



Muthoot Finance Limited

Registered Office :
2nd floor, Muthoot Chambers,
Opp. Saritha Theatre Complex,
Banerji Road, Ernakulam - 682 018
Kerala, India.
CIN : L65910KL1997PLC 011300

Phone : +91 484 2396478, 2394712
Fax : +91 484 2396506, 2397399
mails@muthootgroup.com
www.muthootgroup.com

Ref: SEC/MFL/SE/2023/4867

September 7, 2023

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

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

Dear Sir/Madam,

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

Re: Notice of 26th AGM of Muthoot Finance Limited

The 26th Annual General Meeting (AGM) of the members of Muthoot Finance Limited will be held on Friday, September 29, 2023, at 3:30 PM. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") without the physical presence of the members in accordance with the applicable provisions of the Companies Act, 2013, and the Listing Regulations.

We herewith enclose a copy of the Notice of the AGM including instructions for e-voting and the Annual Report for the FY 2022-23, which are being sent to the members of the Company in electronic mode.

For Muthoot Finance Limited

Rajesh A
Company Secretary
ICSI Membership No. FCS 7106



Muthoot Finance

Muthoot Finance Limited

(CIN: L65910KL1997PLC011300)

2nd Floor, Muthoot Chambers,

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(T): +91-484-2396478, 2394712, Fax: +91-484-2396506, 2397399

Email: cs@muthootgroup.com

Website: www.muthootfinance.com

NOTICE TO SHAREHOLDERS

Notice is hereby given pursuant to Section 96 and 101 of the Companies Act, 2013 (“Act”) that the 26th Annual General Meeting (AGM) of the members of Muthoot Finance Limited (“the Company”) will be held on **Friday, September 29, 2023, at 03.30 P.M. (IST)** through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) facility to transact the following businesses:-

ORDINARY BUSINESS:

Item No. 1: Adoption of financial statements

To receive, consider and adopt:

- a. The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and
- b. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon.

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

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

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

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

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

To appoint a Director in place of Mr. George Jacob Muthoot (holding

DIN: 00018235), who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment: -

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

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

SPECIAL BUSINESS:

Item No. 4: Appointment of Mr. Joseph Korah as an Independent Director

To appoint Mr. Joseph Korah (holding DIN: 09128318) as an Independent Director of the Company: -

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

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

General Meeting till the 29th Annual General Meeting of the Company to be held in the year 2026.”

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

Item No. 5: Re-appointment of Ms. Usha Sunny as an Independent Director

To re- appoint Ms. Usha Sunny (holding DIN: 07215012) as Independent Director of the Company:-:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Usha Sunny (holding DIN: 07215012), who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member, signifying his intention to propose Ms. Usha Sunny’s candidature for the office of Director, be and is hereby re-appointed as a Director (Non-Executive & Independent) of the Company, not liable to retire by rotation, for a second consecutive term commencing from November 30, 2023 till the 31st Annual General Meeting of the Company to be held in the year 2028.

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

Item No. 6: Increase in the borrowing powers of the Board of Directors under Section 180(1)(c) of the Companies Act, 2013

To increase the borrowing powers of the Board of Directors of the Company to Rs. 1,00,000/- crores:

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable provisions of the Articles of Association of the Company and in supersession of the earlier resolution passed by the members on September 30, 2020, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (herewith referred to as the Board which expression shall also include a Committee thereof), to borrow moneys, over and above the paid-up share capital, free reserves and securities premium account (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) as and when required, including without limitation, from any Bank(s) and/or other Financial Institution(s) and/or foreign lender and/or any body corporate/entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, or by issuing debentures/ bonds, commercial papers, fixed/ floating rate notes or other instruments as may be deemed appropriate by the Board, such that the moneys to be borrowed together with the moneys already borrowed by the Company and outstanding at any point of time shall not exceed a sum of ₹ 100,000 crores (Rupees One Lakh crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to do all such acts, deeds, matters and things, arrange, give such direction as may be deemed necessary or expedient, or settle the terms and conditions of such instrument, securities, loan, debt instrument as the case may be, on which all such moneys as are borrowed, or to be borrowed, from time to time, as to interest, repayment, security or otherwise howsoever as it may think fit, and to execute all such documents, instruments and writings as may be required to give effect to this resolution and for matters connected therewith or incidental thereto, including intimating the concerned authorities or other regulatory bodies and delegating all or any of the powers conferred herein to any Committee of Directors or Officers of the Company.

