the prestigious GQ Magazine as one of the 50 Most Influential Young Indians of 2019. He was lauded among industry stalwarts for advancing the organisation into the future by fostering a culture of strategic and innovative thinking. His work within the group for rolling out the 24x7 instant approval for Gold Loans in emergencies was particularly acknowledged.

Moreover, his leadership and industry contributions have earned him widespread acclaim globally, with notable recognitions from Forbes, Amazon, and the Confederation of Indian Industry (CII).

An economics graduate from Loyola College, Chennai, with a master’s degree in Entrepreneurship and Management from HEC Paris and certifications from Harvard Business School and ISB, has helped him harbor a strong pedagogical background. He is also intrigued by the intersections and influences between military strategies, psychology, and economics, and avidly reads about these topics.

A humble and empathetic leader, he started his career as a risk analyst trainee with KPMG, gaining experience in retail, manufacturing, automobiles, and pharmaceuticals.

He then moved on to working bottom-up at Muthoot Microfin and subsequently transitioned to Muthoot Fincorp Limited. He developed a deep understanding of the financial struggles faced by Indian consumers, with a particular focus on women. He witnessed firsthand how the group's efforts in providing initial credit lines positively impacted entrepreneurs and women, enabling them to achieve financial independence, pursue their goals, and support their families. For those who had been denied access, he played a pivotal role in uplifting and empowering them, thereby boosting their credibility and confidence.

Prior his current role, he led Muthoot Fincorp's Innovation Lab and directed investments in new businesses and startups. He has been recognised for championing a purpose-driven metaverse to drive India's financial inclusivity among our target audience. His forward-thinking vision to advance Pappachan Muthoot's legacy and address modern consumer needs was crucial in establishing Muthoot Fincorp ONE—a strategic business unit of Muthoot Fincorp Ltd.

He also mentors and guides budding entrepreneurs and finance enthusiasts. He likes to work in the field and meet customers as he steers the direction and growth of Muthoot Fincorp ONE along with his team while incorporating the values of the MPG group. His infectious energy motivates and inspires the team to achieve goals while navigating an industry that is rapidly evolving.

He has been instrumental in driving innovation and spearheading fintech advancements. His forward-looking approach, strategic thinking, and commitment to diversity and inclusion make him a formidable force in the industry.

The brief terms and conditions of the appointment including remuneration payable to him is given below:

Salary: Rs. 7,50,000 (Rupees Seven Lakhs Fifty Thousand) per month

The annual increment which will be effective April 1, each year, will be decided by the Board based on the recommendations of the NRC not exceeding 15% every year, subject to Schedule V of the Companies Act, 2013. The recommendation of NRC will be based on the Company's performance and individual performance and as per the terms and conditions of the Company.

Perquisites, Benefits and Amenities:

Mr. Thomas Muthoot John shall be entitled to the following perquisites, benefits and amenities:

Medical Insurance: shall be entitled to Mediclaim Policy for self, spouse & two children.

Personal Accident Insurance and Group Term Insurance Coverage: shall be entitled to Personal Accident Insurance and Group Term Insurance Coverage as per rules of the Company.

Provident Fund: shall be entitled to contribution to the Company's Provident Fund Scheme, in accordance with the rules of the Scheme.

Gratuity: shall be entitled to Gratuity as per the rules of the Company.

Reimbursement of Expenses: shall be entitled to reimbursement of expenses incurred by him for the purpose of the business of the Company as per the rules of the Company. He shall be entitled to such other benefits, amenities and perquisites as the Board of Directors of the Company may determine from time to time.

The Company's contribution to provident fund, gratuity payable at the rate not exceeding half a month's Salary for each completed year of service and encashment of leave at the end of tenure shall not be included in the computation of the ceiling on remuneration specified in Section II and Section III of Schedule V of Companies Act 2013.

Bonus/Performance Linked Incentive/Commission:

Mr. Thomas Muthoot John will be entitled to bonus/performance linked incentive, and/or commission based on performance criteria laid down by the Board and/or NRC thereof, subject to overall ceilings stipulated in Section 197 of the Companies Act, 2013. The specific amount of bonus/performance linked incentive, and/or Commission will be based on his performance as evaluated by the NRC and the Board.

