



MUTHOOT CAPITAL SERVICES LIMITED

(CIN: L67120KL1994PLC007726)

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

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POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time)

VOTING SCHEDULE	
Start Date and time	Friday, 28th February 2025 at 09:00 am
End Date and time <i>(Facility for remote e-voting shall be blocked after the end of this date and time)</i>	Saturday, 29th March 2025 at 05:00 pm
Cut-off date for eligibility to vote	Monday, 24th February 2025

Dear Member(s),

NOTICE is hereby given pursuant to Sections 108, 110 of the Companies Act, 2013 (the “Act”) and other applicable provisions, if any, of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”) (including any statutory modifications or re-enactments thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standards on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, to the extent applicable read with relaxations and clarifications issued by Ministry of Corporate Affairs (“MCA”) vide General Circulars No. 09/2023 dated September 25, 2023 , General Circular No. 09/2024 dated September 19, 2024, 17/2020 dated April 13, 2020, General Circular Nos. 14/2020 dated April 08, 2020 and other relevant circulars and pursuant to other applicable laws and regulations, as amended from time to time, that the Resolutions appended below are proposed to the Members of the Company to be passed by way of Postal Ballot only through electronic means. (“remote e-voting”).

In compliance with the MCA Circulars and pursuant to other applicable laws and Regulations, Members are required to communicate their assent or dissent on the proposed resolutions through the remote e-voting facility only. Accordingly, this Postal Ballot Notice (“Notice”) is being sent only in electronic form to those Members whose e-mail addresses are registered with Depositories/RTA to enable them to cast their votes electronically. The detailed procedure for casting votes via remote e-voting forms a part of the Notes appended to this Notice.

The statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed and forms part of this Postal Ballot Notice. The Notice will also be placed on the website of the Company at www.muthootcap.com and on the website of Central Depository Services (India) Limited

(CDSL) at www.evotingindia.com and can also be accessed from the website of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively.

The Board of Directors has appointed CS P. Sivakumar, Managing Partner, M/s. SEP & Associates, as the Scrutinizer ("the Scrutinizers") for conducting the Postal Ballot only through the remote e-voting process and for scrutinizing the votes cast therein, in a fair and transparent manner.

The Company has engaged the services of CDSL as the agency to provide e-voting facility.

The remote e-voting process will commence from Friday, 28th February 2025 at 9.00 AM (IST) and concludes on Saturday, 29th March 2025 at 5.00 PM (IST). The remote e-voting will be disabled by CDSL thereafter. The last date of e-voting, i.e., 29th March 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

The Scrutinizer shall submit the report to the Whole-Time Director of the Company, or in her absence any person authorized by her within 2 working days from the closure of e-voting. The results of the Postal Ballot will be announced by the Managing Director/Whole Time Director of the Company upon receipt of the Scrutinizer's Report. The results shall also be filed with the Stock Exchanges where the Company's shares are listed viz., BSE Limited and National Stock Exchange of India Limited as well as on the website of CDSL at www.evotingindia.com. The results shall also be displayed on the notice board at the Registered Office of the Company as well as the website of the Company accessible at www.muthootcap.com.

SPECIAL BUSINESS:

1. Approval of Alteration of Articles of Association of the Company

To consider, and if thought fit, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 5 and 14 of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act read with the Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and subject to the necessary registrations, approvals, consents, permissions and sanctions from the appropriate authorities, the consent of the Members of the Company be and is hereby accorded to amend the Article 83 (ii): SEAL of the Articles of Association of the Company by replacing the existing Article 83(ii) with the following clause:

83 (ii). "The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of any One Director or Chief Executive Officer and Chief Finance Officer and Company Secretary; and any One Director or Chief Executive Officer and Chief Finance Officer and Company Secretary shall sign every instrument to which the seal of the company is so affixed in their presence."

RESOLVED FURTHER THAT the Board of Directors of the Company or Chief Executive Officer or Chief Finance officer or Company Secretary be and are hereby jointly and severally authorized to take all such steps and actions for the purpose of making registrations to the aforesaid amendment to the Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

2. Appointment of Mr. Robin Tommy (DIN: 10896999) as Non-Executive Independent Director of the Company

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

“RESOLVED THAT based on recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Mr. Robin Tommy (DIN: 10896999), who was appointed by the Board of Directors as an Additional Non-Executive Independent Director of the Company with effect from February 04th 2025 pursuant to the provisions of Section 161(1) of the Companies Act, 2013, and who holds office upto the date of this Annual General Meeting of the Company, be and is hereby appointed as an Non-Executive Independent Director of the Company, who shall hold office for a period of five consecutive years with effect from February 04th 2025 to February 03rd 2030 and whose office shall not, henceforth, be liable to retire by rotation.

