



MUTHOOT CAPITAL SERVICES LIMITED

(CIN: L67120KL1994PLC007726)

Regd. Office: 3rd Floor, Muthoot Towers, M. G. Road, Kochi - 682 035, Kerala

Tel: +91 - 484 - 6619600; Email: secretarial@muthootcap.com; Website: www.muthootcap.com

NOTICE OF THIRTY FIRST ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty First (31st) Annual General Meeting ("AGM") of the Members of Muthoot Capital Services Limited ("MCSL" / "the Company") will be held on **Friday, September 19, 2025 at 11:00 a.m. (IST)**, through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2025, together with the Report of the Board of Directors and the Auditors thereon**

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

"RESOLVED THAT the Audited Standalone Financial Statements including Balance Sheet of the Company as at March 31, 2025, the Statement of Profit and Loss, the Statement of Changes in Equity and Statement of Cash Flows for the Financial Year ended on that date together with all the Notes annexed and the Directors' and Auditors' Reports thereon, placed before the Meeting, be and are hereby considered and adopted."

2. **To appoint a Director in place of Mrs. Ritu Elizabeth George (DIN: 10766726), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself re-appointment**

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 Section 152(6) of the Companies Act, 2013 read with relevant Rules made thereunder and the Articles of Association of the Company, Mrs. Ritu Elizabeth George (DIN: 10766726), Non-Executive Director, who retires by rotation and being eligible, has offered herself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. **Appointment of M/s. S. Sandeep & Associates, Practicing Company Secretaries, as Secretarial Auditors of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“Listing Regulations”) read with the Circulars, FAQs and other clarifications issued by SEBI and other entities in this regard (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors of the Company, respectively, the consent of the Members, be and is hereby, accorded for the appointment of M/s. S. Sandeep & Associates, Practicing Company Secretaries, (FRN: P2025TN103600), holding a valid Peer Review Certificate (Certificate No. 6526/2025) issued by the Company Secretaries of India (“ICSI”), as the Secretarial Auditors of the Company for a period of 5 (Five) consecutive financial years, commencing from FY 2025-26 till FY 2029-30;

RESOLVED FURTHER THAT the consent of the members, be and is hereby, accorded for payment of remuneration of an amount not exceeding ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand only), in addition to any out of pocket expenses and taxes, as applicable, to M/s. S. Sandeep & Associates, Practicing Company Secretaries, as Secretarial Auditors of the Company for FY 2025-26, and that the Board of Directors of the Company, be and is hereby, authorized to determine and approve revision in the remuneration of the Secretarial Auditor for the subsequent years of its term;

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby, authorised to revise, alter and vary the terms and conditions of their appointment and settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

4. Continuation of Directorship of Mr. Thomas Mathew (DIN: 01277149) as a Non-Executive Independent Director on attaining the age of Seventy-Five Years

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

“RESOLVED THAT pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members, be and is hereby, accorded for the continuation of Directorship of Mr. Thomas Mathew (DIN: 01277149) as a Non-Executive Independent Director of the Company, who would attain the age of 75 (Seventy Five) years on February 20, 2026, during his second term as an Independent Director of the Company;

RESOLVED FURTHER THAT any Director of the Company or Company Secretary of the Company, be and are hereby, severally authorised to file all necessary e-forms with the concerned Registrar of Companies and to do all such acts, deeds, matters and things and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

5. Variation in Terms of Remuneration payable to Mrs. Tina Suzanne George (DIN: 09775050), Whole-Time Director of the Company

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

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board in accordance with Section 196, 197 read with Part I and Section

I of Part II of Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of the provisions of Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023, as amended from time to time and / or other applicable provisions, if any, approval of the Members, be and is hereby, accorded for variation in terms of the remuneration payable to Mrs. Tina Suzanne George (DIN: 09775050), Whole-Time Director of the Company, w.e.f. December 23, 2024, consisting of a monthly Salary of ₹ 7,50,000/- (Rupees Seven Lakhs Fifty Thousand only), Bonus / Performance Linked Incentive / Commission and other Perquisites as set out in the statement annexed to this Notice;

RESOLVED FURTHER THAT notwithstanding anything contained herein above, where in any financial year, during the tenure of Mrs. Tina Suzanne George (DIN: 09775050) as the Whole-time Director, the Company has no profits or its profits are inadequate, the Company may, subject to receipt of requisite approvals, if any, pay to the Whole-time Director, the Salary, Bonus / Performance Linked Incentive / Commission and other Perquisites as stated in explanatory statement, as the minimum remuneration subject to the provisions of Section 197 read with Section II and Section III of Part II of Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;

RESOLVED FURTHER THAT any of the Directors of the Company, Chief Executive Officer, Chief Financial Officer or the Company Secretary of the Company, be and are hereby, severally authorized to do all such acts, deeds, matters and things arising out of and incidental thereto as may be deemed necessary, proper, expedient or desirable to give effect to this resolution including filing of necessary forms and returns with the concerned Registrar of Companies (RoC) or submission of necessary documents with any other concerned authorities in connection with this resolution.”

