MFL/SEC/BSE/26-27/54

July 25, 2026

Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001
Scrip Code - 948016
Company Code: 10054

Dear Sir/Madam,

Sub: Notice of Extra Ordinary General Meeting (EGM) to be held on July 27, 2026

Please find enclosed the notice of EGM to be held on Monday, July 27, 2026.

Request you to kindly take on record the information and disseminate the same to the investors through the website.

Thanking you,

MUTHOOT FINCORP LIMITED
TRIVANDRUM
PUNNEN ROAD

For **Muthoot Fincorp Limited**

Sachu Sivas
Company Secretary
ICSI Membership No. ACS: 60475

Muthoot Fincorp Limited
(CIN: U65929KL1997PLC011518)
Registered Office: Muthoot Centre, TC No 27/ 3022,
Punnen Road, Thiruvananthapuram, Kerala, India - 695 001
(T): +91-471-2331427, 4911400, Fax: +91-471-2331560
Email: cs@muthoot.com
Website: www.muthootfincorp.com

Notice to Members

Notice is hereby given that the 2nd Extra Ordinary General Meeting (02/2026-27) of the members of Muthoot Fincorp Limited ("the Company") will be held at a shorter notice on Monday, July 27, 2026, at 10.30 A.M. (IST) at the Registered Office of the Company at Muthoot Centre, TC No 27/3022, Punnen Road, Thiruvananthapuram, Kerala, India - 695 001 to transact the following business: -

SPECIAL BUSINESS:

Item No. 1: To Consider and Approve the Sub-Division of Equity Shares and the Consequential Amendment to the Capital Clause of the Memorandum of Association

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

"RESOLVED THAT pursuant to provisions of Sections 13, 61(1)(d), 64 and all other applicable provisions, if any, of the Companies Act, 2013, as amended, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and rules notified thereunder ("**Companies Act**"), any other applicable laws and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, consent and approval of the shareholders be and is hereby accorded to sub-divide each of the 19,55,98,251 fully paid-up equity shares of the Company having a face value of ₹ 10 each into 97,79,91,255 equity shares having a face value of ₹ 2 each.

RESOLVED FURTHER THAT consent of members of the Company be and is hereby accorded to alter the authorised share capital of the Company, as currently set out in the Clause V of Memorandum of Association, by reclassifying 20,00,00,000 (Twenty Crores) unissued authorised Preference Shares of ₹10/- (Rupees Ten Only) each, aggregating to ₹200,00,00,000 (Rupees Two Hundred Crores), forming part of the authorised Preference Share Capital of the Company, as authorised Equity Shares, thereby reducing the authorised Preference Share Capital from ₹600,00,00,000 (Rupees Six Hundred Crores) divided into 60,00,00,000 (Sixty Crores) Preference Shares of ₹10/- (Rupees Ten Only) each to ₹400,00,00,000 (Rupees Four Hundred Crores) divided into 40,00,00,000 (Forty Crores) Preference Shares of ₹10/- (Rupees Ten Only) each, without any alteration in the aggregate authorised share capital of the Company.

RESOLVED FURTHER THAT consequently, pursuant to Section 13 and other applicable provisions of the Companies Act, the existing clause V of the memorandum of association of the Company be and is hereby substituted by the following:

V. The Authorised Share Capital of the Company is Rs. 1,000,00,00,000/- (Rupees One Thousand Crores Only) divided into 300,00,00,000 (Three Hundred Crores) Equity Shares of Rs. 2/- (Rupees Two Only) each and 40,00,00,000 (Forty Crores) preference shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT pursuant to the sub-division of the authorised share capital of the Company, the existing issued, paid-up and subscribed equity share capital of the Company as on the record date shall automatically, and without further corporate action required on the part of the Company, its Shareholders, or any other party, be sub-divided from ₹ 10 consisting of 19,55,98,251 equity shares of face value of ₹ 10 each to ₹ 2 consisting of 97,79,91,255 equity shares of face value of ₹ 2 each.

RESOLVED FURTHER THAT upon the sub-division of the Equity Shares as aforesaid, the equity shares held in the dematerialized form, the number of sub-divided equity shares be credited to the respective beneficiary accounts of the shareholders with the depository participants, in lieu of existing credits representing the equity shares before sub-division.

