



June 28, 2025

**BSE Limited**

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

**National Stock Exchange of India Limited**

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

**Scrip Code: 544055**

**Scrip Code: MUTHOOTMF**

Dear Madam/Sir,

**Sub: Intimation of the Notice of 33<sup>rd</sup> Annual General Meeting**

Pursuant to the provision of Regulations 34 and 50 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other regulations if any applicable, read with amendments thereto, enclosed herewith the Notice of 33<sup>rd</sup> Annual General Meeting of the Company to be held on Thursday, July 24, 2025, at 03.30 PM (IST) through Video-Conferencing (VC)/ Other Audio-Visual Means (OAVM) facility, in compliance with the provisions of the Companies Act, 2013 ( the Act), read with the Rules made thereunder and General Circular No. 20/2020, 10/2022, 09/2023 and 09/2024 dated May 5, 2020, December 28, 2022, September 25, 2023 and September 19, 2024, respectively issued by Ministry of Corporate Affairs ("MCA"), Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI and other Circulars issued by MCA and SEBI to hold AGM through VC /OAVM, from time to time, to transact the Ordinary and Special Businesses set out in the Notice of 33<sup>rd</sup> AGM without the physical presence of the members at a common venue.

Further, the Notice of the 33<sup>rd</sup> AGM and the copy of the Annual Report for the financial year ended March 31, 2025 is available on the website of the Company at [www.muthootmicrofin.com](http://www.muthootmicrofin.com), Stock Exchanges i.e. BSE Limited ("BSE") at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited ("NSE") at [www.nseindia.com](http://www.nseindia.com) and National Securities Depository Limited ("NSDL") at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

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

Thanking you,

Yours faithfully,

For **Muthoot Microfin Limited**

**Neethu Ajay**

**Chief Compliance Officer and Company Secretary**

**MUTHOOT MICROFIN LIMITED**

**CIN:L65190MH1992PLC066228**

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

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

[www.muthootmicrofin.com](http://www.muthootmicrofin.com)



## NOTICE

### To all the Members of the Company

Notice is hereby given that the 33<sup>rd</sup> Annual General Meeting (AGM) of the Members of **MUTHOOT MICROFIN LIMITED** (“the Company”) will be held on **Thursday, July 24, 2025** at **03.30 P.M. (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Annual Audited Financial Statements of the Company including the Balance Sheet as on March 31, 2025, and the Statement of Profit and Loss Account and Cash Flow Statement for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Thomas Muthoot (DIN: 00082099), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, at this Annual General Meeting, and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS**

#### 3. **To consider the proposal for Appointment of Secretarial Auditors**

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) read with the Circulars, FAQs and other clarifications issued by SEBI and other entities in this regard, as well as the applicable provisions of the Companies Act, 2013, each as amended (hereinafter combinedly referred to as “the applicable laws”), and based on the recommendation(s) of the Audit Committee and the Board of Directors of the Company (‘Board’), M/s. SEP & Associates, Company Secretaries, be and is hereby appointed as the Secretarial Auditors of the Company for a tenure of five consecutive financial years, commencing from the financial year 2025-26 to 2029-30, to conduct Secretarial Audit and issue report, at an audit fees of ₹.1,75,000/- (Rupees One Lakh Seventy Five Thousand Only) plus applicable taxes & out of pocket expenses, if any, for any outstation visit made by them, on actual basis.

**RESOLVED FURTHER THAT** the Secretarial Auditors be and are hereby authorized to perform all such other functions as permitted by the applicable laws as may be decided by the Board of Directors with remuneration fixed in consultation with the Secretarial Auditors.

**MUTHOOT MICROFIN LIMITED**

**CIN:L65190MH1992PLC066228**

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

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

[www.muthootmicrofin.com](http://www.muthootmicrofin.com)

**RESOLVED FURTHER THAT** approval of the members hereby accorded for revision in the audit fee by 10% every two financial years applicable from the financial year 2027-28 onwards, for the remainder of the term.

**RESOLVED FURTHER THAT** any of the Directors, Mr. Sadaf Sayeed, Chief Executive Officer and Ms. Neethu Ajay, Chief Compliance Officer and Company Secretary, be and are hereby severally authorised to take all necessary steps and to do all such acts, deeds and things as may be required from time to time, to give effect this resolution and to settle any question or difficulty which may arise in regard thereto in such manner as they may deem fit.”