RESOLVED FURTHER THAT to give effect to this resolution, any Director of the Company, Chief Executive Officer, Chief Finance Officer and the Company Secretary be and are hereby jointly and severally authorised to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

RESOLVED FURTHER THAT any Director of the Company, Chief Executive Officer, Chief Finance Officer and the Company Secretary & Compliance Officer be and are hereby jointly and severally authorised to sign the certified true copy of the resolution to be given as and when required.”

**By Order of the Board of Directors
For Muthoot Capital Services Limited**

Place: Kochi

Date: 24.02.2025

**Sd/-
Tina Suzanne George
Whole-Time Director
(DIN: 09775050)**

NOTES

1. The statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Secretarial Standards on General Meetings (SS-2) along with details in terms of Regulation 36(3) of Listing Regulations, setting out the material facts concerning the resolutions and the reasons thereof is annexed for your consideration.
2. The Postal Ballot Notice is being sent to all the Members, whose names appeared in the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e., National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on the close of business hours on Monday, 24th February 2025 (cut-off date). Members who are not members as on the cut-off date shall treat this notice for information purpose only.
3. In accordance with the MCA circulars, the physical copies of this Postal Ballot Notice, along with postal ballot form and postage pre-paid business reply envelope, are not being sent to any member. The Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participants (“DP”) unless any member has requested for a physical

copy of the same. Those Members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in this Notice. Those Members who have already registered their e-mail address are requested to keep their e-mail addresses updated with their DP/ RTA, to enable servicing of notices, etc. electronically to their e-mail address

4. After dispatch of Notice of Postal Ballot through email, advertisement shall be published in one English Daily and one in Malayalam Newspaper, each having, wide circulation in the district where the Registered Office of the Company is situated and will also be uploaded on the website of the Company, i.e., www.muthootcap.com as well as on the website of CDSL, i.e., www.evotingindia.com.

5. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, the Company is pleased to offer remote e-voting facility to all its Members as an alternate mode to exercise their right to vote. The Company has entered into an agreement with CDSL for facilitating remote e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.

6. The Company has appointed Mr. Puzhankara Sivakumar., FCS, Managing Partner, M/s. SEP & Associates, Company Secretaries (C.P No. 2210) in compliance with Rule 22(5) of Companies (Management and Administration) Rules, 2014 the Rules as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

7. Upon completion of the scrutiny of electronic responses, the Scrutinizer will submit his Consolidated report to the Whole-Time Director of the Company in writing upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be declared by the Whole-Time Director of the Company on or before 05.00 p.m. on 01st April 2025, at the Registered Office of the Company at Kochi. The said results along with the Scrutinizer's Report will be posted on the website of the Company, i.e., www.muthootcap.com and on the website of CDSL at www.evotingindia.com. The results will simultaneously be communicated to the Stock Exchanges where the shares of the Company are listed. The Scrutinizer's decision on the validity of the votes cast shall be final.

8. Resolutions passed by the members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the members.

9. The voting rights for equity shares are one vote per equity share, registered in the name of the members. Voting rights shall be reckoned on the equity shares registered in the name of the members as on Monday, 24th February, 2025. Once the vote is cast on the Resolution, it cannot be modified.

10. Corporate Members are requested to send a duly certified scanned copy (PDF/JPG Format) of the Board Resolution/Power of Attorney authorizing their representative(s) pursuant to Section 113 of the Companies Act, 2013 to vote on their behalf at the Postal Ballot through email mail@muthootcap.com or sivarkn@sepmail.in.

11. The vote in this Postal Ballot cannot be exercised through proxy.

12. The last date for e-voting shall be the date on which the said Resolutions will be deemed to have been passed, if approved by the requisite majority as provided under the relevant provisions of the Companies Act, 2013 and the rules made thereunder.

13. All documents referred to in the accompanying Notice of Postal Ballot and Explanatory Statement shall be provided to members on requests sent through e-mail to mail@muthootcap.com for inspection from the date of circulation of this Notice, until the last date of receipt of assent/ dissent on the proposed Resolution.