For and on behalf of Board of Directors

Place: Kochi
Date: August 05, 2025

Sd/-
Deepa G
Company Secretary & Compliance Officer
Membership No.: A68790

Notes:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 09/2024 dated September 19, 2024 read together with the circulars issued earlier in this regard ("MCA Circulars") and the Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, read together with the circulars issued earlier in this regard ("SEBI Circulars") have permitted the Companies to conduct the Annual General Meeting ("AGM") through Video Conferencing (VC) / Other Audio Visual Means ("OAVM"), subject to compliance with various conditions specified thereon. Accordingly, in compliance with the provision of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standards on General Meeting ("SS-2") issued by the Institute of Company Secretaries of India (ICSI), MCA Circulars and SEBI Circulars, the 31st AGM of the Company is being conducted through VC / OAVM. The procedure for participating in the Meeting through VC / OAVM is explained below and is also available on the website of the Company at www.muthootcap.com.
2. The deemed venue for the 31st AGM shall be the Registered Office of the Company situated at Muthoot Towers, 3rd Floor, M. G. Road, Ernakulam - 682 035, Kerala.
3. An Explanatory Statement pursuant to Section 102(1) of the Act and SS-2, including additional information pursuant to the Listing Regulations and Circulars issued thereunder, in respect of the special businesses as set out above, is annexed hereto.
4. In terms of Section 152 of the Companies Act, 2013, Mrs. Ritu Elizabeth George (DIN: 10766726), Non-Executive Director of the Company, retires by rotation at the ensuing AGM of the Company and being eligible, offers herself for re-appointment. The relevant details pursuant to Regulation 36(3) of the Listing Regulations and SS-2 issued by ICSI, in respect of Director seeking re-appointment at this AGM is annexed hereto.
5. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of the Members has been dispensed with and therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members will not be available for the AGM and hence the Proxy form and Attendance Slip are not annexed to this Notice.
6. Corporate members intending to authorize their representatives to participate and vote at the AGM are requested to update in the e-voting portal i.e. evoting@cdslindia.com, the scanned certified copy of the Board resolution / authorization letter to the Company together attested specimen signature(s) of the duly authorised representative(s) or alternatively to the email address of the scrutinizer at sivarkn@sepmail.in.
7. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of ascertaining the Quorum under Section 103 of the Act.
8. In compliance with the aforesaid MCA Circulars and the Listing Regulations, Notice of the 31st AGM along with Annual Report for FY 2024-25 is being sent through electronic mode to those Members whose e-mail IDs are registered with the Company / Registrar and Share Transfer Agents (RTA) or the Depository Participant(s) (DPs). Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for FY 2024-25 is available has been sent to those Members whose e-mail IDs are not registered with the Company / RTA / DPs.
9. Members may please note that the Notice of the AGM and the Annual Report for FY 2024-25 has been uploaded on the Company's website at www.muthootcap.com. The same can also be accessed from the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock

Exchange of India Limited ("NSE") at www.nseindia.com and on the website of CDSL at www.evotingindia.com. Any Member who desires to get a physical copy of the Annual Report for FY 2024-25, may request for the same by sending an e-mail to the Company at secretarial@muthootcap.com mentioning their Folio No. / DP ID and Client ID.