RESOLVED FURTHER THAT the exercise price of the options granted under the Employee Stock Option Plan 2018 (MFL Employee Stock Option Plan 2018) and the schemes thereunder ("**Plan**") and the total number of options that may be granted pursuant to the Plan shall be adjusted in proportion of the sub-division of the equity shares.

RESOLVED FURTHER THAT upon the sub-division of the equity shares of the Company, the conversion ratio and the number of equity shares issuable upon conversion of any outstanding preference shares or other convertible securities shall stand adjusted in the same proportion as the sub-division of the equity shares, in accordance with applicable laws.

RESOLVED FURTHER THAT on sub-division, subject to the applicable provisions of Companies Act, 2013 and the Articles of Association of the Company, such sub-divided equity shares shall rank pari passu in all respects with the existing fully paid-up equity shares of face value ₹ 10 each and shall be entitled to participate in full dividend to be declared after subdivided Equity Shares are allotted.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all the steps for giving effect to the aforesaid resolution, including making of necessary applications and / or filing necessary forms with the Registrar of Companies, Kerala and Lakshadweep at Ernakulam, or to any other statutory authority necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.

RESOLVED FURTHER THAT Mr. Thomas John Muthoot, Managing Director (DIN: 00011618), Mr. Shaji Varghese, Chief Executive Officer, Mr. Joseph Oommen, Chief Financial Officer and Mr. Sachu Sivas, Company Secretary of the Company be and are hereby severally authorized to take all the steps for giving effect to the aforesaid resolution, including making of necessary applications and / or filing necessary forms with the Registrar of Companies, Kerala and Lakshadweep at Ernakulam, or to any other statutory authority necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company and to furnish any returns or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.

RESOLVED FURTHER THAT a copy of the above resolutions, certified to be true by any Director or the Company Secretary, be forwarded to concerned authorities for necessary actions.**”**

Item No. 2: To Consider and Approve Raising Capital through an Initial Public Offering (IPO) of Equity Shares by way of a Fresh Issue and an Offer for Sale

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

“RESOLVED THAT in accordance with the provisions of Sections 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules framed thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended (including any statutory modifications or re-enactment thereof, for the time being in force, each as amended) (collectively, the “**Companies Act**”), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, as amended (“**SCRA**”) and the Securities Contracts (Regulation) Rules, 1957, as amended (“**SCRR**”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the Foreign Exchange Management Act, 1999, as amended (the "**FEMA**"), and the rules and regulations made thereunder including the Foreign Exchange Management (Non Debt Instruments) Rules, 2019, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Securities and Exchange Board of India (the "**SEBI**"), the Reserve Bank of India (the "**RBI**"), Government of India ("**GOI**") and any foreign investment law or policy or guidelines issued by RBI and any other applicable laws, rules and regulations issued by any other authority, in India or outside India (including any amendment thereto or re-enactment thereof, for the time being in force) (collectively, the "**Applicable Laws**"), and in accordance with the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreements to be entered into between the Company and the respective stock exchanges where the equity shares are proposed to be listed (the "**Stock Exchanges**"), and subject to any approvals, consents, permissions and sanctions as may be required from the Registrar of Companies, Kerala and Lakshadweep at Ernakulam ("**RoC**"), SEBI, RBI, the Department for Promotion of Industry and Internal Trade ("**DPIIT**"), Ministry of Commerce and Industry, the Department of Economic Affairs ("**DEA**"), GOI, the Stock Exchanges and all other appropriate governmental, regulatory, statutory authorities and departments (collectively the "**Regulatory Authorities**"), and any third parties including but not limited to lender(s) of the Company and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, waivers and sanctions, including the lender(s) of the Company and which may be agreed to by the board of directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to include the IPO committee of the Board ("**IPO Committee**") or any other duly constituted committee of the Board), consent and approval of the members of the Company be and is hereby accorded for an initial public offer of equity shares bearing face value of ₹ 2 each of the Company ("**Equity Shares**") and the Board be and is hereby authorised to create, offer, issue, allot and/or transfer Equity Shares consisting of a fresh issue of such number of Equity Shares upto an aggregate amount of ₹ 4,000 crores (including share premium) at the offer price, out of the authorized share capital of the Company ("**Fresh Issue**"), together with an offer for sale by certain existing shareholders (with an option to the Company to retain an over-subscription to the extent of 1% of the net Offer size, or such other extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer while finalising the basis of allotment, in consultation with the designated stock exchange) to any category of person or persons, who may or may not be shareholders of the Company, as permitted under Applicable Laws, including any issue and allotment of Equity Shares to the stabilizing agent pursuant to a green shoe option and/or any other person pursuant to any pre-IPO placement in terms of the SEBI ICDR Regulations at a price to be determined, by the Company, in consultation with the book running lead managers so appointed ("**BRLMs**") by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount or at par per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company, in consultation with the BRLMs in accordance with the SEBI ICDR Regulations (and such price, the "**Offer Price**").

