Date: 07th November, 2026

To,
The Manager
Listing Department
BSE Limited
PJ Towers, Dalal Street, Fort
Mumbai – 400 001

Dear Sir/Madam,

Sub: - Intimation under Regulation 50(2)(a) of SEBI (LODR) Regulations, 2015 for 02nd Extraordinary General Meeting dated 07th November, 2026.

Pursuant to Regulation 50(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that Second Extraordinary General Meeting of the members of Muthoot Housing Finance Company Limited is scheduled to be held on Thursday, 12th November, 2026, inter alia, to approve the following:

1) **Approval for Entering into a Related Party Transaction with Muthoot Fincorp Limited (MFL), the Holding Company, for Direct Assignment (Pool Buyout) Transactions.**

2) **Approval for Entering into a Related Party Transaction with Muthoot Fincorp Limited (MFL), the Holding Company, for a Co-Lending Arrangement.**

3) **Enhancement of Limits for Issue of Non-Convertible Debentures / Sub debt / short- term unsecured Commercial Papers / any other instruments on private placement basis, within the overall borrowing limit of Rs. 6000 Crores-Ratification**

The outcome of the meeting will be communicated to the Stock Exchange(s) in accordance with the applicable regulatory requirements.

We request you to kindly take the documents on record and kindly treat this as compliance with the Listing Regulations.

Thanking you

Yours faithfully
For MUTHOOT HOUSING FINANCE COMPANY LIMITED

SUMESH S
Digitally signed by SUMESH S
Date: 2026.11.07 16:32:41 +05'30'

Sumesh. S
Company Secretary and Compliance Officer

Notice to Members

Shorter Notice is hereby given that the Extra Ordinary General Meeting (2/2026-27) of the Members of the Muthoot Housing Finance Company Limited will be held on Thursday, 12th November 2026, at 11:00 A.M. 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.

SPECIAL BUSINESS:

1. **Approval for Entering into a Related Party Transaction with Muthoot Fincorp Limited (MFL), the Holding Company, for Direct Assignment (Pool Buyout) Transactions.**

   To consider, and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution.

   "RESOLVED THAT pursuant to the provisions of Sections 177 and 188 of the Companies Act, 2013, read with the rules made thereunder, and other applicable provisions, if any, and other applicable statutory and regulatory requirements, pursuant to the recommendations of the Audit Committee and the Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors of the Company to enter into Direct Assignment (Pool Buyout) transactions with M/s Muthoot Fincorp Limited (MFL), the Holding Company, for an aggregate amount not exceeding Rs.300 Crores (Rupees Three Hundred Crores Only) over a period of three years, on an arm's length basis and on such terms and conditions as may be mutually agreed between the parties.

   "RESOLVED FURTHER THAT the proposed transactions shall be undertaken subject to satisfactory completion of due diligence of the identified housing loan portfolio, including verification of the prescribed eligibility criteria and other applicable requirements, and applicable regulatory framework.

   "RESOLVED FURTHER THAT Mrs Suzannah Muthoot, Whole Time Director (DIN: 09792874) ,Mr George Koodaly, Chief Operating Officer, Mr. Yogesh Ratnakar Udhoji, Chief Financial Officer, Mr Ashish Chendwankar, Head Product and Mr. Sumesh S., Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to take such steps as may be necessary in relation to the above, and to sign and execute all deeds, documents, and writings, including any modifications as may be required, on behalf of the Company, and generally to do all acts, deeds, and things as may be necessary, proper, expedient, or incidental to give effect to the aforesaid resolution."

2) Approval for Entering into a Related Party Transaction with Muthoot Fincorp Limited (MFL), the Holding Company, for a Co-Lending Arrangement.