10. Members holding shares in dematerialized (demat) mode are requested to register / update their e-mail IDs with their relevant Depository Participant(s) (DPs). In case of any queries / difficulties in registering the e-mail IDs with their DPs, Members may write to the Company's RTA at einward@integratedindia.in. Further, Members are requested to direct notifications about change of address, mobile number and e-mail IDs to their respective DPs and to quote Folio No. / DP ID and Client ID in all their correspondence with the Company / DP.
11. Those Members who are holding shares in physical form and have not updated their e-mail IDs with the Company, are requested to update the same by submitting a duly filled and signed Form ISR-1 along with self-attested copy of the PAN Card and self-attested copy of any document as address proof to the Company's RTA at einward@integratedindia.in.
12. Members seeking any information with regard to the financial statements or any other matters to be placed at the AGM are requested to write to the Company on secretarial@muthootcap.com latest by Thursday, September 18, 2025 from their registered e-mail ID, mentioning their name, DP ID and Client ID / Folio No. The same will be replied by the Company suitably.
13. Dividends which has not been encashed for a period of 7 (Seven) years from the date of transfer to Unpaid Dividend Account of the Company, have been transferred to the Investor Education and Protection Fund ("IEPF"). The Members whose unclaimed dividends and / or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for issue of entitlement letter and other required documents and file Form IEPF-5 for claiming the dividend and / or shares.
14. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. To eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's RTA at einward@integratedindia.in for assistance in this regard.
15. In case of joint holders attending the Meeting, 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.
16. Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is providing the facility of remote e-voting to its Members in respect of the businesses 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 AGM will be provided by CDSL.
17. The remote e-voting period begins on **Monday, September 15, 2025 at 9:00 a.m. (IST)** and ends on **Thursday, September 18, 2025 at 5:00 p.m. (IST)**. The remote e-voting module shall be disabled by CDSL for voting thereafter. The facility of voting through e-Voting system will also be made available at the AGM and the Members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their voting right at the AGM through e-Voting. The process and

manner for e-voting and process of joining meeting through VC along with other details also forms part of the Notice. The Members, whose names appear in the Register of Members / Beneficial Owners maintained by the depositories, as on the **cut-off date i.e. Saturday, September 13, 2025**, may cast their votes electronically.

18. The voting right of the member shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the cut-off date. Once the vote on a resolution is cast by the member, he / she shall not be allowed to change it subsequently. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only. Members who have acquired shares after this Notice is sent and holding shares as on the cut-off date, may approach CDSL for issuance of the User ID and Password for exercising their right to vote by electronic means and attend the meeting through VC / OAVM.
19. The Board of Directors has appointed M/s. SEP & Associates, Practicing Company Secretaries, as the Scrutinizer for scrutinizing the process of remote e-voting and e-voting during the meeting in a fair and transparent manner. The Scrutinizer shall, post conclusion of the meeting, unblock the votes cast through remote e-voting system and e-voting during the meeting and shall make a consolidated Scrutinizer's report and submit their report to the Company Secretary, who shall countersign the same.
20. The results of the remote e-voting and e-voting at the Meeting shall be declared by the Chairman of the Meeting or by any other Director or Company Secretary duly authorised in this regard. The results declared along with the report of the Scrutinizer shall be placed on the Company's website www.muthootcap.com and also be displayed on the Notice Board of the Company at its registered office and on the website of CDSL at <https://www.evotingindia.com/> immediately after the results are declared and simultaneously communicated to the Stock Exchanges in compliance with Regulation 44(3) of the Listing Regulations. The resolutions shall be deemed to be passed on the date of the Meeting i.e. Friday, September 19, 2025, subject to receipt of the requisite number of votes in favour of the resolutions.
21. SEBI has established a common Online Dispute Resolution Portal (ODR Portal) for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal <https://smartodr.in/login>.
22. Members seeking to inspect such documents can send an email to the Company's investor e-mail ID mentioning their name, Folio No. / DP ID and Client ID and the documents that they seek to inspect, with a self-attested copy of their PAN card attached to the e-mail ID at secretarial@muthootcap.com.
23. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, and the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act read with Rules issued thereunder will be electronically available for inspection by the Members during the Meeting. A certificate from the Secretarial Auditors of the Company prepared in accordance with Regulation 13 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available for inspection by the members in electronic mode during the AGM. Furthermore, 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 19, 2025 and shall be available for inspection upon login at CDSL e-Voting system at <https://www.evotingindia.com/>.
24. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

25. SEBI has mandated furnishing of PAN, KYC details (i.e., postal address with PIN code, e-mail address, mobile number, bank account details and latest specimen signature, etc.) and nomination details by holders of securities. SEBI also mandated compulsorily linking PAN with Aadhaar number, unless specifically exempt by the competent authority. In terms of the said SEBI mandate, folios, wherein any of the above mentioned document / details (except for nomination) are not available, such members will not be eligible to lodge any grievance or avail service request from the RTA. Relevant forms prescribed by SEBI in this regard are available on the website of the Company at www.muthootcap.com

Instructions for E-voting:

- (i) The voting period begins at **9:00 a.m. on Monday, September 15, 2025** and ends at **5:00 p.m. on Thursday, September 18, 2025**. During this period, Members of the Company holding shares either in physical form or in dematerialized form as on the **cut-off date i.e. Saturday, September 13, 2025**, 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 Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 read with Regulation 44 of the Listing Regulations, 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, 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.