RESOLVED FURTHER THAT in accordance with Applicable Laws, the Offer may include, without limitation, issuance and allotment of Equity Shares to a stabilising agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations and reservation of a certain number of Equity Shares to be offered to such person or persons, who may or may not be the members of the Company and as the Board may at its discretion decide in consultation with the BRLMs and as may be permissible under Applicable Laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, matters, deeds and things and negotiate, finalise and execute such deeds, documents and agreements, as it may, in its absolute discretion, deem necessary, proper or desirable in relation to the Offer and the consequent listing of the Equity Shares on the recognized Stock Exchanges on behalf of, and in the best interests, of the Company, including determination of the terms of the Offer, the timing, size and price, in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such price per Equity Share as may be fixed and determined by the Board in consultation with the BRLMs in accordance with the SEBI ICDR Regulations, to any category of persons who are eligible investors, who may or may not be the shareholder(s) of the Company as the Board may, in consultation with the BRLMs decide, including anchor investors and qualified institutional buyers as defined under Regulations 2(1)(c) and 2(1)(ss) respectively of the SEBI ICDR Regulations, foreign / resident investors (whether institutions, incorporated bodies, mutual funds and / or individuals or otherwise), Hindu undivided families, employees working in India or abroad, non-resident Indians, registered foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, alternative investment funds, public financial institutions, venture capital funds, foreign venture capital investors, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, insurance funds set up and managed by the Department of Posts, India, provident funds, pension funds, national investment fund, insurance funds set up by army, navy, or air force of the Union of India, trusts / societies registered under the Societies Registration Act, 1860, development financial institutions, Indian mutual funds, multilateral and bilateral financial institutions, systematically important non-banking financial companies, bodies corporate, companies, private or public or other entities whether incorporated or not, authorities and to such other persons, including high net worth individuals, retail individual bidders or other entities/persons, in one or more combinations thereof, or any other category of investors who are permitted to invest in the Equity Shares as per Applicable Law (collectively referred to as the "**Investors**"), through an offer document and/or prospectus, if any, and the decision to determine the category or categories of investors to whom the allotment / transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLMs, underwriters, escrow agents, legal advisors, placement agents and / or other advisors as may be appointed for the Offer on such terms as may be deemed appropriate by the Board, the number of securities to be allotted, offer price, listing on one or more stock exchanges in India as the Board in its absolute discretion deems fit in relation to the Offer, in consultation with the BRLMs, and approve and appoint intermediaries in relation to the Offer, incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, with respect to the Offer, including in relation to utilization of the proceeds of the Fresh Issue, if applicable, and such other activities as may be necessary in relation to the Offer, and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions, as it may, in its absolute discretion, deem fit and proper in the best interest of the Company, without requiring any further approval of the members, and that all or any of the powers of the Company devolved pursuant to this resolution may be exercised by the Board or any duly constituted committee of the Board, including the IPO Committee.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, the SEBI ICDR Regulations and other Applicable Laws and subject to such further corporate and other approvals as may be required, the Board, either by itself or the IPO Committee thereof, be and is hereby authorised, on behalf of the Company, subject to such regulatory and/or corporate approvals that may be required, to undertake a pre-IPO placement of specified securities (as defined under the SEBI ICDR Regulations) ("**Pre-IPO Placement**") of the Company to certain investors up to such number of specified securities / aggregating up to an amount of ₹ 800 crores and at such price as the Board may determine, in consultation with the BRLMs, in light of the then prevailing market conditions and in accordance with the Applicable Laws, and to take any and all actions in connection with the Pre-IPO Placement as the Board or the IPO Committee may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto, to seek any consent or approval required or necessary, to give directions or instructions and do all such acts, deeds, matters and things as the Board or the IPO Committee may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable, and to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing resolution. It is clarified that, in the event of the consummation of a Pre-IPO Placement, the size of the Offer would be reduced, only from the Fresh Issue portion of the Offer to the extent of specified securities issued under the Pre-IPO Placement, subject to the Offer satisfying the minimum offer size requirements under Rule 19(2)(b) of the SCRR and applicable law.