RESOLVED FURTHER THAT the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deed, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution.”

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

Place: Kochi
Date: August 11, 2023

Sd/
Rajesh A
Company Secretary
FCS7106

NOTES:

1. Pursuant to the General Circulars 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 2/2022, and 10/2022, and issued by the Ministry of Corporate Affairs (MCA) and SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, and January 05, 2023 (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the 26th AGM of the Company is being held through VC/OAVM. The deemed venue for holding the AGM will be the Registered Office of the Company.
2. Further, Securities and Exchange Board of India (SEBI), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 (SEBI Circulars) and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).
3. As per the provisions of Clause 3.A.II. of the General Circular No.20/2020 dated May 5, 2020, the matters of Special Business as appearing in the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
4. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the Act), setting out material facts relating to business under Item Number 4 to 6 to be transacted at the AGM, is annexed hereto and forms part of this Notice.
5. The relevant details, pursuant to Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment at this AGM is annexed.
6. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.
7. The Company has appointed Central Depository Services (India) Limited (CDSL) as the authorised agency, to provide VC/OAVM facility for the AGM of the Company.
8. **SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/ OAVM, PHYSICAL ATTENDANCE OF MEMBERS DOES NOT ARISE. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM CONDUCTED THROUGH VC/OAVM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**
9. The Company has appointed Dr. C.V. Madhusudhanan, Practising Company Secretary (Membership No. FCS 5367; CP 4408) or failing him Mr. V R Sankaranarayanan, Partner, Practising Company Secretary (Membership No. FCS 11684; CP 11367), Partners of M/s. KSR & Co., Company Secretaries LLP, Coimbatore as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner, on resolutions proposed in the Notice.
10. The Company has fixed **Friday, September 22, 2023** as the ‘Cut-off Date’ to record the entitlement of the shareholders to cast their voting through remote e-voting/e-voting during the AGM.
11. Any person who is not a Member on the Cut-off date should treat this Notice for information purposes only.
12. Members holding shares in physical form are requested to note that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository. Members holding shares in physical form are required to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical form.
13. The 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 to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
14. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc, authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to madhu@ksrandco.in or sankar@ksrandco.in with a copy marked to rajesh.warrier@muthootgroup.com
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members

from the date of circulation of this Notice up to the date of AGM, i.e. **September 29, 2023**. Members seeking to inspect such documents can send an email to **rajesh.warrier@muthootgroup.com**

17. The Register of Members and Share Transfer Books of the Company will remain closed from **September 22, 2023 to September 29, 2023** (both days inclusive). Transfers received during book closure will be considered only after reopening of the Register of Members.
18. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect to such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members whose dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on **www.iepf.gov.in**. For details, please refer to the Corporate Governance report which forms part of the Annual Report and Company's website, **www.muthootfinance.com**
19. Members may please note that there is a facility for nomination, in the prescribed form, available at request, from the Company or Registrar and Transfer Agent of the Company to any person to whom shares in the Company held by such Member, shall vest in the event of his/her death. Members holding shares in dematerialized form may contact their Depository Participant for recording the nomination in respect of their holdings.
20. Members should notify the changes in their address immediately to the Registrar and Transfer Agent of the Company/Depository Participants (DP) as the case may be. Members who are holding shares in Dematerialised form (Demat) are requested to keep their Bank Account details including IFSC and/or MICR updated with their respective DPs (Depository Participant) and those members who are holding shares in physical form, by sending a request to the Registrar and Transfer Agent by quoting their Folio No, PAN along with cancelled cheque or other acceptable Bank Account proof.
21. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN, mandates, nominations, bank details such as name of the bank and branch details, bank account number, MICR Code, IFSC Code, etc., to their DPs and in case the shares are held by them in electronic form and, to Link Intime India Private Limited in case the shares are held by them in physical form. The process for registration of e-mail address is mentioned below:

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

22. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
23. A brief profile of the Directors, who are appointed/re-appointed, nature of their expertise in specific functional areas, names of Companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 are provided as annexure to this notice.
24. Notice of the AGM including instructions for e-voting along with the Annual Report for the FY 2022-23 are being sent through electronic mode only to those Members whose email addresses are registered with the Company/DP. Members may note that the Notice and Annual Report for the FY 2022-23 will also be available on the Company's website, **www.muthootfinance.com**, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL, [https:// www.evotingindia.com](https://www.evotingindia.com)
25. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
26. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

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

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

The remote e-voting period commences on Tuesday, September 26, 2023 at 09:00 A.M (IST) and ends on Thursday, September 28, 2023 at 05:00 P.M (IST). The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 22, 2023 may cast their vote electronically. The voting rights of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 22, 2023 .

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

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

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

(i) The voting period begins on Tuesday, September 26, 2023 at 09:00 A.M (IST) and ends on Thursday, September 28, 2023 at 05:00 P.M (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, September 22, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

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

Currently, there are multiple e-voting service providers (ESPs)

providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. 4) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(iii) After entering these details appropriately, click on “SUBMIT” tab.

(iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided

that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

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

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

(viii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

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

(x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

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

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

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

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

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

verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at rajesh.warrier@muthootgroup.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **coimbatore@linkintime.co.in**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

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

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

Item No. 4: Appointment of Mr. Joseph Korah as an Independent Director

The Board of Directors of the Company in line with the requirements of Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 proposes to induct an Independent Director on the Board of Directors subject to the approval of the shareholders of the Company.

Mr. Joseph Korah (holding DIN: 09128318), an experienced IT professional with a demonstrated history of working in the information technology and services industry has consented for the appointment as Independent Director on the Board of Directors of the Company. Mr. Joseph Korah is a consulting professional skilled in Global Delivery, IT Strategy, Management, Pre-sales, and Business Intelligence. Brief profile of Mr. Joseph Korah, nature of his expertise in specified functional areas and names of companies in which he holds directorships and memberships/chairmanship of Board Committees, shareholding and relationships between Directors inter-se as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read together with Secretarial Standards – 2 are provided at the end of this Notice.

The Board of Directors of your Company, based on the recommendation of the Nomination and Remuneration Committee, considers that given the professional background and information technology and services industry experience, the association of Mr. Joseph Korah as an Independent Director on the Board of Directors of the Company will be of immense value addition to the Company and all the stakeholders. In the opinion of the Board, Mr. Joseph Korah fulfills the eligibility criteria specified under the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Fit and Proper Criteria prescribed by the RBI.

The nomination and remuneration committee of the Board has evaluated the 'Fit and Proper Criteria' prescribed by the Reserve Bank of India (RBI) in accordance with the RBI Master Circular - "Non-Banking Financial Companies - Corporate Governance (Reserve Bank) Directions, 2015" and has recommended the appointment. The Company has also received a notice under Section 160 of the Companies Act, 2013 from a member, nominating Mr. Joseph Korah to the office of independent director on the Board of Directors of the Company.

Pursuant to the provisions of Section 149, 160 and other applicable provisions, of the Companies Act, 2013 read with Rules made thereunder, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, proposes the appointment of Mr. Joseph Korah as an Independent Director subject to the approval of Members in the annual general meeting.

The Company has received all statutory disclosures/declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under subsection (2) of Section 164 of the Act, and (iii) a

declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

The Board, therefore, seeks the support and approval of Shareholders for the appointment of Mr. Joseph Korah as an independent director, not liable to retire by rotation, to hold office from this Annual General Meeting till the 29th Annual General Meeting of the Company to be held in the year 2026, pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof).

A copy of the draft Letter of Appointment, setting out the terms and conditions of appointment of Independent Director is available for inspection at the Registered Office of the Company during business hours on any working day and is also available at the website of the Company on the link https://www.muthootfinance.com/themes/bartik/uploads/ID_Terms_of_Appointment.pdf.