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

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

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (‘Debt Regulations’), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Listing agreement entered into by the Company with the BSE Limited, regulations issued by the Reserve Bank of India as applicable to Non-Banking Financial Companies (NBFCs) from time to time and other applicable laws, and/or any other concerned regulatory authority, as may be necessary, and all other appropriate statutory and governmental authorities and departments if any, the Company be and is hereby authorised to create, offer, issue and allot secured/ unsecured/ listed/ unlisted/ rated/ unrated non-convertible debentures/ market linked debentures/ Perpetual debentures/ fixed maturity debentures including Credit Enhanced and Structured debentures/Bonds in the aggregate amount of up to ₹. 1,000 Crores (Rupees One Thousand Crores only) by way of Private placement and ₹. 500 Crores (Rupees Five Hundred Crores only) through public issue, in one or more tranches or series, from time to time, on Private Placement (the “Debentures on Private Placement”), to the identified investors including but not limited to Financial Institutions including NBFCs, Insurance Companies, Mutual Funds, Scheduled Commercial Banks, Regional Rural Banks, Co-operative Bank, Companies, Bodies Corporate or any other person (not being an individual or a group of individuals) eligible to invest in the Debentures etc., and/ or through Public issue (the “Debentures on Public Issue”) for a period of 1 (One) year from the date on which the members approved (collectively called the “Issue”) and such amount being within the borrowing limits of ₹.15,000 Crores (Rupees Fifteen Thousand Crores only) as approved by the shareholders under section 180(1)(c) and section 180(1)(a) of the Companies Act, 2013.

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

**RESOLVED FURTHER THAT** the Debenture Issue and Allotment Committee be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things and

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

**RESOLVED FURTHER THAT** any of the Directors, Mr. Sadaf Sayeed, Chief Executive Officer and Ms. Neethu Ajay, Chief Compliance Officer and Company Secretary, be and are hereby severally authorised to take all necessary steps and to do all such acts, deeds and things as may be required from time to time, to give effect this resolution including signing and making the necessary filings with the Registrar of Companies, updating the statutory registers of the Company and to settle any question or difficulty which may arise in regard thereto in such manner as they may deem fit.”

**By order of the Board of Directors**  
**For MUTHOOT MICROFIN LIMITED**

Place: Kochi

Dated: 28.06.2025

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 Ministry of Corporate Affairs, Government of India (“MCA”) vide its General Circular Nos. 20/2020, 10/2022, 09/2023 and 09/2024 dated May 5, 2020, December 28, 2022, September 25, 2023 and September 19, 2024 respectively, and other circulars issued in this respect (“MCA Circulars”) allowed, inter-alia, conduct of Annual General Meetings (AGMs) through Video Conferencing/ Other Audio-Visual Means (“VC/ OAVM”) facility on or before September 30, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020.

The Securities and Exchange Board of India (“SEBI”) also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, read with previous circulars (“SEBI Circular”) has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 (“Listing Regulations”). In compliance with these Circulars, provisions of the Companies Act, 2013 (“Act”) and the Listing Regulations, the 33<sup>rd</sup> AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 33<sup>rd</sup> AGM shall be the Registered Office of the Company.

2. In compliance with the aforesaid MCA & SEBI Circulars, copies of the Annual Report (including Directors’ report, Auditor’s report, Financial Statements and other documents required to be attached therewith) shall be sent by email to the members and to all other persons so entitled. Further, the notice for AGM and Annual Report shall be given through emails registered with the Company or with the depository participant/depository. Members may note that the Notice and Annual Report for the Financial Year 2024-25 and/or other documents required will also be available on the Company’s website at [www.muthootmicrofin.com](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of National Securities Depository Limited (NSDL) (agency for providing the Remote e-Voting facility) i.e. <https://www.evoting.nsdl.com/>.
3. The Members can attend the meeting through VC from their laptop/mobile. Members are requested to follow the steps mentioned in the file named ‘**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING**’ which is enclosed with the Notice of the AGM.
4. Pursuant to the provisions of the Companies Act, 2013 (“the Act”), a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Corporate Members are requested to send a duly certified scanned copy (PDF/JPG Format) of the Board Resolution/Power of Attorney authorizing their representative(s) pursuant to Section 113 of the Act to attend and vote on their behalf at the AGM through email to [secretarial@muthootmicrofin.com](mailto:secretarial@muthootmicrofin.com)