Members who wish to inspect the documents are requested to send an email to mail@muthootcap.com mentioning their Name, Folio No./ Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN Card.

INSTRUCTIONS FOR E-VOTING:

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

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

- (i) The voting period begins at 9.00 a.m. on Friday, 28th March, 2025 and ends at 5.00 p.m on Saturday, 29th March 2025. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 24th February 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to

Demat mode with CDSL Depository	login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

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

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

	For Physical shareholders and other than individual shareholders holding Shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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

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

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by email to **Company/RTA email id**.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

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

ANNEXURE TO THE NOTICE
STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1: Approval of Alteration of Articles of Association of the Company

The Company, in accordance with its Articles of Association, is authorized to affix its Common Seal on any instrument, except by the authority of a resolution of the Board or a committee of the Board, in the presence of at least two directors and the secretary, or such other person as the Board may appoint for the purpose. In order to enhance operational convenience, particularly in situations where the availability of directors may be limited, it is proposed to amend the relevant article to provide flexibility in the affixation process, ensuring a more efficient procedure while maintaining the necessary safeguards.

The subject Article is proposed to be amended to permit any One Director or Chief Executive Officer and Chief Finance Officer and Company Secretary to sign the instrument to which the common seal is affixed, in their presence.

It may be further noted that provisions of Section 14 and 110 of the Companies Act, 2013 and Rules made there under, require approval of the Members for alteration in Articles of Association of the Company.

The existing Articles of Association along with the Articles of Association incorporating therein the proposed alterations are available for electronic inspection by the Members without any fee from the date of circulation of this Notice up to the last date for casting vote. Members seeking to inspect such documents can send an email to mail@muthootcap.com. Alternatively, the same are available for inspection by the Members of the Company at the Registered of the Company on all working days during business hours up to the last date for casting vote.

The Board of Directors, accordingly, recommends the approval of the proposed resolution for the alteration of the Articles of Association by way of a special resolution.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company, if any.

Item No. 2 : Appointment of Mr. Robin Tommy (DIN: 10896999) as Non-Executive Independent Director of the Company

The Board of Directors of the Company, at its meeting held on the 04th of February 2025, had appointed Mr. Robin Tommy (DIN: 10896999) as an Additional Non-Executive Independent Director of the Company with effect from 4th of February 2025, based on the recommendation of the Nomination and Remuneration Committee and holds office upto the date of this Annual General Meeting of the Company.

Pursuant to Regulation 17(1)(C) of SEBI (LODR) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment or reappointment of a person on the board of directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received a notice, in writing, as envisaged under Section 160 (1) of the Act proposing the candidature of Mr. Robin Tommy for the office of Independent Director of the Company. The Company has received all statutory disclosures/declarations from Mr. Robin Tommy.

The Company has received from Mr. Robin Tommy, (i) consent in writing to act as a Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii)

intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under the provisions of sub-section (2) of Section 164 of the Companies Act, 2013. Based on the declaration received from the proposed Director, the Board confirms that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(SEBI LODR). In terms of Regulation 25(8) of the SEBI LODR, Mr. Robin Tommy has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is not debarred from holding the office of a director by virtue of any SEBI Orders or any such Authority pursuant to circular dated 20th June 2018, issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by listed companies. Mr. Robin Tommy has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. In terms of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the SEBI LODR, each as amended, the appointment of Mr. Robin Tommy as an Independent Director of the Company is being placed before the Shareholders for their approval by way of a Special Resolution. Mr. Robin Tommy, once appointed, will not be liable to retire by rotation.

Further, Mr. Robin Tommy satisfies the fit and proper criteria as prescribed under the Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023

Mr. Robin Tommy has completed his graduation and master's in technology from MG University & Birla Institute of Technology and Science.

Mr. Robin Tommy has valid experience of 19 years in the industry from leading organizations such as TCS, McFayden Solutions, etc. He also possesses industrial expertise in Assistive Technology, Robotics, Artificial Intelligence, Automation, Extended Reality, User Experience Design, Technology Transformation.

In the opinion of the Board, and based on its evaluation, Mr. Robin Tommy is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI (LODR) Regulations as amended, and is independent of the Management of the Company.

Mr. Robin Tommy would be entitled to sitting fees, within the limits prescribed under Companies Act, 2013 for attending the Meetings of the Board of Directors and Committees thereof, where he is a member.