In compliance with the general circular no. 02/2022 issued by the MCA, this item is considered unavoidable and hence forms part of this Notice.

None of the Directors or Key Managerial Personnel and their relatives are concerned or interested (financially or otherwise) in the Resolution.

The Board recommends the Special Resolution as set out in Item No. 4 for the approval of the members.

Item No. 5 Re-appointment of Ms. Usha Sunny as an Independent Director

Ms. Usha Sunny was appointed as an additional director (Non-executive & Independent) with effect from November 30, 2020. Shareholders of the Company at the Annual General Meeting held on September 18, 2021 had approved the appointment of Ms. Usha Sunny as a Director (Non-Executive & Independent) for a period of 3 year commencing from November 30, 2020.

The term of office of Ms. Usha Sunny as a Director on the Board of the Company is expiring on November 29, 2023. The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on August 11, 2023, has recommended the reappointment of Ms. Usha Sunny as Independent Director for a second consecutive term commencing from November 30, 2023. The present resolution seeks the re-appointment of Ms. Usha Sunny as a Director (Non-Executive, Independent) for a second consecutive term commencing from November 30, 2023, in terms of the requirements of Sections 149, 152 read with Schedule IV of the Companies Act, 2013 and Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

The nomination and remuneration committee of the Board has evaluated the 'Fit and Proper Criteria' prescribed by the Reserve Bank of India (RBI) in accordance with the RBI Master Circular - "Non-Banking Financial Companies - Corporate Governance (Reserve Bank) Directions, 2015" and has recommended the appointment. The Company has also received a notice under Section 160 of the Companies Act, 2013 from a member, nominating Ms. Usha Sunny to the office of independent director on the Board of Directors of the Company.

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

The Board of Directors of the Company is confident that the re-appointment of Ms. Usha Sunny as Director (Non-Executive, Independent) will be beneficial to the Company and will have the support of the members. The Board thus recommends Resolution No. 5 for the approval of members as a Special Resolution.

Except Ms. Usha Sunny, being appointee in the resolution, none of the Directors or Key Managerial Personnel or their relatives thereof are in any way, concerned or interested in the above resolution.

In compliance with the general circular no. 02/2022 issued by the MCA, this item is considered unavoidable and hence forms part of this Notice.

The Board recommends the Special Resolution as set out in Item No. 5 for the approval of the members

Item No. 6: Increase in borrowing powers of the Board of Directors under Section 180(1)(c) of the Companies Act, 2013

The Members of the Company at their Meeting held on September 30, 2020 had passed a resolution authorizing the Board of Directors of the Company to borrow monies, from time to time, up to an amount of ₹75,000 crores outstanding at any point of time.

Your Company has witnessed considerable growth in the business over the years and is expecting the growth momentum to continue in the near future. In line with the growth expectations in business over the next few years, your Board believes that the Company will also need to raise more working capital resources to fund future growth. Considering future borrowing requirements, Board considers it necessary to obtain approval of members for increased borrowing powers of an amount of ₹100,000 crores outstanding at any point of time.

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, approval of the members by means of a special resolution is required for the Board of Directors to borrow moneys in excess of its paid up capital and free reserves.

Hence, the Board recommends the resolution given under Item No. 6 as a Special Resolution.

Your Board is confident that the proposal for increase the borrowing powers of the Board will have the support of members.

In compliance with the general circular no. 02/2022 issued by the MCA, this item is considered unavoidable and hence forms part of this Notice.

