



Notice to Members

Notice is hereby given that the 16th Annual General Meeting of the Members of the Company will be held on Monday, September 07th, 2026 at 11:00 am (IST) at the Registered office of the Company situated at T.C 14/2074 -7, Muthoot Centre, Punnen Road, Trivandrum, Kerala – 695 039 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2026 and the Statement of Changes in Equity, the Statement of Cash Flows for the year ended on 31st March 2026, notes to the Ind AS financial statements including a summary of significant accounting policies and other explanatory information together with the Reports of the Directors and Auditors thereon:

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

“RESOLVED THAT the Audited Financial Statements of the Company including the Balance Sheet as at 31st March, 2026, Statement of Profit and Loss Account ending on that date, along with Cash Flow Statement for the year ended on 31st March, 2026, along with the Notes to the Ind AS Financial Statements, including a summary of significant accounting policies and other explanatory information, and the Reports of the Board of Directors and the Statutory Auditors thereon, be and are hereby received, considered and adopted.”

2. To appoint a director in place of Mr. Thomas John Muthoot, Director (DIN: 00011618) retiring by rotation and being eligible, offers himself for re-appointment:

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

“RESOLVED THAT pursuant to the provisions of Section 152(6) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Thomas John Muthoot, Director (DIN: 00011618), who retires by rotation at this Annual General 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 and he met the “Fit and Proper” criteria as prescribed by the Reserve Bank of India.”

SPECIAL BUSINESS:

- 3. To Consider and approve the appointment the Ms. Shweta Ann George (DIN:11742804) as Director (Non-Executive, Non-Independent) of the Company.**

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

“RESOLVED THAT pursuant to the recommendations of the Nomination and Remuneration Committee, as duly considered and endorsed by the Audit Committee, to the Board of Directors and pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed thereunder and the Articles of Association of the Company and other regulatory requirements, the consent of the Members of the Company be and is hereby accorded for the appointment of Ms. Shweta Ann George (DIN: 11742804) as a Director (Non-Executive, Non-Independent) of the Company, liable to retire by rotation with immediate effect and without any remuneration, in accordance with the applicable provisions of the Act and other applicable laws.

RESOLVED FURTHER THAT Ms. Shweta Ann George (DIN: 11742804) has submitted her consent to act as director in Form DIR-2 along with intimation pursuant to Section 164(2) and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014 and notice of interest pursuant to Section 184(1) & Rule 9(1) of Companies (Meeting of board and powers) Rules 2014 in Form DIR-8 and MBP-1 as required under the Companies Act, 2013.

RESOLVED FURTHER THAT Ms. Shweta Ann George (DIN: 11742804) has submitted her declaration and met the “Fit and Proper” criteria as prescribed by Reserve Bank of India.

RESOLVED FURTHER THAT Mr. Thomas John Muthoot, Director (DIN: 00011618), and Mr. Sumesh S., Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution including obtaining all requisite approvals, signing and executing all necessary documents, writings and applications, and filing the requisite e-forms, returns and other documents



with the Registrar of Companies and such other statutory or regulatory authorities as may be required under the applicable laws.

RESOLVED FURTHER THAT Mr. Thomas John Muthoot, Director (DIN:00011618) and Mr. Sumesh. S, Company Secretary and Compliance Officer be and are hereby authorized severally to furnish necessary certified copies of the above resolution”.