To consider, and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 177 and 188 of the Companies Act, 2013 and other applicable provisions, if any, read with the rules made there under, and applicable Reserve Bank of India Directions and other applicable statutory and regulatory requirements, other applicable provisions, if any, and pursuant to the recommendations of the Audit Committee and the Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors of the Company to enter into Co-lending arrangement with M/s Muthoot Fincorp Limited (MFL), the Holding Company, exclusively for eligible home/housing loan products, excluding Loan Against Property (LAP) products, for an aggregate funding commitment of the Company for an aggregate amount not exceeding Rs1000 Crores (Rupees One Thousand Crores Only) over a period of three years, on arm's length basis and in the ordinary course of business of the Company, and on such terms and conditions as may be mutually agreed between the parties.

"RESOLVED FURTHER THAT under the proposed Co-Lending Arrangement, the Company shall fund 90% and Muthoot Fincorp Limited shall fund and retain 10% of each eligible home/housing loan, with each party independently assuming and recording its respective share of the credit exposure in its books, subject to the applicable regulatory requirements.

"RESOLVED FURTHER THAT the proposed Co-Lending Arrangement shall be implemented only upon satisfactory completion of independent risk assessment, due diligence, legal and regulatory review, arm's length evaluation, finalisation and execution of the definitive Co-Lending Agreement and compliance with all applicable statutory, regulatory and internal approval requirements.

"RESOLVED FURTHER THAT Mrs Suzannah Muthoot ,Whole Time Director (DIN: 09792874) ,Mr George Koodaly, Chief Operating Officer, Mr. Yogesh Ratnakar Udhoji, Chief Financial Officer, Mr Ashish Chendwankar, Head Product and Mr. Sumesh S., Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to take such steps as may be necessary in relation to the above, and to sign and execute all deeds, documents, and writings, including any modifications as may be required, on behalf of the Company, and generally to do all acts, deeds, and things as may be necessary, proper, expedient, or incidental to give effect to the aforesaid resolution."

3) Enhancement of Limits for Issue of Non-Convertible Debentures / Sub debt / short-term unsecured Commercial Papers / any other instruments on private placement basis, within the overall borrowing limit of Rs. 6000 Crores-Ratification

To consider, and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to the Special Resolution passed by the Members of the Company at the Extra Ordinary General Meeting held on 02nd June, 2026, and pursuant to the provisions of Sections 42 and 71 of the Companies Act, 2013 ("the Act"), read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other applicable laws, rules, regulations, directions and guidelines, the consent of the Members of the Company be and is hereby accorded to ratify and enhance the existing limit for issuance of secured/unsecured/subordinated, rated/unrated, listed/unlisted Non-Convertible Debentures ("NCDs")/Sub debt or any other debt instruments on a private placement basis from Rs. 300,00,00,000/- (Rupees Three Hundred Crores Only) to Rs. 600,00,00,000/- (Rupees Six Hundred Crores Only), in one or more tranches, to any category of investor(s) eligible to invest in the NCDs/Sub debt/any other debt instruments, on such terms and conditions as may be determined by the Board of Directors/Debenture Issue Committee, for the remaining period of one year from the date of passing of the original Special Resolution by the Members (i.e. June 02, 2026), within the existing overall borrowing limits of Rs. 6000,00,00,000/- (Rupees Six Thousand Crores Only) of the Company.

"RESOLVED FURTHER THAT pursuant to the Special Resolution passed by the Members of the Company at the Extra Ordinary General Meeting held on 02nd June, 2026 and pursuant to the applicable provisions of the Companies Act, 2013 and in accordance with the directions issued by the Reserve Bank of India and other applicable regulations, the consent of the Members of the Company be and is hereby accorded to ratify and enhance the existing limit for issuance of Listed Commercial Papers ("CPs"), in the form of promissory notes or such other form as may be customary in the money market, from Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) to Rs. 300,00,00,000/- (Rupees Three Hundred Crores Only), in one or more tranches, within the existing overall borrowing limits of Rs. 6000,00,00,000/- (Rupees Six Thousand Crores Only) of the Company, on such terms and conditions as may be determined by the Board/Debenture Issue Committee.

"RESOLVED FURTHER THAT all other terms, conditions and authorisations contained in the Special Resolution passed by the Members at the Extra Ordinary General Meeting held on 2nd June 2026 shall remain unchanged and continue to be in full force and effect.