- (iv) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on e-voting facility provided by listed entities, 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 e-mail ID in their demat accounts in order to access e-voting facility.

Pursuant to above said SEBI Circular, login method for e-voting for Individual shareholders holding securities in Demat mode with CDSL / NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<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 & My Easi New (Token) Tab. 2) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from 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 e-voting 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	<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. 2) 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.

Type of shareholders	Login Method
	<p>3) 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</p> <p>4) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>5) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id / mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Muthoot Capital Services Limited or CDSL and you will be re-directed to www.evotingindia.com for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

Important Note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

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

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

(v) **Login method for Remote 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	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <p>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.</p>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN to choose Muthoot Capital Services Limited on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR / POA, if any, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non - Individual Shareholders and Custodians - For Remote e-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; secretarial@muthootcap.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Procedure for Members attending the AGM through VC / OAVM are as under:

1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by CDSL at www.evotingindia.com following the steps mentioned above for login to CDSL e-voting system. After successful login, you can see VC / OAVM link placed under the Join meeting menu against the Company name. You are requested to click on VC / OAVM link placed under the "Join Meeting" menu.
2. 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 this Notice. Further, Members can also use the OTP based login for logging into the e-voting system of CDSL.
3. Facility of joining the AGM through VC / OAVM shall open 30 (Thirty) minutes before the time scheduled for the AGM. The facility of participation at the AGM through electronic mode will be made available for 1000 members on first come first serve basis. It may be noted that the large Shareholders (i.e. 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 are allowed to attend the AGM without restriction on account of first come first serve basis.
4. Members who would like to express their views / ask questions during the AGM may register themselves as a speaker by accessing the link https://docs.google.com/forms/d/e/1FAIpQLSdKqLykOrMAa0bAr9s3bTMnBUyqj6nazXspYD1g4bJa_MindQ/closedform. Alternatively, the Members can send the request from their registered e-mail ID mentioning their Name, DP ID and Client ID / Folio Number, PAN and mobile number at secretarial@muthootcap.com. The Speaker Registration will be open from Monday, September 08, 2025 to Friday, September 12, 2025. The Company reserves the right to restrict the number of questions and number of speakers depending upon the availability of time for the AGM.
5. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM.

Procedure for E-voting during the AGM:

1. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those members, who will attend 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 in the AGM.
3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. 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), self-attested scanned copy of PAN Card and Aadhaar Card by e-mail to RTA at inward@integratedindia.in or to the Company at secretarial@muthootcap.com.

2. **For Demat shareholders:** Please update your e-mail id & mobile no. with your respective Depository Participant (DP).
3. **For Individual Demat shareholders:** Please update your e-mail id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting and joining virtual meetings through Depository.

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 at toll free no. **1800 21 09911**.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (THE “ACT”)

The following Explanatory Statement, pursuant to Section 102 of the Act, sets out all material facts relating to the business mentioned in the accompanying AGM Notice dated August 05, 2025:

Item No. 3: Appointment of M/s. S. Sandeep & Associates, Practicing Company Secretaries, as Secretarial Auditors of the Company

Pursuant to the provisions of Section 204 of the Companies Act 2013 (“Act”) read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, every listed company is required to annex with its Board’s Report, a Secretarial Audit Report, given by a Company Secretary in Practice, in prescribed form.

Further, pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”), every listed company shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and the appointment of such Auditor shall be approved by the Members of the Company at the Annual General Meeting of the Company.

In view of the above, after evaluating and considering various factors such as industry experience, firm’s capability to handle a diverse and complex business environment, the clientele it serves, technical expertise, independent assessment and in fulfilment of the eligibility criteria and qualification prescribed under the Listing Regulations and Circulars, the Audit Committee and the Board of Directors at their Meetings held on August 04, 2025 and August 05, 2025, respectively, had approved and recommended to the Shareholders of the Company, the appointment of M/s. S. Sandeep & Associates, Practicing Company Secretaries (FRN: P2025TN103600) as the Secretarial Auditors of the Company, for a period of 5 (Five) consecutive financial years, commencing from Financial Year 2025-26 until Financial Year 2029-30.