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

SUMESH
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Digitally signed by
SUMESH S
Date: 2026.08.12
11:21:12 +05'30'

Place: Trivandrum

Date: 12.08.2026

Sumesh S.
Company Secretary and Compliance officer
ACS: 29833



NOTES:

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. Proxies, in order to be valid, must be duly filled in, signed and deposited at the Registered Office of the Company at least 48 hours before the commencement of the Meeting. A proxy form (Form MGT - 11) is annexed to this notice.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send the Company a certified copy of the board resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts relating to the business under Item Number 3 to be transacted at the meeting, is annexed hereto and forms part of this Notice.
4. Members/Proxies are requested to bring the attendance slip (annexed to this notice) duly filled in for attending the meeting.
5. Members holding shares in dematerialized form are requested to write their client ID and DP ID Numbers in attendance slip and in all their correspondence with the Company. Those who hold shares in physical form are requested to write their folio number in the attendance slip.
6. Members are requested to intimate changes, if any, in the registered addresses to the Company in case of shares held in physical form and to their respective Depository Participant (DP) for the shares held in dematerialized form.
7. Members may kindly regularly update the changes in bank account with the following information in your DP account for the shares held in dematerialized form and with the Company in case of shares held in physical form:
 - Bank account number in full,
 - MICR Code,
 - IFS Code,
 - Full name of the Bank and address of the branch,
 - email address.



The correct and complete particulars will help us to serve you better by timely credit of your future dividends immediately on payment by means of electronic credit.

8. The Register of Directors & Key Managerial Personnel and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 and all other documents referred to in the notice and explanatory statement, will be available for inspection by the members of the Company at the Registered office of the Company during business hours 10:00 A.M. to 06:00 P.M. (except Saturday and Sunday) up to the date of Annual General Meeting and will also be available during the Annual General Meeting.
9. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
10. Members who would like to ask questions on Accounts are requested to send their questions to the Registered Office of the Company before the Annual General Meeting to enable the Company to prepare suitable replies to such questions.
11. Electronic copy of the Annual Report for the FY 2025-26 and Notice of the 16th AGM of the Company along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same.
12. Members may also note that the notice of the 16th AGM and the Annual Report for the FY 2025-26 will be available on the Company's website, www.muthoothousing.com. Members who require physical copy of the same, may write to us at sumesh.s@muthoot.com.
13. The route map and prominent landmark of the venue of the meeting is provided in this Notice.



Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

The following statement sets out all material facts relating to special business(es) mentioned in the accompanying Notice:

Item No. 3: - To Consider and approve the appointment the Ms. Shweta Ann George (DIN:11742804) as Director (Non-Executive, Non-Independent) of the Company.

The Members are hereby informed that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the rules made thereunder, the Articles of Association of the Company and other applicable regulatory requirements, the Company proposes to appoint Ms. Shweta Ann George (DIN: 11742804) as a Director (Non-Executive, Non-Independent) of the Company, liable to retire by rotation, without any remuneration for holding the office of Director in accordance with the applicable provisions of the Act and other applicable laws.

The Nomination and Remuneration Committee (“NRC”) at its meeting held on August 07, 2026, considered the candidature of Ms. Shweta Ann George (DIN: 11742804) for appointment as a Director (Non-Executive, Non-Independent) of the Company and, after taking into consideration her qualifications, professional experience, background and suitability for the role, recommended her appointment to the Audit Committee.

The Audit Committee, at its meeting held on August 07, 2026, considered the recommendation of the NRC and reviewed the candidature of Ms. Shweta Ann George (DIN: 11742804). After due consideration, the Audit Committee recommended the proposal for appointment of Ms. Shweta Ann George (DIN: 11742804) as a Director (Non-Executive, Non-Independent) of the Company to the Board of Directors for their consideration and approval.

The Board of Directors, at its meeting held on August 07, 2026, considered the recommendations of the NRC and the Audit Committee and approved the proposal for appointment of Ms. Shweta Ann George (DIN: 11742804) as a Director (Non-Executive, Non-Independent) of the Company, without any remuneration for holding the office of Director in accordance with the applicable provisions of the Act and other applicable laws, subject to the approval of the members of the Company at the ensuing AGM.