"RESOLVED FURTHER THAT the Debenture Issue Committee be constituted comprising of the following Directors of the Company namely Mr. Thomas John Muthoot, Mr. Thomas George Muthoot and Mr. Thomas Muthoot and the Board /Debenture Issue Committee be and are hereby severally authorised to determine the terms of issue including the class of investors to whom NCDs)/sub debt /any other debt instruments are to be issued, time, securities to be offered, the number of NCDs)/sub debt/any other debt instruments, tranches, issue price, tenor, interest rate, premium/discount, listing and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/documents/ undertakings/ agreements/ papers/ writings, as may be

required in this regard including Commercial Papers.

"RESOLVED FURTHER THAT the Debenture Issue Committee be and is hereby authorized to use and affix the Common Seal of the Company in accordance with the Articles of Association of the Company on all relevant necessary agreements, undertakings, deeds or other documents, certificates, and paper documents if any required to be executed under the Common Seal of the Company in connection with the Issue of the above instruments.

For and on behalf of the Board of Directors
Muthoot Housing Finance Company Limited

SUMESH S
Digitally signed by SUMESH S
Date: 2026.11.07 15:54:13 +05'30'

Place: Trivandrum
Date: 07.11.2026

S. Sumesh
Company Secretary
Membership No.: A29833

Notes:

a. **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 form of proxy is enclosed.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent 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 proxy for any other person or member.

b. **Corporate Members intending to send their authorized representative to attend the Meeting are requested to send at the Registered Office of the Company, a duly certified copy of the Board Resolution, authorizing their representative to attend and vote on their behalf at this General Meeting.**

c. **Queries proposed to be raised at the Extra Ordinary General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Extra Ordinary General Meeting to enable the management to keep the information ready at the meeting.**

d. **Members / Proxies should fill-in the attendance slip for attending the Meeting and bring their attendance slip along with their copy of the Notice to the Meeting.**

e. **Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business in the Notice is annexed hereto.**

f. **The Extra-Ordinary General Meeting is called at a shorter notice, and hence the enclosed form may be filled and returned giving your consent for calling the Extra-Ordinary General Meeting at shorter notice under Section 101(1) of the Companies Act, 2013.**

g. **The Map showing the route to reach the venue of the meeting is also enclosed.**

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 1: Approval for Entering into a Related Party Transaction with Muthoot Fincorp Limited (MFL), the Holding Company, for Direct Assignment (Pool Buyout) Transactions.

The provisions of Section 188 of the Companies Act, 2013, mandates prior approval of members by means of an ordinary resolution for related party transactions exceeding the thresholds as prescribed thereunder, even if such transactions are in the ordinary course of the business of the concerned company and at an armlength basis.

M/s Muthoot Fincorp Limited (MFL), Holding Company has originated a standard housing loan portfolio which is seasoned, granular and secured by residential properties. The Company proposes to acquire, through direct assignment, a standard housing loan portfolio originated by Muthoot Fincorp Limited (MFL), aggregating up to Rs.300 Crores over the next three years. The portfolio shall comprise identified home loan accounts that satisfy pre-defined eligibility criteria relating to seasoning, delinquency, loan-to-value ratio and documentation standards. Under the proposed structure, MFL will act as the originator and seller of the pool, Muthoot Housing Finance Company Limited ("MHFCL") will be the buyer and economic owner of the assigned loans, and MFL may continue to service the pool as a servicer, with EMIs flowing to MHFCL after deduction of servicing fees, in line with market practice for direct assignment transactions. The purchase consideration will be determined based on an objective valuation methodology, taking into account outstanding principal, expected contractual cash flows, portfolio performance, credit characteristics, expected losses, target yield for MHFL, and prevailing market conditions.