RESOLVED FURTHER THAT the Board either by itself or through the IPO Committee thereof, be and is hereby authorised, on behalf of the Company at its sole discretion and subject to Applicable Laws, to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Law, including without limitation to the eligible employees or retail individual bidders (the "**Reservation**") or to provide a discount to the Offer price to retail individual bidders, retail individual shareholders, eligible employees or such other eligible categories of investors (the "**Discount**"), and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to seek any consent or approval required or necessary, to give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable, and to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing resolution.

RESOLVED FURTHER THAT subject to such regulatory approvals as may be required, the Offer shall be to such persons, who may or may not be shareholders of the Company, as the Board may, in its sole discretion decide, whether individual(s), companies, bodies corporate or institutions including foreign portfolio investors / Indian financial institutions, qualified institutional buyers, as defined under the SEBI ICDR Regulations, resident Indians, non-resident Indians, mutual funds, banks, insurance companies, permanent employees of the Company or of its subsidiary(ies), and other persons or entities, as may be permissible under Applicable Law, including reservation for any permissible persons or categories of investors, for cash at a price to be determined by the book building process in accordance with the provisions of the SEBI ICDR Regulations, and in such manner and on such terms and conditions as the Board may think fit, in accordance with the provisions of the Companies Act, the SCRA, SCRR and FEMA each as amended.

RESOLVED FURTHER THAT the Equity Shares so allotted or transferred pursuant to the Offer, shall be listed on one or more recognized stock exchanges in India.

RESOLVED FURTHER THAT the Equity Shares allotted and/or transferred pursuant to the Offer as aforesaid (including pursuant to green shoe option) shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* with the existing Equity Shares in all respects, including rights in respect of dividend.

RESOLVED FURTHER THAT in consultation with the stock exchanges and as may be permitted under the SEBI ICDR Regulations or any other Applicable Laws, the Company will have an option to retain an over-subscription, to the extent of 1% of the net Offer size or such other extent as may be permitted under the Applicable Laws, made for the purpose of making allotment in minimum lots for the purpose of rounding off to the nearest integer, while finalizing the basis of allotment.

RESOLVED FURTHER THAT all monies received out of the Offer shall be transferred to a separate bank account opened for the purpose of the Offer referred to in Section 40(3) of the Companies Act, and if the application monies received pursuant to the Offer are not refunded within such time, as specified by SEBI and in accordance with Applicable Laws, the Company and/or the selling shareholders shall pay interest on failure thereof, as per Applicable Laws.

RESOLVED FURTHER THAT for the purpose of giving effect to the Offer, the Board, in consultation with the BRLM(s), is hereby authorised to allot Equity Shares and other matters in connection with or incidental to the Offer, including determining the anchor investor (Anchor Investor) portion and allocate such number of Equity Shares to the Anchor Investor in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT subject to the provisions of the SEBI ICDR Regulations, such Equity Shares as are not subscribed and/or not transferred by way of the Offer, may be disposed of by the Board to such persons and in such manner and on such terms as the Board may, in its absolute discretion, think most beneficial to the Company, including offering or placing them with banks / financial institutions / investment institutions / mutual funds / foreign portfolio investors / bodies corporate / such other persons or otherwise, in accordance with Applicable Laws, without the approval of the members of the Company.