None of the Directors or Key Managerial Personnel or their relatives thereof are in any way, concerned or interested in the above Resolution

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

Sd/
Rajesh A
Company Secretary
FCS7106

Place: Kochi
Date: August 11, 2023

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

1.Mr. George Alexander Muthoot

DIN	00016787
Age & Date of Birth	67 years, September 16, 1955
Nationality	Indian
Date of First Appointment on the Board	November 20, 2006
Qualifications	Chartered Accountant
Brief Profile	George Alexander Muthoot is a chartered accountant who qualified with first rank in Kerala and was ranked 20th overall in India, in 1978. He has a bachelor's degree in commerce from Kerala University where he was a rank holder and gold medalist. He was also awarded the Times of India group Business Excellence Award in customised Financial Services in March 2009. He was also awarded the CA Business Leader Award under Financial Services Sector from the Institute of Chartered Accountants of India for 2013. He served as the Chairman of the Kerala Non-banking Finance Companies Welfare Association from 2004 to 2007. He is also the Chairman of Finance Companies Association, Chennai. He is the founder member for the Indus Entrepreneurs International, Kochi Chapter and is now a member of the Core Committee of the Indus Entrepreneurs International Kochi Chapter. He has over four decades of experience in managing businesses operating in the field of financial services.
Directorship in other Companies	<ol style="list-style-type: none"> 1. Muthoot Infopark Private Limited 2. Muthoot Forex Limited 3. M G M Muthoot Medical Centre Private Limited 4. Muthoot Insurance Brokers Private Limited 5. Muthoot Vehicle & Asset Finance Limited 6. Xandari Pearl Beach Resorts Private Limited (formerly known as Marari Beach Resorts Private Limited) 7. Adams Properties Private Limited 8. Muthoot Commodities Limited 9. Geem Marketing Services Private Limited (formerly known as Muthoot Marketing Services Private Limited) 10. Muthoot M George Institute of Technology 11. Muthoot Homefin (India) Limited 12. Xandari Heritage Resorts Private Limited (formerly known as Muthoot Anchor House Hotels Private Limited) 13. Geobros Properties and Realtors Private Limited 14. MMG Investment Services Private Limited (Formerly known as Muthoot M George Real Estate Private Limited) 15. Finance Companies' Association (India)
Listed entities from which the director has resigned in the past three years	Nil
Chairmanship/Membership of Audit Committee and Stakeholders Relationship Committee of the Board of Directors of other Indian Companies of which he/she is a Director as required under Regulation 26(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Nil

Terms and conditions of appointment or re-appointment	Mr. George Alexander Muthoot was appointed as Managing Director w.e.f April 01, 2020, on such terms and conditions as approved by the members of the Company by a special resolution at the Annual General Meeting held on September 28, 2019, for a period of five years and liable to retire by rotation. Present re-appointment of Mr. George Alexander Muthoot on retirement by rotation is within the above said period of appointment as Managing Director and hence there is no change in the terms and conditions of appointment.
Details of remuneration sought to be paid	Mr. George Alexander Muthoot was appointed as Managing Director w.e.f April 01, 2020, on such terms and conditions as approved by the members of the Company by a special resolution at the Annual General Meeting held on September 28, 2019, for a period of five years and liable to retire by rotation. Present re-appointment of Mr. George Alexander Muthoot on retirement by rotation is within the above said period of appointment as Managing Director and remuneration will be paid as specified in the said resolution and subject to the recommendations of the Nomination and Remuneration Committee of the Board of Directors.
Details of remuneration last drawn by such person (Financial Year 2022-23)	₹ 22,20,60,600
Relationship with other Directors and Key Managerial Personnel	<ul style="list-style-type: none"> •Mr. George Alexander Muthoot is the brother of Mr. George Jacob Muthoot, Whole Time Director, and Mr. George Thomas Muthoot, Whole Time Director of the Company; •Mr. George Alexander (Jr.) is the son of Mr. George Alexander Muthoot; <p>Except for the above, none of the other Directors, Key Managerial Personnel and their relatives are related.</p>
Number of Meetings of the Board attended during the Financial Year 2022-23	Mr. George Alexander Muthoot attended 7 board meetings held during the Financial Year 2022-23
Shareholding in the Company	2,36,30,900 equity shares constituting 5.89% of the paid-up share capital as on 31.03.2023