Rationale for Arrangement

This acquisition serves two critical, interconnected objectives:

a. **Ensuring Compliance:** To significantly strengthen compliance with the Principal Business Criteria (PBC) by shifting the asset mix away from large cash balances (which adversely impact the PBC calculation) towards productive housing loan assets.
b. **Enhancing Returns:** To deploy surplus liquidity, currently earning approximately 6.0%–6.5% through debt mutual funds and fixed deposits, into a higher-yielding housing loan portfolio, generating an expected effective yield of approximately 10%.

<u>Description of the Transaction – Pool Acquisition (Direct Assignment)</u>

MHFCL will acquire from MFL an identified pool of standard housing loans that satisfy, interalia, the following eligibility conditions:

a. Accounts classified as standard, with 0 days past due at cut-off and no history of 30+DPD.
b. Minimum seasoning of at least six months from date of first EMI, ensuring sufficient performance track record.

c. Maximum loan-to-value (LTV) ratio of 90% and completed disbursements, with valid and enforceable security and documentation.
d. Acceptable credit bureau scores and controlled EMI bounce rates in recent periods.

The purchase price will be determined with reference to the outstanding principal and the expected cash flows from the pool, reflecting MHFCL's required yield and risk appetite; any discount or premium over principal will be commercially justified based on the assessed quality and expected performance of the loans.

The Audit Committee and the Board, based on the relevant details provided by the Management as required under applicable law, at their respective meetings held on 6th Day of November 2026, reviewed and approved the said transaction(s), subject to the approval of the Members, while noting that such transaction(s) would be undertaken on an arm's length basis and in the ordinary course of business of the Company.

Information required under Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014 is provided herein below:

SN	Particulars	Details
1	**Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)**	Muthoot Fincorp Limited, Holding Company
2	**Type, tenure, material terms and particulars**	**a) Type:** The Company proposes to enter into Direct Assignment (DA) Transactions with Muthoot Fincorp Limited, Holding Company. **b) Tenure:** 3 Years **c) Material terms and conditions:** The material terms and conditions are determined based on the relevant contracts, taking into consideration, inter alia, the prevailing market conditions and applicable commercial terms as of the date of execution of such contract(s). Approval of the shareholders by way of ordinary resolution is being sought.
3	**Value of the transaction**	Up to Rs. 300 Crores
4	**The percentage of the listed entity's annual consolidated turnover, for the immediately**	The annual turnover of the Company as of March 31, 2026, was Rs. 497.63 crs. The proposed transaction with MFL is for an

	preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided).	amount up to Rs. 300 crore, which exceeds the prescribed threshold prescribed under Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014.
5	**If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:**	Not Applicable
	i) details of the source of funds in connection with the proposed transaction;	
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure;	
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	
	iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT.	
6	**Justification as to why the RPT is in the interest of the listed entity**	**a) For the Muthoot Housing Finance Company Limited ("MHFCL"):** • **Portfolio Growth:** Enables MHFCL to acquire eligible housing loan receivables and support the growth and diversification of its housing loan portfolio. • **Efficient Capital Deployment:** Facilitates deployment of funds towards

		acquisition of income-generating housing loan assets without undertaking the complete origination process. • **Arm's-Length Acquisition:** Enables MHFCL to acquire the loan portfolio at an arm's-length consideration based on appropriate valuation and market-based parameters. **b) For Muthoot Fincorp Limited ("MFL"):** • **Liquidity and Efficient Management:** Enables MFL to monetise eligible housing loan assets and efficiently manage its liquidity and balance sheet composition. • **Capital Optimisation:** Facilitates efficient deployment of capital by transferring eligible loan exposures after satisfaction of the applicable regulatory requirements. • **Efficient Asset Management:** Provides MFL with an additional channel to manage its housing loan portfolio while continuing to service the assigned loans, where applicable.
7	**Any valuation or other external report relied upon by the listed entity in relation to the transactions**	Not Applicable
8	**Any other information that may be relevant**	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Accordingly, the approval of the Members is sought by way of an Ordinary Resolution as set out in Item No. 1 of the accompanying Notice.