M/s. S. Sandeep & Associates have consented to the said appointment and confirmed that their appointment, if made, would be within the limit specified by the Institute of Companies Secretaries of India and has confirmed that the firm has not incurred any disqualification and is eligible to be appointed as Secretarial Auditor of the Company in terms of Regulation 24A (1A) of the Listing Regulations and Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The remuneration proposed to be paid to M/s. S. Sandeep & Associates, Company Secretaries, is reasonable and commensurate with their audit experience and hence, the same is recommended by the Audit Committee and the Board of Directors for approval of Members of the Company. Additional fees, if any, for statutory certifications and other professional services will be determined separately, in consultation with the Secretarial Auditor.

The eligibility letter and Peer Review Certificate from M/s. S. Sandeep & Associates shall be available for electronic inspection without any fee for the Members from the date of dispatch of this Notice up to the date of this AGM i.e. Friday, September 19, 2025. The Members seeking to inspect such documents can send an e-mail to secretarial@muthootcap.com.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 3 of this Notice.

Accordingly, your Board recommends passing of the resolution as set out under Item No. 3 of this Notice as Ordinary Resolution.

Disclosure under Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	Details
Proposed Audit fee payable to Secretarial Auditors	<p>The proposed fee to be paid to M/s. S. Sandeep & Associates for FY 2025-26 is ₹ 1.50 lakhs (One Lakh Fifty Thousand only) excluding applicable taxes and out-of-pocket expenses.</p> <p>The remuneration for the subsequent years of their term shall be fixed by the Board of Directors based on the recommendation of the Audit Committee of the Company.</p>
Terms of appointment	The Secretarial Auditor would be appointed for a period of 5 (Five) consecutive financial years commencing from FY 2025-26 till FY 2029-30.
Material changes in fee payable to auditor from that paid to the outgoing auditor along with the rationale for such change	There is no material change in fee to be paid to the Secretarial Auditor proposed to be appointed from that paid to the outgoing auditor.
Basis of recommendation for appointment and auditor credentials	<p>The Audit Committee and the Board of Directors, after taking into account the eligibility of the firm, qualification, experience, independent assessment and expertise of the partners in providing Secretarial Audit related services, competency of the staff, recommended the appointment of M/s. S. Sandeep & Associates, Practising Company Secretaries, a Peer Reviewed Firm as the Secretarial Auditor of the Company.</p> <p>Brief Profile of M/s. S. Sandeep & Associates:</p> <p>M/s. S. Sandeep & Associates, Practicing Company Secretaries, is a distinguished professional services firm offering a comprehensive range of services related to corporate governance and compliance with over two decades of excellence in secretarial audits, compliance audits and due diligence across sectors like banking, financial services, IT / Telecom, pharmaceuticals, FMCG, and infrastructure, etc. Experienced team of professionals assists businesses in maintaining regulatory compliance and adopting best practices in corporate governance. It is a peer-reviewed unit (No.: 6526/2025) by the Institute of Company Secretaries of India (ICSI).</p>

Item No. 4: Continuation of Directorship of Mr. Thomas Mathew as a Non-Executive Independent Director on attaining the age of Seventy-Five Years

Mr. Thomas Mathew (DIN: 01277149) was appointed as an Independent Non-Executive Director of the Company for a period of 5 (Five) years w.e.f. April 01, 2019 till March 31, 2024. He was further re-appointed as an Independent Director of the Company for a second term of 5 (Five) consecutive years from April 01, 2024 till March 31, 2029.

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the continuation of a Non-Executive Director who has attained the age of seventy-five years requires the approval of shareholders by way of a special resolution.

Justification for continuation of Directorship

Mr. Thomas Mathew will attain the age of 75 (Seventy Five) years on February 20, 2026 during his ongoing tenure and approval of Members is required for the continuation of his directorship from the day he attains the age of 75 years till the expiry of his current term on March 31, 2029. The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, at its Meeting held on August 05, 2025, has reviewed the performance and contributions of Mr. Thomas Mathew and is of the opinion that he continues to possess the integrity, expertise, and experience required for the role and has been actively contributing to the deliberations of the Board and its Committees.

Mr. Thomas Mathew has over 40 years of experience in the industry, having held leadership positions in various companies. His insights and strategic guidance have been instrumental in shaping the Company's governance framework, risk management practices and long-term growth strategy.

During his tenure with the Company, Mr. Thomas Mathew is serving as Chairperson of the Audit Committee, Member of the Corporate Social Responsibility Committee, Nomination and Remuneration Committee, Risk Management Committee and various other committees of the Board and has demonstrated a high level of commitment and diligence in discharging his responsibilities.