6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The Board of Directors has appointed CS Puzhankara Sivakumar, Practicing Company Secretary, SEP & Associates, Cochin as the scrutinizer to scrutinize both the remote e-voting as well as e-voting during the AGM in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The results declared along with the Scrutinizer’s report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company’s website, [www.muthootmicrofin.com](http://www.muthootmicrofin.com).
9. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and the Circulars issued by the MCA, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency.
10. Statement of material facts in respect of Item no. 3 and 4 under the Special Business pursuant to Section 102 of the Act is annexed hereto.
11. Brief resume of the Director proposed to be re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership/chairmanships of Board Committees, shareholding and relationship between directors inter-se as stipulated under Regulation 36 of the Listing Regulations and other requisite information as per Clause 1.2.5 of Secretarial Standard-2 on General Meetings, are provided in **Annexure 1**.
12. The members desiring to inspect the relevant documents referred to in the accompanying notice and other statutory registers are required to send requests on the email address: [secretarial@muthootmicrofin.com](mailto:secretarial@muthootmicrofin.com). An extract of such documents would be sent to the members on their registered email address. The same will also be made available for inspection by the members during the Meeting in electronic mode.
13. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested, maintained under Section 189 of the Act read with Rules issued



thereunder or any other registers as required under the Act will be made available for inspection by the members at the Meeting in electronic mode. Members seeking to inspect such documents can send an email to the Secretarial Department at [secretarial@muthootmicrofin.com](mailto:secretarial@muthootmicrofin.com)

14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
15. Members seeking any information with regard to the accounts or any matter to be placed at AGM are requested to submit their questions, on or before July 22, 2025 at [secretarial@muthootmicrofin.com](mailto:secretarial@muthootmicrofin.com). The same will be replied by the Company suitably.
16. The notice is being sent to all the members of the Company, whose names appear on the register of members/ record(s) of depositories as on Friday, June 20, 2025. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
17. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
18. The recorded transcript of the AGM will be hosted on the website of the Company.

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

The remote e-voting period begins on Monday, July 21, 2025 at 9:00 A.M. (IST) and ends on Wednesday, July 23, 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 record date (cut-off date) i.e. Friday, July 18, 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, July 18, 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 and joining virtual meeting for Individual shareholders holding securities in demat mode**





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

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

Type of shareholders	Login Method
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<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
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	<p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store          Google Play       </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 &amp; 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID

	For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 134156 then user ID is 134156001***

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](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

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

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

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

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sivarkn@sepmail.in](mailto:sivarkn@sepmail.in) or Company mail Id: [secretarial@muthootmicrofin.com](mailto:secretarial@muthootmicrofin.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto: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](mailto: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](mailto:secretarial@muthootmicrofin.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you

can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions to be asked during the meeting may register themselves as a speaker by sending their request on or before 5.00 PM IST on Tuesday, July 22, 2025 mentioning their name, demat account number, email address and mobile number at [secretarial@muthootmicrofin.com](mailto:secretarial@muthootmicrofin.com). Members who do not wish to speak during the AGM but have queries may send their queries before 5.00 PM IST on Tuesday, July 22, 2025, mentioning their name, demat account number, email address and mobile number at [secretarial@muthootmicrofin.com](mailto:secretarial@muthootmicrofin.com). The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



## EXPLANATORY STATEMENT

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

### **Item No. 3 - Appointment of Secretarial Auditors**

In terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and other applicable provisions of the Companies Act, 2013, each as amended, the Company is required to appoint Secretarial Auditors for a period of 5 years commencing FY2025-26, to conduct the Secretarial Audit of the Company in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with Regulation 24A and other applicable provisions of the SEBI Listing Regulations read with applicable SEBI Circulars.

For identification of Secretarial Auditor, the Management had initiated the process and had detailed interactions with certain eligible audit firms and assessed them against a defined eligibility and evaluation criteria.

As part of the assessment, the Management also considered the eligibility of M/s. SEP & Associates, who is the Secretarial Auditor of the Company for the past years. M/s. SEP & Associates is a boutique firm of Company Secretaries based in Kochi with its presence in Trivandrum, Chennai, and Mumbai. The Firm has been formed with the idea of offering a one-stop solution for its clients in the field of Corporate Governance, Secretarial and Legal compliance along with management advisory services. The Firm is well-equipped in meeting the requirements of all categories of business entities ranging from private, public, listed and Government companies as well as entities that are governed by special legislations, like Banking companies, Non-Banking Finance Companies, securities market intermediaries, entities having foreign presence, partnership firms, Limited Liability Partnerships etc. M/s. SEP & Associates is a Peer reviewed entity (Peer Review No. 6780/2025 ) by the Institute of Company Secretaries of India. The firm or partners have not been barred/backlisted/ penalised by any bank / Statutory Authority / Regulatory Authorities such as IRDA, RBI, SEBI etc. or Institute of Company Secretaries of India, Ministry of Corporate Affairs (MCA) and Registrar of Companies (RoC).