None of the Directors/ KMP/ or their relatives of your Company are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

The relevant documents/papers referred to in the accompanying Notice and this Explanatory Statement are available for inspection by the Members at the Registered Office of the Company on all working days during business hours up to the date of commencement of the Extra-Ordinary General Meeting.

Item No. 2: Approval for Entering Related Party Transaction for Co-Lending Arrangement with MFL, Holding Company.

The provisions of Section 188 of the Companies Act, 2013, mandates prior approval of members by means of an ordinary resolution for related party transactions exceeding the thresholds as prescribed thereunder, even if such transactions are in the ordinary course of the business of the concerned company and at an armlength basis.

The Audit Committee and the Board, based on the relevant details provided by the Management as required under applicable law, at their respective meetings held on **6th Day of November 2026**, reviewed and approved the said transaction(s), subject to the approval of the Members, while noting that such transaction(s) would be undertaken on an arm's length basis and in the ordinary course of business of the Company.

Muthoot Housing Finance Company Limited ("MHFCL") proposes to enter into a co-lending arrangement involving a funding commitment of up to Rs.1000 Crores over a period of three years with M/s Muthoot Fincorp Limited ("MFL"), an RBI-regulated group entity, for identified lending products, including eligible HL products, in accordance with Part B of the Reserve Bank of India (Non-Banking Financial Companies – Transfer and Distribution of Credit Risk) Directions, 2025 dated November 28, 2025 (RBI Directions).The RBI Directions permit regulated entities to jointly originate and fund loans subject to governance, risk management, customer protection and regulatory requirements.

MHFL has specialised expertise in housing finance. MFL has an established customer franchise, distribution network and underwriting capabilities. The proposed arrangement is intended to combine the participating entities' capabilities, expand access to eligible credit, improve capital and funding efficiency, diversify funding sources and offer customers competitive lending solutions, while preserving independent credit decisions and regulatory compliance. The arrangement is distinct from an outsourcing or business referral model. Each participating regulated entity will fund and record its agreed share of each loan in its own books and independently comply with applicable prudential requirements. The parties' rights, responsibilities and operating processes will be set out in a Co-Lending Agreement executed before operations begin.

Proposed Co-Lending Structure

MHFL proposes to enter a separate arrangement with MFL for HL products. The parties will jointly originate and fund eligible exposures in a ratio agreed in the Co-Lending Agreement. Each party will independently assume and record its share of the credit exposure.

Particulars	Proposed Framework
Co-lending partners	MHFCL and MFL
Nature of arrangement	Co-lending in accordance with the RBI Directions and applicable policies
Eligible products	Identified HL products, subject to product-level approval and agreed eligibility criteria
Funding structure	Joint funding in the ratio to be agreed and documented in the Co-Lending Agreement
Proposed Limit	Rs.1000cr over next 3 years
Minimum retention	MFL shall retain at least 10% of each individual loan, or a higher commercially agreed share, in accordance with the RBI Directions
Credit appraisal	Independent appraisal by each co-lender under its respective credit and risk framework and the agreed operating model
Loan documentation	Borrower documentation and disclosures in accordance with applicable requirements and the agreed operating model in Co-Lending Agreement
Customer interface	Allocation of customer servicing and grievance responsibilities to be clearly documented
Security creation	As set out in the mutually agreed security structure and Co-Lending Agreement
Disbursement and repayment	Through the prescribed escrow mechanism and in accordance with the RBI Directions and Co-Lending Agreement
Asset classification	Each co-lender classifies and provisions its share under applicable prudential norms; borrower-level synchronisation applies as required
Recovery	Responsibilities and servicing arrangements to be specified in the Co-Lending Agreement
Credit Bureau Reporting	Both lenders are responsible for reporting their respective loan shares to the Credit Bureau