2.Mr. George Jacob Muthoot

DIN	00018235
Age & Date of Birth	70 Years, September 21,1952
Nationality	Indian
Date of First Appointment on the Board	August 16, 2005
Qualifications	Degree in Civil Engineering
Brief Profile	George Jacob Muthoot has a degree in civil engineering from Manipal University and is a businessman by profession. He is a member of the Trivandrum Management Association, The Confederation of Real Estate Developers Association of India (Trivandrum) and the Trivandrum Agenda Task Force. He is also a member of the Rotary Club, Trivandrum (South), governing body member of the Charitable and Educational Society of Trivandrum Orthodox Diocese and Finance Committee Member, Mar Diocese College of Pharmacy, Althara, Trivandrum. He has over four decades of experience in managing businesses operating in the field of financial services.
Directorship in other Companies	<ol style="list-style-type: none"> 1. Xandari Resorts Private Limited (formerly known as Muthoot Leisure and Hospitality Services Private Limited) 2. Muthoot Infopark Private Limited 3. Muthoot Insurance Brokers Private Limited 4. Muthoot Forex Limited 5. M G M Muthoot Medical Centre Private Limited

	<ol style="list-style-type: none"> 6. Geem Marketing Services Private Limited (Formerly known as Muthoot Marketing Services Private Limited) 7. Xandari Pearl Beach Resorts Private Limited (formerly known as Marari Beach Resorts Private Limited) 8. MMG Developers Private Limited (Formerly known as Muthoot Developers Private Limited) 9. Muthoot Commodities Limited 10. Adams Properties Private Limited 11. Oxbow Properties Private Limited 12. Muthoot M George Institute of Technology 13. Xandari Heritage Resorts Private Limited (formerly known as Muthoot Anchor House Hotels Private Limited) 14. Geobros Properties and Realtors Private Limited 15. Muthoot Health Care Private Limited 16. MMG Investment Services Private Limited (Formerly known as Muthoot M. George Real Estate Private Limited). 17. Muthoot Money Limited 18. Muthoot Global UK Limited 						
Listed entities from which the director has resigned in the past three years	Nil						
Chairmanship/Membership of Audit Committee and Stakeholders Relationship Committee of the Board of Directors of other Indian Companies of which he is a Director as required under Regulation 26(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	<table border="1"> <thead> <tr> <th>Name of Company</th> <th>Name of Committee</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td>Muthoot Forex Limited</td> <td>Audit Committee</td> <td>Member</td> </tr> </tbody> </table>	Name of Company	Name of Committee	Designation	Muthoot Forex Limited	Audit Committee	Member
Name of Company	Name of Committee	Designation					
Muthoot Forex Limited	Audit Committee	Member					
Terms and conditions of appointment or re-appointment	Mr. George Jacob Muthoot was appointed as Whole Time Director w.e.f April 01, 2020, on such terms and conditions as approved by the members of the Company by a special resolution at the Annual General Meeting held on September 28, 2019, for a period of five years and liable to retire by rotation. Present re-appointment of Mr. George Jacob Muthoot on retirement by rotation is within the above said period of appointment as Whole Time Director and hence there is no change in the terms and conditions of appointment.						
Details of remuneration sought to be paid	As stated in the terms and conditions of the appointment above.						
Details of remuneration last drawn by such person (Financial Year 2022-23)	₹ 22,20,60,600						
Relationship with other Directors and Key Managerial Personnel	<ul style="list-style-type: none"> • Mr. George Jacob Muthoot is the brother of Mr. George Alexander Muthoot, Managing Director, and Mr. George Thomas Muthoot, Whole Time Director of the Company; • Mr. George Muthoot Jacob is the son of Mr. George Jacob Muthoot; <p>Except for the above, none of the other Directors, Key Managerial Personnel and their relatives are related.</p>						
Number of Meetings of the Board attended during the Financial Year 2022-23	Mr. George Jacob Muthoot attended 7 board meetings held during the Financial Year 2022-23						
Shareholding in the Company	4,36,30,900 equity shares constituting 10.87% of the paid up share capital as on 31.03.2023.						