RESOLVED FURTHER THAT the approval of the shareholders of the Company be and is hereby accorded to authorise the Board and any other committee thereof, to act and/or delegate all or any of the powers herein conferred in such manner as it may deem fit for the purpose of giving effect to the above resolutions and any transfer and allotment of Equity Shares pursuant to the Offer, including but without limitation, to the following:

i. constituting a committee for the purposes of the Offer, transfer, offer and allotment of Equity Shares, and other matters in connection with or incidental to the Offer, including the timing, the pricing and terms of the Equity Shares, the Offer price, the price band, the size and all other terms and conditions of the Offer including the number of Equity Shares to be issued, offered and transferred in the Offer, the bid / Offer opening and bid/Offer closing date, discount (if any), reservation, determining the anchor investor portion, issue price for anchor investors and allocating such number of Equity Shares to anchor investors in accordance with the SEBI ICDR Regulations and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Offer including to make any amendments, modifications, variations or alterations in relation to the Offer and to constitute such other committees of the Board, as may be required under Applicable Laws, including as provided in the SEBI Listing Regulations;

ii. to determine the terms of the Offer including the class of investors to whom the Equity Shares are to be allotted or transferred, the number of Equity Shares to be allotted or transferred in each tranche, issue price, premium amount, discount (as allowed under Applicable Laws);

iii. authorization to any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with the issue, transfer, offer and allotment of Equity Shares pursuant to the Offer;

iv. giving or authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;

v. appointing the BRLMs in accordance with the provisions of the SEBI ICDR Regulations and other applicable laws;

vi. seeking, if required, any approval, consent or waiver from the Company's lenders and/or the lenders of the subsidiaries of the Company, industry data providers and/or parties with whom the Company and its subsidiaries have entered into various commercial and other agreements including without limitation customers, suppliers, strategic partners of the Company and its subsidiaries, and/or any/all concerned governmental and regulatory authorities in India or outside India, including the RBI and SEBI, IRDAI and/or any other approvals, consents or waivers that may be required in connection with the issue, transfer, offer and allotment of Equity Shares and approving and issuing notices in relation to the Offer, and taking such actions or giving such directions as may be necessary or desirable and to obtain such approvals, consents or waivers, as it may deem fit;

vii. deciding in consultation with the BRLMs the pricing and terms of the Equity Shares, and all other related matters, including the determination of the minimum subscription for the Offer, in accordance with Applicable Laws;

viii. deciding, negotiating and finalizing, in consultation with the BRLMs, all matters regarding the Pre-IPO Placement, if any, including entering into discussions and execution of all relevant documents with Investors;

ix. taking on record the approval of the selling shareholders for offering their Equity Shares in the Offer for Sale;

x. approving the draft red herring prospectus ("**DRHP**"), the red herring prospectus ("**RHP**") and the prospectus ("**Prospectus**") (including amending, varying, supplementing or modifying the same, or providing any notices, addenda, or corrigenda thereto, as may be considered desirable or expedient) in relation to the Offer as finalized in consultation with the BRLMs, in accordance with Applicable Laws;

xi. withdrawing the DRHP or the RHP or not proceeding with the Offer at any stage in accordance with Applicable Laws and in consultation with the BRLMs;
xii. settling in questions, difficulties or doubts that may arise in relation to the Offer;
xiii. seeking the listing of the Equity Shares on the Stock Exchanges, submitting the listing application to such Stock Exchanges;
xiv. taking all actions that may be necessary in connection with obtaining such listing and do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLMs, underwriters, escrow agents, legal advisors, and other intermediaries;
xv. appointing, in consultation with the BRLMs, the registrar, monitoring agency and other intermediaries to the Offer, in accordance with the provisions of the SEBI ICDR Regulations and other Applicable Laws;
xvi. finalizing of and arranging for the submission of the DRHP to be submitted to the SEBI and the Stock Exchanges for receiving comments, the RHP and the Prospectus to be filed with the Registrar of Companies, and any corrigendum, addendum, amendments or supplements thereto;
xvii. authorizing of the maintenance of a register of holders of the Equity Shares;
xviii. finalizing of the basis of allotment of the Equity Shares;
xix. authorizing, approving and issuing advertisements in such newspapers as it may deem fit and proper in accordance with the SEBI ICDR Regulations and other Applicable Laws, in consultation with the relevant intermediaries appointed for the Offer;
xx. authorize and approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, Offer, transfer and allotment of the Equity Shares, and utilization of the Fresh Issue proceeds;
xxi. accepting and appropriating of the proceeds of the Fresh Issue in accordance with applicable laws;
xxii. to do any other act and/or deed, to negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such Committee thereof as the Board may constitute in its behalf; and
xxiii. to make any alteration, addition, or variation in relation to the Offer, in consultation with the BRLMs or SEBI or such other authorities as may be required, and without prejudice to the generality of the aforesaid, deciding the exact Offer structure and the exact component of issue of Equity Shares;