Proposed Transaction details and Size

Particulars	Proposed terms / basis
Parties and roles	MFL – Originating RE and proposed Servicer; MHFL – Partner RE.
Product scope	Home / housing loans only. LAP is outside the scope of this certificate.
MHFL funded limit	Rs. 1,000 crores representing MHFL's 90% funded share, as confirmed by management.
Implied aggregate portfolio at full utilisation	Approximately Rs. 1,111.11 crore (Rs. 1,000 crore ÷ 90%), based on MHFL's Rs. 1,000 crore funded share and the 90:10 funding ratio.
Implied MFL funded share at full utilisation	Approximately Rs. 111.11 crore, being 10% of the implied aggregate portfolio at full utilisation.
Borrower-facing blended rate	12%–18% p.a., as confirmed by management, to be applied by borrower-specific risk assessment and the aligned credit / Pricing policies.
MHFL hurdle rate	10.75% p.a., as confirmed by management, representing MHFL's internal hurdle rate for participation.
Credit policy and geographic eligibility	Management confirms that MHFL's credit policy is aligned with the co-lending partner's credit policy and that originated cases will fall within the parties' geographic presence.
Processing fees	100% of customer processing-fee income allocated to MFL. Management confirms that this is customer fee allocation and not an additional service charge.
Servicing fee	0.05%–0.10% p.a. payable to MFL for servicing and collection functions, calculated on the chargeable outstanding balance as set out in the Proposed CLA.
Penal charges	Actual penal-charge collections to be allocated MHFL: MFL in a 90:10 ratio, consistent with their respective funding shares.
MHFL funded limit	Rs. 1,000 crores representing MHFL's 90% funded share, as confirmed by management.
Implied aggregate portfolio at full utilisation	Approximately Rs. 1,111.11 crore (Rs. 1,000 crore ÷ 90%), based on MHFL's Rs. 1,000 crore funded share and the 90:10 funding ratio.

Implied MFL funded share at full utilisation	Approximately ₹111.11 crore, being 10% of the implied aggregate portfolio at full utilisation.

Strategic Rationale

The proposed arrangement is expected to allow MHFCL to use MFL's distribution and origination capabilities alongside MHFCL's housing finance expertise. It may support efficient capital deployment, funding diversification and broader customer reach. The product scope, funding ratio, pricing, servicing responsibilities, fees and other commercial terms remain subject to independent assessment, arm's length benchmarking and final agreement.

Information required under Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014 is provided herein below:

SN	Particulars	Details
1	**Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise).**	Muthoot Fincorp Limited, Holding Company
2	**Type, tenure, material terms and particulars**	**a) <u>Type:</u>** The Company proposes to enter into a Co-lending arrangement with Muthoot Fincorp Limited (MFL) **b) <u>Tenure</u>:** 3 Years **c)** Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing / extant market conditions and commercial terms as on the date of entering into the contract(s). **Approval of the shareholders by way of ordinary resolution is being sought.**
3	**Value of the transaction.**	Up to Rs. 1000 Crores
4	**The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis**	The annual turnover of the Company as of March 31, 2026, was Rs. 497.63 crs. The proposed transaction with MFL is for an amount up to Rs. 1000 crores, which exceeds the prescribed threshold prescribed under Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014.

	of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	
5	**If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:**	
	i) details of the source of funds in connection with the proposed transaction;	Not Applicable
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure;	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable
	iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
6	**Justification as to why the RPT is in the interest of the listed entity**	**For the Muthoot Housing Finance Company Limited ("MHFCL"):** ➢ Leverage MFL's distribution network and customer reach. ➢ Facilitate efficient deployment of capital and liquidity. ➢ Leverage MFL's complementary lending capabilities. ➢ Enable joint funding of eligible loan exposures. **For Muthoot Fincorp Limited ("MFL"):** ➢ Leverage MHFL's lending capabilities and product expertise. ➢ Facilitate joint funding of eligible loan exposures. ➢ Create operational and business synergies between the entities.

		➢ Utilise the respective strengths and resources of both entities.
7	**Any valuation or other external report relied upon by the listed entity in relation to the transactions.**	Not Applicable
8	**Any other information that may be relevant.**	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Accordingly, the approval of the Members is sought by way of an Ordinary Resolution as set out in Item No. 2 of the accompanying Notice.