The Board believes that his continued association would be beneficial to the Company and recommends the passing of the Special resolution for continuation of his directorship beyond the age of 75 years until the expiry of his current term on March 31, 2029.

Except Mr. Thomas Mathew, none of the Directors, Key Managerial Personnel or their relatives, are concerned or interested, financially or otherwise, in the resolution set out in Item No. 4 of this Notice.

Accordingly, your Board recommends passing of the resolution as set out under Item No. 4 of this Notice as Special Resolution.

Item No. 5: Variation in Terms of Remuneration payable to Mrs. Tina Suzanne George (DIN: 09775050), Whole-Time Director of the Company

The Board of Directors at its Meeting held on December 23, 2024 appointed Mrs. Tina Suzanne George (DIN: 09775050) as a Whole-Time Director of the Company, for a period of 5 (Five) years w.e.f. December 23, 2024 till December 23, 2029. Subsequently, the appointment was approved by the Members of the Company vide Special Resolution passed through Postal Ballot on February 12, 2025, on such terms and conditions as noted in the said Postal Ballot notice.

In view of the evolving business needs and the Executive Director's enhanced role and contributions, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, at its Meeting held on August 05, 2025, proposed a revision in the terms of remuneration payable to Mrs. Tina Suzanne George, Whole Time Director of the Company, to better reflect the responsibilities and performance expectations associated with the position and to entitle her with other specific components such as perquisites, benefits, allowances, other amenities in addition to the basic salary drawn and bonus / performance linked incentive and / or commission to be paid.

The Board is of the view that the revised remuneration proposal is critical and justified, considering the following factors:

- **Expanded Role and Responsibilities:** Over the course of her tenure, the Whole-Time Director has assumed additional strategic and operational responsibilities, including oversight of various business projects and compliances, which are critical to the Company's long-term growth and sustainability.
- **Performance Excellence:** Mrs. Tina has consistently demonstrated high levels of commitment, leadership and performance, contributing significantly to the Company's financial results, operational efficiency and stakeholder value.
- **Industry Benchmarking:** The proposed remuneration aligns with the industry standards and peer companies of similar size and complexity, ensuring competitiveness and fairness.

- **Compliance and Governance:** The proposed variation complies with the provisions of Section 196, 197 and Schedule V of the Companies Act, 2013 and has been reviewed and recommended by the Nomination and Remuneration Committee in accordance with the Company's remuneration policy.

The revised remuneration to be payable to Mrs. Tina Suzanne George is as proposed below:

Salary: Mrs. Tina Suzanne George be entitled to a salary of ₹ 7,50,000/- (Rupees Seven Lakhs Fifty Thousand only) per month, in addition to other perquisites, benefits and amenities as stated below, effective from the date of appointment.

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

Perquisites, Benefits and Amenities:

Mrs. Tina Suzanne George be entitled to the following perquisites, benefits and amenities:

- Medical Insurance:** shall be entitled to Mediclaim Policy for self, spouse & two children.
- Personal Accident Insurance and Group Term Insurance Coverage:** shall be entitled to Personal Accident Insurance and Group Term Insurance Coverage as per rules of the Company.
- Provident Fund:** shall be entitled to contribution to the Company's Provident Fund Scheme, in accordance with the rules of the Scheme.
- Gratuity:** shall be entitled to Gratuity as per the rules of the Company.
- Reimbursement of Expenses:** shall be entitled to reimbursement of expenses incurred by her for the purpose of the business of the Company as per the rules of the Company.

Mrs. Tina Suzanne George shall be entitled to such other benefits, amenities and perquisites as the Board of Directors of the Company may determine from time to time.

The Company's contribution to provident fund to the extent not taxable under the Income Tax Act, 1961, gratuity payable at the rate not exceeding half a month's Salary for each completed year of service and encashment of leave at the end of tenure shall not be included in the computation of the ceiling on remuneration specified in Section II and Section III of Schedule V of the Companies Act, 2013. The total remuneration payable to Whole-Time Director shall not exceed 5% of net profit of the Company as per Section 197 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Minimum Remuneration:

Where in any financial year during the tenure of appointment, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mrs. Tina Suzanne George, the salary, bonus / performance linked incentive / commission and other perquisites as stated herein above, as the minimum remuneration, subject to the limits specified under Section II and Section III of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force). If such minimum remuneration is in excess of ceiling, prescribed under Schedule V to the Companies Act, 2013, the Company shall seek permission of Shareholders as may be necessary in accordance with the provisions governing payment of remuneration in force at the relevant point of time.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the revision in remuneration payable to Mrs. Tina Suzanne George, Whole-Time Director, as decided by the Board of Directors is required to be approved by the Members. The Board of Directors, accordingly, recommends the variation in terms of remuneration payable to Mrs. Tina Suzanne George (DIN: 09775050), Whole-Time Director and the same is placed before the Members for their approval.