The disclosure under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards, is provided as a part of this Notice.

Relevant documents, if any, in respect of the said item will be available for inspection in electronic form on request by the members of the Company, upto the last date of the remote e-voting.

The Board of Directors accordingly, recommends the passing of the proposed Special Resolution as contained in Item No. 2 of the Notice.

Except Mr. Robin Tommy, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested - financially or otherwise- in this item of business. Mr. Robin Tommy is not related to any other Director or KMP of the Company.

Information required to be furnished under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India

Name	Robin Tommy	
DIN	10896999	
Age & Date of Birth	18/04/1983 (41 years)	
Nationality	Indian	
Date of appointment on the Board	February 04, 2025	
Relationship with other Directors	Not related to any Director	
Qualification	Graduation and master's in technology	
Expertise in specific functional areas	Industrial expertise in Assistive Technology, Robotics, Artificial Intelligence, Automation, Extended Reality, User Experience Design, Technology Transformation.	
Number of shares & % of holding	Nil	
List of Directorships held in other Public Limited Companies	Nil	
Chairmanships/Memberships of Committees in other Public Limited Companies (includes Audit Committee and Stakeholders Relationship Committee) as on appointment date (04.02.2025)	Nil	
Terms and Conditions of appointment/reappointment	Details of terms and conditions of appointment form part of the Explanatory Statement.	
Remuneration received from the Company in the F.Y. 2023-2024	N.A.	
Names of listed entities from which Director has resigned in the past three years	Nil	
Number of Board meetings attended during the FY 2023-2024	Held	Not Applicable
	Attended	

Disclosure pursuant to Regulation 36 (3) (f) w.r.t. the skills and capabilities required by an Independent Director

Role	Capabilities	Qualities identified in the candidate proposed to be appointed as Director
Helps in bringing an independent judgment during Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;	Sound understanding of strategy, information technology, performance, etc.	Mr. Robin Tommy has completed his graduation and master's in technology from MG University & Birla Institute of Technology and Science. He has valid experience of 19 years in the industry from leading organizations such as TCS, McFayden Solutions, etc. He also possesses industrial expertise in Assistive Technology, Robotics, Artificial Intelligence, Automation, Extended Reality, User Experience Design, Technology Transformation.
Brings an objective view in the evaluation of the performance of board and management;	Ability to offer unbiased perspectives on board decisions and not influenced by any personal or financial interests	The candidate proposed to be appointed as Independent Director has engaged with several organizations which includes TCS, K-DISC, McFayden Solutions, Infosys, etc.
Balances the conflicting interest of the stakeholders;	Ability to function as an effective representative of the Company in communicating with all stakeholders and to assure that the Company maintains positive relationships in the community and cultivates good working relationships with community groups and organizations	The candidate proposed to be appointed as Independent Director has held and continues to hold various positions in organizations of educational and social relevance.
Scrutinizes the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;	To evaluate the strategy adopted by the Company and its outcome and to suggest methods to improve efficiency and to rectify flaws, if any.	The candidate proposed to be appointed as Independent Director possess sound understanding of technology, strategy, performance, etc.
Satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible	Required to possess a good understanding of the implications of the Company's financial decisions and to make good judgment in managing the financial affairs, risk	The candidate proposed to be appointed as Independent Director has extensively dealt in Assistive Technology, Robotics, Artificial Intelligence, Automation, Extended Reality, User Experience Design,

	management systems and budgets of the organization.	Technology Transform and other allied activities.
Moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest	Should effectively assist the Company in implementing best corporate governance practice and to monitor the same	Considering the exposure of the proposed candidate to different arenas and association with several Organizations, the candidate is expected to have the ability to balance situations involving conflict of interest.
Determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management	Ability to evaluate the experience of the person, background, job-profile and suitability for the post, candidate's past remuneration, the comparative remuneration profile in the industry, size of the Company, responsibilities shouldered etc. to arrive at a decision whether the person is suitable for appointment and to evaluate whether compensation is commensurate with the position handled.	The Skill sets and qualifications possessed by the candidate suggests that the candidate can perform the duties effectively and efficiently.

**By Order of the Board of Directors
For Muthoot Capital Services Limited**

**Place: Kochi
Date: 24.02.2025**

**Sd/-
Tina Suzanne George
Whole-Time Director
(DIN: 09775050)**