RESOLVED FURTHER THAT the Board be and is hereby further authorized to delegate all or any of the powers herein conferred to a committee of the Board or any other officer or officers of the Company to do such acts, deeds and things as may be necessary to give effect to the aforesaid resolutions and accept any alteration(s) or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to the Offer.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board, and/or a duly constituted committee thereof, including the IPO committee and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer, and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing, and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT Mr. Thomas John Muthoot, Managing Director (DIN: 00011618), Mr. Shaji Varghese, Chief Executive Officer, Mr. Joseph Oommen, Chief Financial Officer and Mr. Sachu Sivas, Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to file necessary forms with the ROC and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.

RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary of the Company wherever required.**”**

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

Sd/-
Sachu Sivas
Company Secretary
ACS: 60475

Place: Trivandrum
Date: July 25, 2026

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 percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 member.

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 Numbers 1 and 2 to be transacted at the meeting, is annexed hereto and forms part of this Notice.

4. Pursuant to Section 20(2) of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their shareholders electronically.

5. Members/Proxies are requested to bring the attendance slip (annexed to this notice) duly filled in for attending the meeting.

6. 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.

7. Members are requested to intimate changes, if any, in the registered addresses to the respective Depository Participant (DP) for the shares held in dematerialized form.

8. Members may kindly update regularly the changes in bank account with your respective DP account for the shares held in dematerialized form.

   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.

9. All other documents referred to in the notice and explanatory statement, will be available for inspection by the members of the Company at Registered office of the Company during business hours 9:30 A.M. to 05:30 P.M. on all working days up to the date of Extra-Ordinary General Meeting and will also be available during the Meeting.

10. 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.

11. Electronic copy of the Notice of the Meeting 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. Those shareholders whose email IDs are not registered, are requested to register their email ID with the Company, by providing their Name, Address, email ID, PAN, DP ID/Client ID or Folio Number and Number of shares held by them by sending an email to cs@muthoot.com

13. A person whose name is recorded in the Register of Members or in the Beneficial Owners register maintained by depositories as of the cut-off date, i.e., Friday, July 17, 2026, shall be entitled to attend and vote in the EGM.

14. Members may also note that the notice of the Meeting will be available on the Company's website, www.muthootfincorp.com. Members who require physical copy of the same, may write to us at cs@muthoot.com.

15. The route map and prominent landmark of the venue of the meeting is provided in this Notice.

16. 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 Meeting at shorter notice under Section 101(1) of the Companies Act, 2013.

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

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

Item No. 1: To Consider and Approve the Sub-Division of Equity Shares and the Consequential Amendment to the Capital Clause of the Memorandum of Association

The existing authorised share capital of the Company is ₹1,000,00,00,000 (Rupees One Thousand Crore only) divided into 40,00,00,000 (Forty Crore) equity shares of ₹10 (Rupees Ten) each and 60,00,00,000 (Sixty Crore) preference shares of ₹10 (Rupees Ten) each.

The Board of Directors of the Company, at its meeting held on May 16, 2026, approved, subject to the approval of the shareholders and such other approvals as may be required, the sub-division of each existing fully paid-up equity share of face value ₹10 each into five fully paid-up equity shares of face value ₹2 each. Accordingly, the existing 19,55,98,251 fully paid-up equity shares of ₹10 each will stand sub-divided into 97,79,91,255 fully paid-up equity shares of ₹2 each.

To provide adequate headroom for the Company's present and future capital requirements following the proposed sub-division, the Board has also approved, subject to the approval of the shareholders and such other approvals as may be required, the reclassification of 20,00,00,000 (Twenty Crores) unissued authorised Preference Shares of ₹10/- (Rupees Ten Only) each, aggregating to ₹200,00,00,000 (Rupees Two Hundred Crores), as authorised Equity Shares of ₹2/- (Rupees Two Only) each.