The Audit Committee at its meeting held on May 8, 2025, has considered the proposal for the appointment of M/s. SEP & Associates and recommended their appointment as Secretarial Auditors of the Company to the Board of Directors. After due consideration and review, the Board of Directors, on recommendation of the Audit Committee, seek approval from the members for the appointment of M/s. SEP & Associates, Company Secretaries, as Secretarial Auditors of the Company for a tenure of five consecutive financial years, commencing from the financial year 2025-26 to 2029-30, to conduct Secretarial Audit and issue report, at an audit fees of ₹.1,75,000/- (Rupees One Lakh Seventy Five Thousand Only) plus applicable taxes & out of pocket expenses, if any, for any outstation visit made by them, on actual basis.

Board also recommends the revision in the audit fee by 10% every two financial years applicable from 2027-28 onwards, for the remainder of the term.

M/s SEP & Associates has provided its consent to be appointed as Secretarial Auditors and has confirmed that, if appointed, its appointment, will be in accordance with Regulation 24A of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-

2/CIR/P/2024/185 dated December 31, 2024 and other relevant applicable SEBI Circulars issued in this regard.

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

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

**Item No. 4 - Proposal for Issuance through Private Placement of Debenture and /or through Public Issue**

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

After due consideration of the above parameters, the Debenture Issue and Allotment Committee has recommended to the Board of Directors that the Company may issue secured/ unsecured/ listed/ unlisted/ rated/ unrated non-convertible debentures/ market linked debentures/ Perpetual debentures/ fixed maturity debentures including Credit Enhanced and Structured debentures/Bonds in the aggregate amount of up to ₹.1,000 Crores (Rupees One thousand Crores only) by way of Private placement and ₹.500 Crores (Rupees Five Hundred Crores only) through public issue, in one or more tranches or series, from time to time, on Private Placement basis (the “Debentures on Private Placement”), to the identified investors including but not limited to Financial Institutions including NBFCs, Insurance Companies, Mutual Funds, Scheduled Commercial Banks, Regional Rural Banks, Co-operative Bank, Companies, Bodies Corporate, any other person (not being an individual or a group of individuals) eligible to invest in the Debentures etc., and/ or through Public issue (the “Debentures on Public Issue”). Based on such recommendation, the Board proposes the Resolutions at Item No. 4 for the approval of the shareholders by way of special resolution. The said approval shall be the basis for the Board of Directors of the Company (including any committee duly authorized by the Board i.e, Debenture Issue and Allotment Committee) (“Board”) to determine the terms and conditions of any issuance of NCDs by the Company for a period of 1 (One) year from the date on which the members have provided the approval by way of special resolution.

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

The disclosures required pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 is not required in accordance with the second provision of sub-rule 1

of the said rule, as Company being non-banking financial Company and the amount proposed to raise or offer or invitation of non-convertible debenture is within the limit as specified in clause (c) of sub-section (1) of section 180 of the Companies Act, 2013 as approved by the Shareholders at their meeting held on July 18, 2024.

The following information is set out herein below:

Particulars of the offer including date of passing Board Resolution	In view of this, pursuant to this resolution passed under Section 42, 71 and other applicable provisions of the Act, the specific terms of each offer/issue of NCDs shall be decided from time to time, within a period of 1 (one) year from the date of the aforementioned resolution. The particulars of each offer shall be determined by the Board from time to time. The Board of Directors at their meeting held on May 8, 2025 has considered the resolution and recommended to the shareholders.
Kind of securities offered and the price at which the security is being offered	Non-convertible debt instruments/NCDs.  The non-convertible debt instruments/NCDs will be offered/issued either at par or at premium or at a discount to face value, which will be decided by the Board / Committee for each specific issue, on the basis of the interest rate/effective yield determined, based on market conditions prevailing at the time of the respective issue.
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Not applicable, as the securities proposed to be issued (in a single issue or multiple issues/tranches) are non-convertible debt instruments/NCDs which will be issued either at par or at premium or at a discount to face value in accordance with terms to be decided by the Board / Committee.
Name and address of valuer who performed valuation	Not applicable as the securities proposed to be issued (in a single issue or multiple issues/tranches) are non-convertible debt instruments/NCDs.
Amount which the Company intends to raise by way of securities	The specific terms of each offer/issue of NCDs shall be decided from time to time, for a period of 1 (one) year from the date of the aforementioned resolution, provided that the amounts of all such NCDs at any time issued during such period of 1 (one) year from the date of passing of the aforementioned special resolution shall not exceed in the aggregate amount of up to ₹.1,000 Crores (Rupees One Thousand Crores only) by way of Private placement and ₹.500 Crores (Rupees Five Hundred Crores only) through public issue, in one or more tranches or series, from time to time, on Private Placement basis (the “Debentures on Private Placement”), to the identified investors including but not limited to Financial Institutions including NBFCs, Insurance Companies, Mutual Funds, Scheduled Commercial Banks, Regional Rural Banks, Co-operative Bank, Companies, Bodies Corporate, any other person (not being an individual or a group of individuals) eligible to invest in the Debentures etc., and/ or through Public issue (the “Debentures on Public Issue”)

Material terms of raising of securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities	The material/specific terms of each offer/issue of NCDs and the other information being sought herein shall be decided by the Board/Committee from time to time within the period of 1 (one) year from the date of the aforementioned resolution, in discussions with the respective investor(s). These disclosures will be specifically made in the respective transaction documents executed in respect of each offer/issue.
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Accordingly, consent of the Members of the Company is sought in connection with the aforesaid issue of NCDs and are requested to authorize the Board to issue such NCDs for a period of 1 (one) year in the aggregate amount of up to ₹.1,000 Crores (Rupees One Thousand Crores only) by way of Private placement and ₹.500 Crores (Rupees Five Hundred Crores only) through public issue, in one or more tranches or series, from time to time, on Private Placement basis (the “Debentures on Private Placement”), to the identified investors including but not limited to Financial Institutions including NBFCs, Insurance Companies, Mutual Funds, Scheduled Commercial Banks, Regional Rural Banks, Co-operative Bank, Companies, Bodies Corporate, any other person (not being an individual or a group of individuals) eligible to invest in the Debentures etc., and/ or through Public issue (the “Debentures on Public Issue”)

The Board recommends Resolutions at Item No. 4 of the Notice for approval of the shareholders by way of Special Resolution.

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

## ANNEXURE 1

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

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

Name	Thomas Muthoot
Date of Birth & Age	July 15, 1966, 58 Years
DIN & Nationality	00082099 & Indian
Date of first appointment to the Board	May 8, 2017
Qualification	Bachelor of Law Degree
Experience in specific functional areas	Thomas Muthoot is the Non-Executive Promoter Director of our Company. He has been on our Board as a Director since May 08, 2017, re-designated as the Managing Director from November 10, 2017, till December 19, 2024. He holds a Bachelor of Law degree from University of Kerala. He is on the board of directors of several companies like Muthoot Fincorp Limited, Muthoot Housing Finance Company Limited and Muthoot Hotels Private Limited. He has extensive experience and insight in the field of financial services. Thomas Muthoot is an expert in Microcredit and Micro savings and is passionate about helping the masses achieve financial independence. Thanks to his innovative instincts, Muthoot Pappachan Group continues to unleash inventive, need-based financial products for low and middle-income groups. His in-depth understanding of emerging markets enabled the group to align and structure business interests nation-wide.
Relationship with any Director(s) or Manager or Key Managerial Personnel of the Company	Mr. Thomas George Muthoot, Director, is his brother and Mr. Thomas Muthoot John, Executive Director, is his nephew.
Directorship held in other listed Companies	Nil
Memberships in the Committees of Board of other listed Companies	Nil
Membership and Chairmanship in the Committees of the Board of the Company	Audit Committee – Member Stakeholder Relationship Committee – Member
No. of shares held in the Company, including shareholding as a Beneficial Owner	29,93,935 Equity Shares
Number of meetings of the Board attended during the Financial Year 2024-25	10 Meetings
Terms and conditions of	Nil

appointment/ re- appointment along with details of remuneration sought to be paid	
Details of last drawn remuneration	Nil
Resignation from listed entity in the last three years	Tendered his resignation effective from December 23, 2024, from Muthoot Capital Services Limited, in alignment with the Group's planned succession strategy.

Place: Kochi  
Dated: 28.06.2025

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