



NOTICE TO SHAREHOLDERS

Notice is hereby given that the **29th Annual General Meeting** of the members of Muthoot Vehicle & Asset Finance Limited, CIN: U65910KL1992PLC006544 will be held on **28th day of September 2021** at **11.00 AM**, through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2021 including Audited Balance Sheet as on 31st March 2021 and Statement of Profit and Loss Account and Cash Flow Statement for the financial year ended on that date together with reports of the Board of Directors and the Auditors thereon.
2. Mr. George Thomas Muthoot, Non-Executive Director (DIN: 00018281) retires by rotation at this Annual General Meeting and do not seek re-appointment.

SPECIAL BUSINESS

3. Appointment of Mr. Ragesh G R as Non-Executive Director liable to retire by rotation

To appoint Mr. Ragesh G R (holding DIN: 01991210) as a Non-Executive Director liable to retire by rotation: -

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

“RESOLVED THAT pursuant to the provisions of Section 161(4) of the Companies Act, 2013 and other applicable provisions, if any (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Ragesh G R (DIN:01991210) who was appointed a Director of the Company with effect from 11 August 2021 in the casual vacancy caused by the resignation of Mr. George Thomas Muthoot and who, in terms of Section 161(4) of the Companies Act, 2013, holds office upto the date of this Annual General Meeting and in respect of whom the Company has received Notice from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Ragesh G R as a candidate for the office of Director, be and is hereby appointed as Non-Executive, Non-Independent Director of the Company and whose

Registered Office: Muthoot Chambers, Opp Saritha Theatre, Banerji Road, Cochin,
Ernakulam, Kerala, India – 682 018 Phone: +91 75938 64417, 75938 64418
mvflcoadmin@muthootgroup.com | www.mvaf.com | CIN: U65910KL1992PLC006544

Corporate Office: 5th & 6th Floor, Midhun Tower, K.P. Vallon Road, Kadavanthra, Cochin, Kerala – 682 020

The Muthoot Group - 20 Diversified Business Divisions

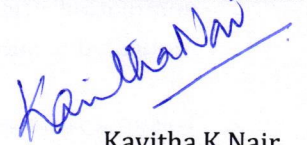
Financial Services | Wealth Management | Money Transfer | Foreign Exchange | Securities | Media | Vehicle & Asset Finance
Information Technology | Healthcare | Housing & Infrastructure | Education | Power Generation | Leisure & Hospitality
Vehicle Loan | Plantations & Estates | Precious Metals | Housing Finance | Overseas Operations | Personal Loan | Micro Finance

period of office will be liable to determination by retirement by rotation.”

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and/ or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

For **Muthoot Vehicle & Asset Finance Limited**

Ernakulam
11.08.2021


Kavitha K Nair
Company Secretary

Registered Office:

Muthoot Chambers
Opposite Saritha Theatre Complex
Banerji Road, Kochi - 18

NOTES

1. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020, respectively, and clarification circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and in accordance with the circulars issued by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 29th AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of Members at a common venue. The deemed venue for the 29th AGM shall be the Registered Office of the Company.
2. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”), in respect of the Special Business under Item No. 3 set above and the details as required under Secretarial Standards on General Meeting (SS-2) in respect of the Directors seeking appointment/ re-appointment at this Annual General Meeting is annexed hereto.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Participation of Members through VC/ OAVM/ will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 (“the Act”).

5. In order to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Secretarial Department (E-mail id- cs@mvafl.com) for assistance in this regard.
6. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the details to their DP in case the shares are held by them in electronic form.
7. To support Green Initiative, members who have not registered their email address are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars etc, from the Company electronically.
8. Relevant documents referred to in the Notice and the Statement is open for inspection by the members at the registered office of the company on all working days, during business hours up to the date of the meeting.
9. Submission of PAN: Shareholders are requested to note that furnishing of Permanent Account Number (PAN) is now mandatory in the following cases:
 - a) Legal heirs' / Nominees' PAN Card for transmission of shares,
 - b) Surviving joint holders' PAN Cards for deletion of name of deceased shareholder and,
 - c) Joint holders' PAN Cards for transposition of shares.
10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
11. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before September 14, 2021 via email, cs@mvafl.com and the same will be replied by the Company suitably.
12. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
13. Instructions for e-voting and joining the AGM are as follows:

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

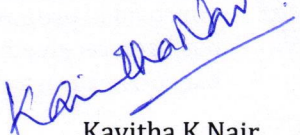
1. Members will be able to attend the AGM through VC by using the following link meet.google.com/ktd-ttef-fwv
2. Facility of joining the AGM through VC shall open 30 minutes before the time scheduled for the AGM will be available for Members on first come first served basis and would not be closed till the expiry of 30 minutes after the meeting.

3. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name and folio no at cs@mvafll.com from 10.09.2021(9:00 a.m. IST) to 14.09.2021 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

4. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to enable Camera and use Internet with a good speed to avoid any disturbance during the meeting.

For **Muthoot Vehicle & Asset Finance Limited**

Ernakulam
11.08.2021


Kavitha K Nair
Company Secretary

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT,
2013**

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

The Board of Directors at its meeting held on August 11, 2021, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Ragesh G R as a Non-Executive, Non-Independent Director on the Board w.e.f August 11, 2021 in the casual vacancy caused due to the resignation of Mr George Thomas Muthoot, Non- Executive, Non-Independent Director, w.e.f. August 11, 2021.

In accordance with Section 161(4) of the Companies Act, 2013 as amended by Companies (Amendment) Act, 2017, if the office of any director appointed by the Company in general meeting is vacated before his term of office expires in normal course, the resulting casual vacancy may, in default of and subject to any regulations in the articles of the Company, be filled by the Board of Directors at a meeting of the Board which shall be subsequently approved by members in the immediate General Meeting. Since Mr Ragesh G R was appointed by the Board in the casual vacancy, Shareholder's approval is proposed at the Annual General Meeting. Notice under Section 160 of the Companies Act has been received from a Shareholder proposing the name of Mr Ragesh G R to be appointed as a Non-Executive Director, Non-Independent Director on the Board.

The Board, after satisfying itself that the appointment of Mr Ragesh G R will be in the interest of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, recommends the appointment of Mr. Ragesh G R as a Director, liable to retire by rotation.

The brief resume and the nature of expertise of Mr. Ragesh G R is as under:

Mr Ragesh G R is a qualified Cost Accountant from the Institute of Cost Accountant of India. He started his career as the Chief Financial Officer in Muthoot Vehicle & Asset Finance Limited. Thereafter, Mr Ragesh was introduced into Muthoot Securities Limited as the Chief Executive Officer & Director

No director, Key Managerial Personnel and their relatives other than Mr Ragesh G R are concerned or interested in the resolution proposing his appointment as a Non-Executive, Non-Independent Director on the Board of the Company.

In accordance with Secretarial Standards 2, Mr Ragesh G R's other particulars are given in the Annexure to this notice.

The directors are of the opinion that Mr. Ragesh G R's knowledge and experience will be of benefit to the Company.

Accordingly, the Board recommends the Ordinary Resolution as Item No. 3 of this Notice for the approval of the Members.

Disclosure of details of director to be appointed as per Secretarial Standards - 2 on General Meetings:

Mr. Ragesh G R

Name of the Director & DIN	Ragesh G R (DIN: 01991210)
Date of birth	May 30, 1975
Nationality	Indian
Date of appointment on the Board	August 11, 2021
Qualifications	Mr Ragesh G R is a qualified Cost Accountant from the Institute of Cost Accountants of India.
Expertise in specific functional area	Mr Ragesh G R is CEO & Director of Muthoot Securities Limited. Prior to this, Mr Ragesh served as the AGM (Finance) of Muthoot Vehicle & Asset Finance Limited.
Terms and conditions of appointment	Non-Executive, Non-Independent director liable to retire by rotation.
No. of shares held in the company	Nil
List of Directorship held in other Companies	<ul style="list-style-type: none">• Muthoot Securities Limited• Muthoot Commodities Limited
Relation with Key Managerial Personnel and Directors	None of the Directors and other Key Managerial Personnel of the Company and their relatives are related.