Pursuant to the proposed reclassification, the authorised Preference Share Capital will be reduced from ₹600,00,00,000 divided into 60,00,00,000 Preference Shares of ₹10/- each to ₹400,00,00,000 divided into 40,00,00,000 Preference Shares of ₹10/- each, with a corresponding increase in the authorised Equity Share Capital. The aggregate authorised share capital of the Company will remain unchanged. Consequently, Clause V of the Memorandum of Association of the Company will be amended accordingly.

The proposed sub-division is intended to reduce the face value of the equity shares, align the capital structure with the Company's proposed Initial Public Offering, and enhance the marketability and liquidity of the equity shares.

Pursuant to the provisions of Sections 13, 61 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the approval of the shareholders by way of an Ordinary/Special Resolution is required for the proposed sub-division of equity shares and the consequential amendment to the Capital Clause of the Memorandum of Association.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding in the Company.

Item No. 2: To Consider and Approve Raising Capital through an Initial Public Offering (IPO) of Equity Shares by way of a Fresh Issue and an Offer for Sale

The Company proposes to undertake an Initial Public Offering ("IPO") of its equity shares and list its equity shares on one or more recognised stock exchanges in India, with a view to providing a formal marketplace for trading in the Company's equity shares, enhancing its visibility and brand recognition, and facilitating access to the capital markets.

The proposed IPO will comprise a **fresh issue** of equity shares by the Company aggregating up to **₹4,000 crore** (including share premium) ("Fresh Issue") and an **offer for sale** of equity shares by certain existing shareholders of the Company ("Offer for Sale") (collectively, the "Offer"), on such terms, at such price and at such time as may be determined by the Board of Directors of the Company ("Board") or a duly authorised committee thereof, in consultation with the book running lead managers ("BRLMs"), in accordance with the applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), and other applicable laws.

The equity shares proposed to be issued pursuant to the Fresh Issue shall rank **pari passu** in all respects with the existing equity shares of the Company.

The proceeds of the Fresh Issue shall be utilised for such purposes as may be disclosed in the draft red herring prospectus and the red herring prospectus to be filed in connection with the Offer, subject to such modifications as may be permitted under applicable law. The Offer price, including the price band, shall be determined by the Company in consultation with the BRLMs through the book-building process in accordance with the SEBI ICDR Regulations.

The Offer is subject to receipt of the requisite regulatory, statutory and other approvals, as may be required, and market conditions prevailing at the relevant time. The Offer will be undertaken at such time as may be considered appropriate by the Board or its duly authorised committee, in consultation with the BRLMs.

Pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013, and the rules made thereunder, the approval of the members by way of a **Special Resolution** is required for the proposed Fresh Issue.

The proposed IPO is not expected to result in any change in the control or management of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, 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 and/or their participation in the Offer, if permitted under applicable law.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval of the members.

MUTHOOT FINCORP LIMITED
CIN: U65929KL1997PLC011518
Registered Office: Muthoot Centre, TC No. 27/3022, Punnen Road,
Trivandrum, Kerala - 695 001
Tel: +91 471- 2331427, 4911400, Fax: +91 471 2331560,
Email: cs@muthoot.com Website: www.muthootfincorp.com

ATTENDANCE SLIP

Extra Ordinary General Meeting (EGM) on July 27, 2026

Regd. DP ID/Client ID No: ………………………………………………………………………..
Full Name of the Shareholder in Block Letters: ………………………………………………….
No. of Shares held: ....
Name of Proxy (if any) in Block Letters: ………………………………………………………..