Ms. Shweta Ann George has furnished her consent to act as a Director in Form DIR-2 pursuant to the provisions of the Act and rules made thereunder. She has also submitted a declaration in Form DIR-8 confirming that she is not disqualified from being appointed as a Director under Section 164(2) of the Act, disclosure of interest in Form MBP-1 pursuant to Section 184(1) of



the Act, and such other declarations as may be required under the applicable Reserve Bank of India Directions/Guidelines.

The brief profile, qualifications, experience and background of Ms. Shweta Ann George are provided below for the consideration of the members:

Name	Qualification	Experience	Background
Shweta Ann George	Master's in digital Transformation and Leadership – ESCP Business School, London & Paris Bachelor of Commerce (International Studies) – University of New South Wales, Sydney	Over 4 years of professional experience • Mar 2021 – Sept 2024: Muthoot Fincorp Limited /Muthoot Pappachan Group • Sept 2025 – Mar 2026: Havas Media Network, Paris	Strategic marketing and digital transformation professional with experience across consumer marketing, data analytics, and omnichannel brand development in India and Europe. International academic and professional exposure across five countries, with experience within global brand ecosystems including LVMH, L'Oréal, and Havas Media Network. Brings a global perspective to digital transformation, consumer brand strategy, and international market development.

The Board is of the view that the association of Ms. Shweta Ann George with the Company would be beneficial and would enable the Company to leverage her knowledge, expertise and experience in the areas of digital transformation, strategic marketing and consumer-focused initiatives.

Accordingly, the Board recommends the appointment of Ms. Shweta Ann George (DIN: 11742804) as a Director (Non-Executive, Non-Independent) of the Company, liable to retire by rotation, without any remuneration for holding the office of Director pursuant to the applicable provisions of the applicable laws, for the approval of the members by way of an Ordinary Resolution.



None of the Directors and Key Managerial Personnel (KMP) other than Mr. Thomas John Muthoot, Mr. Thomas George Muthoot, Mr. Thomas Muthoot and Mrs. Suzannah Muthoot Directors and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice.

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

SUMESH S Digitally signed by
SUMESH S
Date: 2026.08.12
11:21:44 +05'30'

Place: Trivandrum
Date: 12.08.2026

Sumesh S.
Company Secretary and Compliance officer
ACS: 29833



Form No. MGT-11
PROXY FORM

[Pursuant to the provisions of Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Venue of the meeting	Muthoot Housing Finance Company Ltd, Muthoot Centre, Punnen Road, Trivandrum – 695 039.
Date & Time	September 07 th , 2026 and 11:00 am (IST).
Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No./ Client ID	
DP ID	

I/We, being the Member(s) of equity shares of Rs. 10 each of Muthoot Housing Finance Company Limited, hereby appoint:

- | | | |
|--------------------|--------------------|--------------------|
| 1. Name : | 2. Name : | 3. Name: |
| E-mail Id: | E-mail Id: | E-mail Id: |
| Address : | Address: | Address: |
| Signature :..... | Signature:..... | Signature:..... |
| or failing him/her | or failing him/her | or failing him/her |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 16th Annual General Meeting of the Company will be held at 11:00 am on Monday the 07th Day of September, 2026 at the Registered Office of the Company at Muthoot Centre, Punnen Road, Trivandrum-695039 and at any adjournment(s) thereof, in respect of the resolutions, as indicated below:

Resolution Numbers	Particulars of Business		
	<u>ORDINARY BUSINESS</u>	For	Against
1.	To receive, consider and adopt the Audited Balance Sheet as at 31 st March 2026 and the Statement of Changes in Equity, the Statement of Cash Flows for the year ended on 31 st March 2026, notes to the Ind AS financial statements including a summary of significant accounting policies and		



	other explanatory information together with the Reports of the Directors and Auditors thereon.		
2.	To appoint a Director in place of Mr. Thomas John Muthoot, Director (DIN:00011618) retiring by rotation and being eligible, offers himself for re-appointment.		
<u>SPECIAL BUSINESS</u>			
3.	To Consider and approve the appointment the Ms. Shweta Ann George (DIN:11742804) as Director (Non-Executive, Non-Independent) of the Company.		