3.Mr. Joseph Korah

DIN	09128318
Age & Date of Birth	47 Years, May 11, 1976
Nationality	Indian
Date of First Appointment on the Board	NA
Qualifications	<ol style="list-style-type: none"> 1. MBA from Cornell University, 2. MS, Software Engineering from Birla Institute of Technology and Science and 3. B.Tech from University of Calicut
Brief Profile	<p>Joseph Korah is the Co-Founder and President of Impaqtive which he founded in 2021. Impaqtive is a Global Salesforce Consulting partner. Prior to founding Impaqtive, he spent 23 years at Cognizant where he was a Vice President and the Global Delivery Leader of the Salesforce Practice at Cognizant. He also held an additional role as the Center Head of the Kochi Development center. Joe obtained his Engineering degree from Calicut University, his MS from BITS, Pilani and his MBA from Johnson School, Cornell University. Joe was the Vice Chairman of GTECH from 2014 to 2017. GTECH is an industry body representing all IT companies in Kerala. He was also on the NASSCOM Regional Council. He has been on the Round Table India National Board and served on the Managing Committee of the Kerala Management Association.</p>
Directorship in other Companies	<ol style="list-style-type: none"> 1. Impaqtive Technologies India Private Limited 2. Emsyne Technologies Private Limited 3. Impaqtive US Corp
Chairmanship/Membership of Audit Committee and Stakeholders Relationship Committee of the Board of Directors of other Indian Companies of which he is a Director as required under Regulation 26(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Nil
Listed entities from which the director has resigned in the past three years	Nil
Terms and conditions of appointment or re-appointment	The present appointment is for a period of three years and he is not liable to retire by rotation during the said tenure.
Details of remuneration sought to be paid	Being appointed as the Non-Executive Independent Director, he will be eligible for a Commission (in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof, as the Board of Directors may from time to time determine) not exceeding in aggregate one percent of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013, or any statutory modification(s) or reenactment(s) thereof and subject to the recommendation of Nomination and Remuneration Committee of the Board of Directors.
Details of remuneration last drawn by such person (Financial Year 2022-23)	Nil
Relationship with other Directors and Key Managerial Personnel	None of the Directors or Key Managerial Personnel of the Company are related to the appointee.
Number of Meetings of the Board attended during the Financial Year 2022-23	Not Applicable

Shareholding in the Company	NIL
Skills and Capabilities	Strong consulting professional skilled in Global Delivery, IT Strategy, Management, Pre-sales, and Business Intelligence.

4.Ms. Usha Sunny

DIN	07215012
Age & Date of Birth	63 years, May 30, 1960
Nationality	Indian
Date of First Appointment on the Board	November 30, 2020
Qualifications	<ol style="list-style-type: none"> 1. Member of the Institute of Cost Accountants of India, 2. Master's Degree in Commerce from University of Kerala.
Brief Profile	Ms. Usha Sunny is an experienced banking professional with more than 3 decades of experience. Ms. Usha Sunny has worked with Mashreq Bank PSC, Dubai, Standard Chartered Bank, Dubai, Indian Overseas Bank and Kerala State Drugs and Pharmaceuticals Limited in diversified roles.
Directorship in other Companies	Securaplus Safety Private Limited
Listed entities from which the director has resigned in the past three years	NIL
Chairmanship/Membership of Audit Committee and Stakeholders Relationship Committee of the Board of Directors of other Indian Companies of which he/she is a Director as required under Regulation 26(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	NIL
Terms and conditions of appointment or re-appointment	The present appointment is for a period of five years and not liable to retire by rotation during the said tenure. She is being appointed as the non-executive Independent Director.
Details of remuneration sought to be paid	Being appointed as the Non-Executive Independent Director, she will be eligible for a Commission (in addition to the sitting fee for attending the meetings of the Board of Directors and Committees thereof, as the Board of Directors may from time to time determine) not exceeding in aggregate one percent of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment(s) thereof and subject to the recommendation of the Nomination and Remuneration Committee of the Board of Directors.
Details of remuneration last drawn by such person (Financial Year 2022-23)	₹ 20,90,000.00/-
Relationship with other Directors and Key Managerial Personnel	None of the Directors and Key Managerial Personnel of the Company are related to the appointee.
Number of Meetings of the Board attended during the Financial Year 2022-23	Ms. Usha Sunny attended 7 board meetings held during the Financial Year 2022-23
Shareholding in the Company	Nil