None of the Directors/ KMP/ or their relatives of your Company are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

The relevant documents/papers referred to in the accompanying Notice and this Explanatory Statement are available for inspection by the Members at the Registered Office of the Company on all working days during business hours up to the date of commencement of the Extra-Ordinary General Meeting.

Item No. 3: Enhancement of Limits for Issue of Non-Convertible Debentures / Sub debt / short-term unsecured Commercial Papers / any other instruments on private placement basis, within the overall borrowing limit of Rs. 6000 Crores-Ratification

Considering the growing business requirements, working capital needs and future funding requirements of the Company, the Board of Directors of the Company, at their meeting held on 6th Day of November 2026 considered and recommended the ratification and enhancement of the existing limits for issuance of the following instruments, subject to the approval of the Members of the Company:

a) NCDs/Sub debt/other debt instruments: From Rs. 300,00,00,000/- (Rupees Three Hundred Crores Only) to Rs. 600,00,00,000/- (Rupees Six Hundred Crores Only).
b) Commercial Papers: From Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) to Rs. 300,00,00,000/- (Rupees Three Hundred Crores Only).

within the existing overall borrowing limits of Rs. 6000,00,00,000/- (Rupees Six Thousand Crores Only) of the Company.

Key rationale for the proposed enhancement:

a) **NHB Refinance:** Unsecured borrowings will enable us to preserve eligible loan pools for NHB refinance and optimise secured borrowing capacity.

b) **DA and Colending:** Retaining an unencumbered loan portfolio will provide greater flexibility to undertake additional DA and Colending transactions.

c) **Tight Banking Liquidity:** Given the prevailing liquidity constraints in the banking sector, additional funding avenues will reduce dependence on traditional bank borrowings.

d) **Borrowing Diversification:** Access to capital markets and a wider investor base will diversify our borrowing profile and reduce lender concentration.

e) **Cost and ALM Optimisation:** Flexibility to raise funds across different tenors will help optimise borrowing costs, manage liquidity and improve asset-liability matching.

f) **Business Growth:** The enhanced limits will provide additional funding headroom to support the Company's growing disbursement requirements.

The proposed enhancement will strengthen our funding flexibility, preserve the existing loan portfolio for strategic monetisation, and ensure diversified sources of liquidity to support future business growth and shall be in conformity and in compliance with all applicable rules, regulations and directions made in this regard, as amended from time to time. As per the provisions of Section 42 of the Companies Act, 2013 ("the Act") and the rules made thereunder, a Company offering or making an invitation to subscribe to NCDs/Sub debt/any other applicable debt instruments on a private placement basis is required to obtain approval of the Members by way of Special Resolution. Such approval by a Special Resolution can be obtained once a year for all offers and invitations for such securities to be made during the year.

The aforesaid issuance shall be undertaken on a private placement basis, in one or more tranches, within the existing overall borrowing limits of Rs. 6000,00,00,000/- (Rupees Six Thousand Crores Only), with authority to the Board/Debenture Issue Committee to determine the terms and conditions, including the issue price of the NCDs/Sub debt/short-term unsecured Commercial Papers/any other instruments, interest, repayment, security or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board/Debenture Issue Committee in its absolute discretion deems fit.

All other terms and conditions of the Special Resolution passed by the Members at the Extra Ordinary General Meeting held on 02nd June 2026 shall remain unchanged.

Accordingly, the approval of the Members is being sought by way of Special Resolution under Section 42 and other applicable provisions, if any, of the Act and the rules made thereunder, as set out in Item No. 3 appended to this Notice.

Hence, the Board of Directors accordingly recommends the Special Resolution set out at Item No. 31 of the accompanying Notice for the approval of the Members.

None of the Directors/KMP/or their relatives of your Company are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

The relevant documents/papers referred to in the accompanying Notice and this Explanatory Statement are available for inspection by the Members at the Registered Office of the Company on all working days during business hours up to the date of commencement of the Extra Ordinary General Meeting.