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

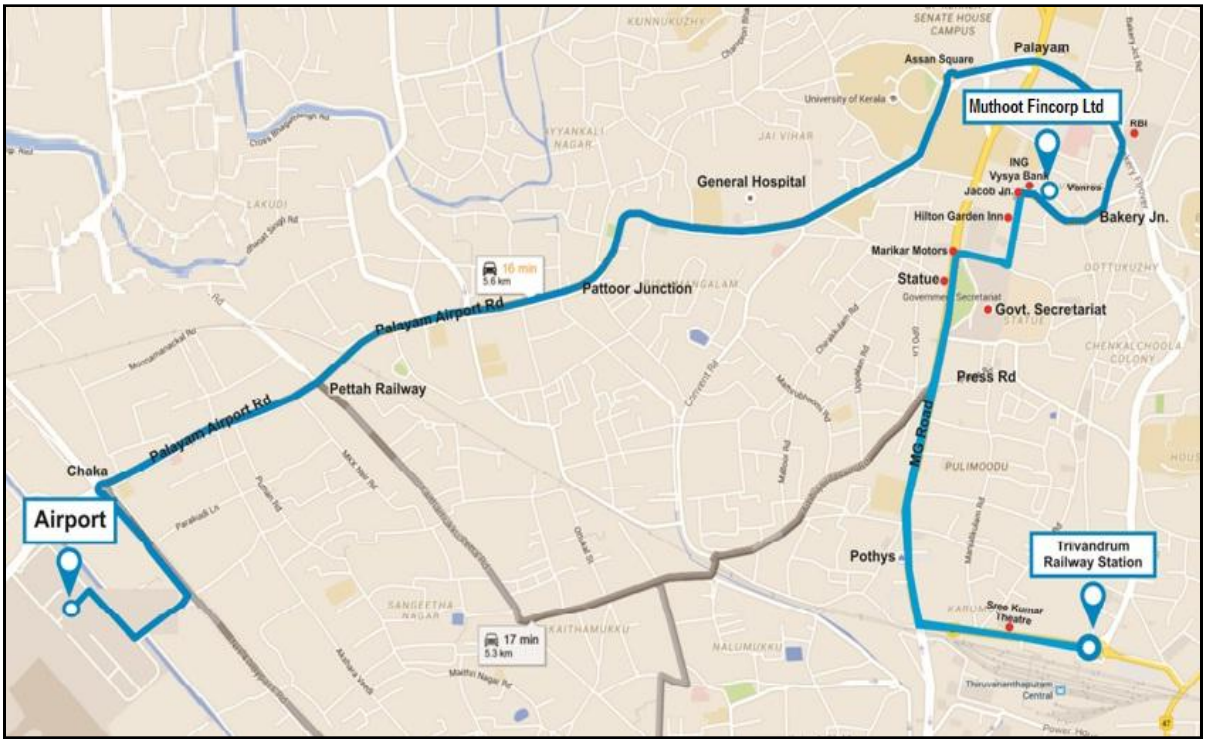
I hereby record my presence at the Extra Ordinary General Meeting of the Company, to be held on Monday, July 27, 2026, at 10.30 A.M. (IST) at the Registered Office of the Company at Muthoot Centre, TC No. 27/ 3022, Punnen Road, Trivandrum, Kerala - 695 001, at 10.30 A.M.

……………………………………..................

Signature of the Shareholder/Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.

<u>ROUTE MAP TO THE VENUE</u>



MUTHOOT FINCORP LIMITED
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Email: cs@muthoot.com Website: www.muthootfincorp.com

PROXY FORM
(Form MGT-11)
[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 Fincorp Limited, Muthoot Centre, TC No. 27/3022 Punnen Road, Trivandrum, Kerala - 695 001

Date & Time : Monday, July 27, 2026, at 10.30 A.M. (IST)

Name of the Member(s) :

Registered Address :

Email ID :

Regd. DP ID/Client ID No. :
:

I/We, being the Member(s) of .... equity shares of Rs. 10 each of above-named Company, hereby appoint:

1. Name: …………………….............2. Name: ……………................... 3. Name: ………….………. Address: ………………..……..…Address: ……………………….Address: …………………….. Email Id: ………………………… Email Id: …………………… Email Id: …..……………..… Signature: …………… or failing him/her Signature: …..………. or failing him/her Signature………...

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 of the Company, to be held on Monday, July 27, 2026, at 10.30 A.M. (IST) at the Registered Office of the Company at Muthoot Centre, TC No. 27/3022 Punnen Road, Trivandrum, Kerala - 695 001 and at any adjournment(s) thereof, in respect of the resolutions, as indicated below:

Resolution Numbers	Particulars of Business		
Special Business		**For**	**Against**
1.	To Consider and Approve the Sub-Division of Equity Shares and the Consequential Amendment to the Capital Clause of the Memorandum of Association		
2.	To Consider and Approve Raising Capital through an Initial Public Offering (IPO) of Equity Shares by way of a Fresh Issue and an Offer for Sale		

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

Signed this .... day of 2026

AFFIX Revenue Stamp of Re. 1

Signature of Shareholder

Signature of proxy holder (s)

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. *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.*