Signature of Shareholder..... Signature of Proxy holder(s).

AFFIX
Revenue
Stamp of
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Signed this day of 2026

Note:

- This form of proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.*
- It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'for' or 'against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.*

ATTENDANCE SLIP

SIXTEENTH ANNUAL GENERAL MEETING ON MONDAY, SEPTEMBER 07TH, 2026.

Regd. DPID/Client ID/Folio No :

No: of Shares held.....

I certify that I am the registered Shareholder / Proxy for the Registered Shareholder of the Company.

I hereby record my presence at the 16th Annual General Meeting of the Company at the Registered Office of the Company at Muthoot Centre, Punnen Road, Trivandrum – 695 039 at 11:00 AM (IST) on Monday, the 07th day of September, 2026.

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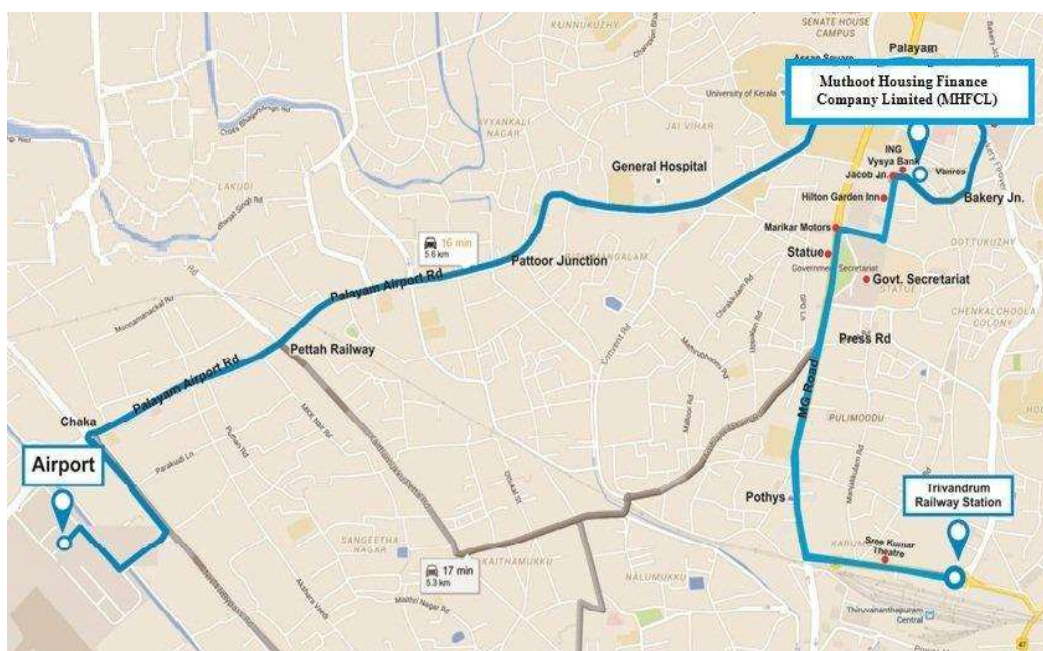
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Name of the Member / Proxy
(in Block Letters)

Signature of the Member / Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies at the copies of the Annual Report to the AGM

ROUTE MAP TO THE VENUE



Muthoot Housing Finance Company Limited.

Corporate Identity Number (CIN) U65922KL2010PLC025624

Registered Office : TC No. 14/2074-7, Muthoot Centre, Punnen Road, Thiruvananthapuram 695039, Kerala, India.

Corporate Office : 12A 01, 13th Floor, Parinee Crescenzo, Plot No. C-38 & C-39, Bandra Kurla Complex - G Block, Bandra (East), Mumbai - 400 051, India.

T : +91-22-62728500 e-mail : muthoot@muthoot.com

www.muthoothousing.com