Minimum Remuneration:

Where in any financial year during the tenure of appointment, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Thomas Muthoot John the above remuneration by way of salary, perquisites and others as a minimum remuneration subject to the limits specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time as minimum remuneration. If such minimum remuneration is in excess of ceiling, if any, prescribed under Schedule V to the Companies Act, 2013, the Company shall seek permission of Shareholders as may be necessary in accordance with the provisions governing payment of remuneration in force at the relevant point of time

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

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

None of the other Directors and Key Managerial Personnels (KMP's) of the Company or their respective relatives, except Mr. Thomas George Muthoot & Mr. Thomas Muthoot are concerned or interested in the Resolution mentioned at Item No. 1 and 2 of this Notice.

The Board recommends the Resolutions in Item No. 1 & 2 of the Notice for approval of the shareholders by way of Ordinary Resolution.

In respect of Item No. 3 – To consider and approve the appointment of Mr. Anil Sreedhar (DIN: 07536707) as Independent Director

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on December 30, 2024, appointed Mr. Anil Sreedhar as an Independent Director, not liable to retire by rotation, for a term of two years i.e, from December 30, 2024, up to December 30, 2026, subject to the approval of members.

Mr. Anil Sreedhar possesses a postgraduate diploma in Business Administration (MBA) with a specialisation in Information Systems & Finance from XLRI, Jamshedpur. Mr. Anil Sreedhar brings over two decades of diverse experience to the Board, encompassing 14 years in Banking and Banking Technology across various Middle Eastern banks and 10 years in Information Technology within Central and State Government IT projects.

The profile and specific areas of expertise of Mr. Anil Sreedhar are provided as Annexure to this Notice. Mr. Anil Sreedhar has given his declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations'). He is eligible to be appointed as a Director in terms of Section 164 of the Act. Also, he has given his consent to act as the Director of the Company.

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

In the opinion of the Board, Mr. Anil Sreedhar is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and he is independent of the Management. .

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Anil Sreedhar on the Board of the Company and accordingly the Board recommends the appointment of Mr. Anil Sreedhar as an Independent Director as proposed in Resolution No. 3 for approval by the members as a Special Resolution.

None of the other Directors and Key Managerial Personnels (KMP's) of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 3 of this Notice.

ANNEXURE 1

DETAILS OF DIRECTOR SEEKING APPOINTMENT

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

Name	Thomas Muthoot John	Anil Sreedhar
DIN	07557585	07536707
Age & Date of Birth	35 years & 17/11/1989	53 years & 16/11/1971
Nationality	Indian	Indian
Date of first appointment to the Board	December 19, 2024	December 30, 2024
Qualification	Economics graduate from Loyola College, Chennai. Master's degree in	Master of Business Administration in Information System and Finance

	Entrepreneurship and Management from HEC Paris and Certifications from Harward Business School and ISB.	
Experience in specific functional areas	As detailed in the explanatory Statement	As detailed in the explanatory Statement
Relationship with any Director(s) or Manager or Key Managerial Personnel of the Company	Nephew of Mr. Thomas Muthoot and Mr. Thomas George Muthoot	NA
Directorship held in other listed Companies	NA	NA
Memberships in the Committees of Board of other listed Companies	NA	NA
Membership and Chairmanship in the Committees of the Board of the Company	Corporate Social Responsibility Committee - Member Risk Management Committee – Member Asset Liability Management Committee – Member Borrowing Committee - Member Debenture Issue and Allotment Committee - Member	IT Strategy Committee - Chairman
No. of shares held in the Company & % of holding	Nil	Nil
Number of meetings of the Board attended during the Current Financial Year 2024-25 till December 31, 2024	1 (One)	Nil
Terms and conditions of appointment/ re-appointment along with details of remuneration sought to be paid	Remuneration of ₹ 7,50,000 (Rupees Seven Laksh Fifty thousand only) per month along with perquisites as detailed in the explanatory statement.	Sitting Fees for attending the Board as well as Committee Meetings.
Details of last drawn remuneration	NA	NA
Details of the skills and capabilities required for the role and the manner in which the proposed person meets such requirements (for Independent Directors)	NA	He holds a postgraduate diploma in Business Administration (MBA) with a specialisation in Information Systems & Finance from XLRI, Jamshedpur which meets the necessary requirement for lead

		<p>the Information Technology aspects of the Company in an independent angle. He possesses the skill and capability of Business Development, Management & Governance which add ons to the manner of selection. Further, he also meets the substantial IT expertise & technical competence requirement in compliance with the Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices issued by Reserve Bank of India.</p>
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Place: Kochi
Dated: 20.01.2025

By order of the Board of Directors

For **MUTHOOT MICROFIN LIMITED**

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

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