Thus, the Members are requested to consider revision of remuneration payable to Mrs. Tina Suzanne George (DIN: 09775050), Whole-Time Director of the Company. In accordance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations and relevant Rules made thereunder, consent of the Members is being sought by way of Ordinary Resolution.

Except Mrs. Tina Suzanne George and her relatives, to the extent of their shareholding, none of the Directors or Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set forth in this notice.

For and on behalf of Board of Directors

Sd/-

Deepa G

Company Secretary & Compliance Officer

Membership No.: A68790

Place: Kochi

Date: August 05, 2025

Additional Information pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM

Information as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings for re-appointment of the Director is given hereunder:

Particulars	Details
Name of the Director	Mrs. Ritu Elizabeth George
DIN	10766726
Date of Birth	November 13, 1991
Age	33 years
Qualification	Masters' in Hospitality Management
Brief Profile and Expertise in specific functional areas	<p>Mrs. Ritu Elizabeth George is the Associate Vice President of Human Resources at MFL One - a Special Business Unit of Muthoot Fincorp Limited, part of the Muthoot Pappachan Group, which has existed for more than 135 years. With a strong foundation in economics and hospitality management, Mrs. Ritu has built a diverse career across multiple industries, including hospitality, risk analysis, and entrepreneurship.</p> <p>Mrs. Ritu began her professional journey in the field of risk analysis at KPMG. As a risk analyst, she was responsible for conducting internal audits for various multinational companies, conducting compliance and process audits. This experience broadened her expertise in corporate governance and compliance, adding a new dimension to her professional portfolio.</p> <p>Following her time in corporate, Mrs. Ritu went on to pursue a Masters' in Hospitality Management from Le Cordon Bleu in Australia and transitioned to hospitality, gaining valuable experience at renowned organizations such as Hilton and Novotel in Australia. Here, she built her skills in guest relations and people management, fostering a deep passion for creating positive customer experiences and driving team engagement. In her current role at MFL One, Mrs. Ritu leverages her diverse background to lead human resources initiatives, focusing on employee engagement, performance management and learning and development. She was instrumental in single handedly planning and executing a 360-degree performance management method for MFL ONE in its first year of inception. Her ability to connect with people and her deep understanding of human behaviour have been pivotal in fostering a positive and dynamic workplace culture.</p> <p>Beyond her professional achievements, Mrs. Ritu is passionate about continuous learning and personal growth. Mrs. Ritu's entrepreneurial spirit led her to</p>

Particulars	Details
	establish Asoy, a luxury scented candle brand. Her venture into entrepreneurship reflects her creative side and her keen aesthetic sense as well as her dedication to creating quality products. Mrs. Ritu embodies a blend of professional excellence, entrepreneurial spirit, and a genuine passion for people enabling her to make a positive impact in every endeavour she undertakes.
Terms and conditions of re-appointment	Mrs. Ritu Elizabeth George was appointed as a Non-Executive Director of the Company w.e.f. December 23, 2024. In terms of Section 152(6) of the Companies Act, 2013, she is liable to retire by rotation.
Remuneration last drawn	Nil
Designation	Non-Executive Director
Remuneration proposed to be paid	Nil
Date of first appointment on the Board	December 23, 2024
Number of Shares held in the Company as on March 31, 2025	64,118 Equity shares (0.39%)
Relationship with other Directors / Manager and other Key Managerial Personnel of the Company	Related to Mrs. Tina Suzanne George, Whole-Time Director (Sister)
Number of Meetings of the Board attended during the year 2024-25	04 (Four)
Directorships held in other Listed / Public Companies as on March 31, 2025	None
Chairmanship / Membership of Committees of other Boards as on March 31, 2025	None
Listed entities from which the Director has resigned in the past three years	None

Additional Information required to be furnished 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