For and on behalf of the Board of Directors
Muthoot Housing Finance Company Limited

SUMESH S
Digitally signed by SUMESH S
Date: 2026.11.07 15:56:19 +05'30'

Place: Trivandrum
Date: 07.11.2026

S. Sumesh
Company Secretary
Membership No.: A29833

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, TC 14/2074-7, Muthoot Centre, Punnen Road, Trivandrum – 695 039, Kerala, India.

Date & Time : **12th November, 2026 at 11:00 A.M.**

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting **(2/2026-27)** of the Company will be held at **11.00 A.M. on Thursday the 12th Day of November 2026** at the Registered Office of the Company at TC 14/2074-7, Muthoot Centre, Punnen Road, Trivandrum-695039, Kerala, India, and at any adjournment(s) thereof, in respect of the resolutions, as indicated below:

S. No.	SPECIAL BUSINESSES:
1.	Approval for Entering into a Related Party Transaction with Muthoot Fincorp Limited (MFL), the Holding Company, for Direct Assignment (Pool Buyout) Transactions.
2.	Approval for Entering into a Related Party Transaction with Muthoot Fincorp Limited (MFL), the Holding Company, for a Co-Lending Arrangement.
3.	Enhancement of Limits for Issue of Non-Convertible Debentures / Sub debt / short-term unsecured Commercial Papers / any other instruments on private placement basis, within the overall borrowing limit of Rs. 6000 Crores-Ratification.

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

Signed this ..... day of 2026

AFFIX Revenue Stamp of Re. 1

Note:

1. *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.*
2. *A Proxy need not be a Member of the Company*

ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING **(2/2026-27)** ON **12th November,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 Extra Ordinary General Meeting **(2 /2026-27)** of the Company at the Registered Office of the Company at TC 14/2074-7, Muthoot Centre, Punnen Road, Trivandrum – 695 039, Kerala, India, at **11.00 A.M. on Thursday the 12th Day of November 2026.**

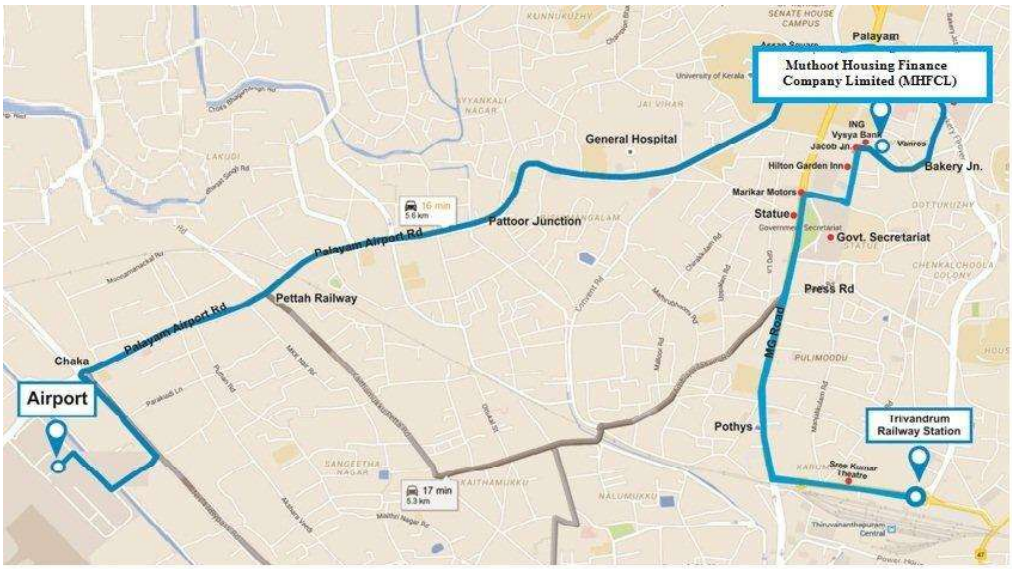
……..... …….....

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.

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