Particulars	Details
Name	Mrs. Tina Suzanne George
DIN	09775050
Date of Birth	September 21, 1989
Age	35 years
Nationality	Indian
Qualification	Chartered Accountant
Brief Profile and Expertise in specific functional areas	<p>Mrs. Tina Suzanne George has been an integral part of the Company since October 03, 2017 and her tenure has been marked by significant contributions across various facets of the organization. Her upcoming transition to the role of Executive Director is a result of a carefully planned succession strategy, recognizing her extensive expertise and involvement.</p> <p>Her financial acumen is evident from her thorough understanding of tax and regulatory systems. She has consistently reviewed financial statements and conducted monthly assessments of financial performance, as well as monitored asset and liability positions since joining the Company.</p> <p>In the Strategy Department, she was instrumental in leading and shaping key initiatives. Her active participation in material committees and her strategic input have been crucial in aligning decisions with the Company's broader objectives and market demands. Her deep knowledge of financial markets, investment strategies, and regulatory requirements has been vital.</p> <p>Her previous experience in corporate lending provided her with valuable exposure to other NBFCs, enhancing her understanding of their operational and financial metrics. Mrs. Tina has demonstrated strong leadership skills, notably through her focus on technological transformation projects. As the project lead for HRMS implementation, she has overseen several key initiatives, including the Data Lake and Analytics projects, which aim to enhance the company's competitive edge.</p> <p>Her ability to foster innovation and embrace technological advancements has been a driving force behind MCSL's digital transformation. Her strategic networking skills have enabled her to build and maintain valuable relationships with key stakeholders and industry peers.</p> <p>Additionally, she played a crucial role in the Company's hiring practices. Her involvement in recruiting top talent and aligning new hires with the Company's vision and</p>

Particulars	Details
	<p>strategic goals has been a key factor in building a high-performing team that supports the company's long-term success.</p> <p>Her seamless integration across various business verticals, combined with her strategic insight and operational expertise, positions her exceptionally well for the role of Executive Director. Her hands-on experience and leadership underscore her readiness to guide the Company into its next phase of growth and success.</p>
Terms and Conditions of Appointment	Mrs. Tina Suzanne George shall be appointed as Whole Time Director for a period of 5 years with effect from December 23, 2024. Mrs. Tina Suzanne George shall not be liable to retire by rotation. She shall devote her whole time and attention to the business of the Company and perform such duties as may be entrusted to her by the Board from time to time.
Remuneration last drawn	<p>₹ 7,50,000/- (Rupees Seven Lakhs Fifty Thousand only) per month</p> <p>The annual increment which will be effective from April 1, each year, will be decided by the Board based on the recommendations of the NRC not exceeding 15% every year, subject to Schedule V of the Companies Act, 2013. The recommendation of NRC will be based on the Company's performance and individual performance and as per the terms and conditions of the Company</p>
Designation	Whole-Time Director
Remuneration proposed to be paid	<p>In addition to the terms of remuneration as described above, the following terms of remuneration are also proposed:</p> <p>Perquisites, Benefits and Amenities:</p> <p>Mrs. Tina Suzanne George be entitled to the following perquisites, benefits and amenities:</p> <p>(a) Medical Insurance: shall be entitled to Mediclaim Policy for self, spouse & two children.</p> <p>(b) Personal Accident Insurance and Group Term Insurance Coverage: shall be entitled to Personal Accident Insurance and Group Term Insurance Coverage as per rules of the Company.</p> <p>(c) Provident Fund: shall be entitled to contribution to the Company's Provident Fund Scheme, in accordance with the rules of the Scheme.</p> <p>(d) Gratuity: shall be entitled to Gratuity as per the rules of the Company.</p> <p>(e) Reimbursement of Expenses: shall be entitled to reimbursement of expenses incurred by her for the purpose of the business of the Company as per the rules of the Company.</p>

Particulars	Details
	Mrs. Tina Suzanne George shall be entitled to such other benefits, amenities and perquisites as the Board of Directors of the Company may determine from time to time. Further details are more explicitly mentioned in the Explanatory Statement annexed to this Notice.
Date of appointment on the Board	December 23, 2024
Number of Shares held in the Company as on March 31, 2025	52,991 Equity Shares (0.32%)
Relationship with other Directors / Manager and other Key Managerial Personnel of the Company	Related to Mrs. Ritu Elizabeth George, Non-Executive Non-Independent Director (Sister).
Number of Meetings of the Board attended during FY 2024-25	04 (Four)
Directorships held in other Listed / Public Companies as on March 31, 2025	None
Chairmanship / Membership of Committees of other Boards as on March 31, 2025	None
Listed entities from which the Director has resigned in the past three years	None