

NOTICE TO SHAREHOLDERS

Notice is hereby given that the **33rd Annual General Meeting** of the members of Muthoot Vehicle & Asset Finance Limited, CIN: U65910KL1992PLC006544 will be held on **Tuesday, 30th September 2025** at **11.00 AM**, at The Muthoot Group, Near EMC, NH Bypass, Palarivattom, Ernakulam – 682028 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 2025 including Audited Balance Sheet as on 31st March 2025 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. **To appoint a Director in place of Mr. G.R Ragesh (DIN: 01991210), who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment: -**

Members are requested to consider and if thought fit, pass the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. G.R Ragesh (DIN: 01991210), who retires by rotation at this meeting, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

3. **Appointment of Mr. Manoj Jacob (DIN: 00019016) as Director of the Company**

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

“RESOLVED THAT Mr. Manoj Jacob (DIN: 00019016) who was appointed as an Additional Director of the Company by the Board of Directors pursuant to Section 161(1) of the Companies Act, 2013, in the Board Meeting held on 12th November 2024, who holds office until the date of this Annual General Meeting, be and is hereby appointed as a Director, liable to retire by rotation.”

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
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4. Appointment of Mr. Manoj Jacob (DIN: 00019016) as Whole-time Director of the Company for a period of 4 (four) years

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, approval of members of the Company be and is hereby accorded to the appointment of Mr. Manoj Jacob (DIN: 00019016) as Whole Time Director of the Company, for the remaining period of 4 (four) years with effect from this Annual General Meeting till the conclusion of 37th Annual General Meeting of the Company to be held in FY 2029, on the terms and conditions as decided by the Board of Directors .

FURTHER RESOLVED THAT any Director of the Company or the Company Secretary be and is hereby severally authorized to do all such acts, deeds, and things as may be necessary to give effect to this resolution, including but not limited to, filing requisite e-forms with the Registrar of Companies.

By Order of the Board of Directors
For Muthoot Vehicle & Asset Finance Limited

Sd/-
Nrithya Anand
Company Secretary

Place: Kochi
Date: 24.07.2025

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NOTES

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting. 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 shareholder.
2. Members/Proxy should bring duly filled attendance slips sent herewith to attend the meeting.
3. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled. Members are requested to submit the details to their DP in case the shares are held by them in electronic form.
4. Pursuant to Rule 5(8) of the Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company on its website. www.mvafl.com
5. The AGM shall be held at The Muthoot Group, Near EMC, NH Bypass, Palarivattom, Ernakulam – 682028
6. In case of joint holders participating at the AGM together, only such joint holder whose names appear higher in the order of names will be entitled to vote.
7. To support 'Green Initiative', members who have not registered their email address are requested to register their email address with the depository participants in case the shares are held by them in electronic form and in case shares are held in physical mode the mail address shall be intimated to the Secretarial Department cs@mvafl.com for receiving all communication including Annual Report, Notices, Circulars etc, from the Company electronically.

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8. Members holding shares in physical form, are requested to convert their physical shareholding into dematerialized shareholding. Please note that transfer of shares in physical form is not permissible as per SEBI guidelines. In this regard, the Members/ legal heirs of deceased members are also requested to open demat account simultaneously for dematerializing the shares dividends.
9. 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.

For Muthoot Vehicle & Asset Finance Limited

Place: Kochi
Date: 24. 07.2025

Sd/-
Nrithya Anand
Company Secretary

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

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

3. Appointment of Mr. Manoj Jacob (DIN: 00019016) as Director of the Company

The Board of Directors, at its meeting held on November 12, 2024, appointed Mr. Manoj Jacob (DIN: 00019016) as an Additional Director of the Company. In accordance with the provisions of Section 161(1) of the Companies Act, 2013, Mr. Manoj Jacob holds office as an Additional Director only until the date of this Annual General Meeting.

The Company has received a notice in writing proposing the candidature of Mr. Manoj Jacob for the office of Director.

Mr. Manoj Jacob's expertise and insights have been beneficial to the Board since his initial appointment. The Board believes that his continued association as a Director will significantly contribute to the strategic direction and governance of the Company.

The Board of Directors recommends the appointment of Mr. Manoj Jacob as a Director of the Company, liable to retire by rotation, and requests the members to pass the Ordinary Resolution as set out in Item No. 3 of the Notice.

Mr. Manoj Jacob is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Company has received his consent to act as a Director.

None of the Directors, Key Managerial Personnel, or their relatives are concerned or interested in this resolution, save and except Mr. Manoj Jacob himself.

4. Appointment of Mr. Manoj Jacob (DIN: 00019016) as Whole-time Director of the Company for a period of remaining 4 (four) years

Mr. Manoj Jacob (DIN: 00019016) was appointed as the Whole time Director of the Company in the Board Meeting held on November 12, 2024 and the members shall approve his appointment for the remaining period of 4 (four) years with effect from this Annual General Meeting till the conclusion of 37th Annual General Meeting of the Company to be held in FY 2029 on a monthly remuneration of Rs. 1,00,000/- (Rupees One lakh only) as per Company Rules/Policies.

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The Muthoot Group

MUTHOOT VEHICLE & ASSET FINANCE LIMITED

The Board of Directors considers that his appointment as Whole Time Director will be beneficial to the Company.

In addition to Manoj Jacob, being the appointee, none of the Directors and other Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution.

By order of the Board of Directors
For Muthoot Vehicle & Asset Finance Limited

Sd/-
Nrithya Anand
Company Secretary

Place: Kochi
Date: July 24, 2025

Registered Office: Muthoot Chambers, Opp Saritha Theatre, Banerji Road, Cochin,
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Muthoot Family - 800 years of Business Legacy



DETAILS OF DIRECTOR SEEKING APPOINTMENT FURNISHED PURSUANT TO SECRETARIAL STANDARDS – 2 ON GENERAL MEETINGS:

Name of Director	Manoj Jacob
Date of Birth	March 23, 1962
Age	63
Qualification and Experience	He is a graduate in commerce and has more than 3 decades of experience in Financial services sector and been a core member of the management of 'The Muthoot Group' overseeing the accounting, taxation, administration, operations etc.
Terms & conditions	<p>Liabie to retire by rotation</p> <p>Appointment for a term of 4 years with effect from the 33rd AGM till the conclusion of 37th AGM to be held in the year 2029</p>
Date of first appointment on the Board	12/11/2024
No: of shares held in the Company	NIL
Relationships between Directors / KMP's inter-se	NIL
Number of Meetings of the Board attended during the year 2024-25	2
Directorships held in other Companies	<ol style="list-style-type: none"> 1. Vaghotam Plantations Private Limited 2. Patgaon Plantations Private Limited 3. Pangrad Plantations Private Limited 4. Vagade Plantations Private Limited 5. Muthoot Synergy Nidhi Limited 6. Geo Bros Muthoot Nidhi Limited 7. Muthoot Gold Nidhi Limited 8. Muthoot M George Chits India Limited 9. Muthoot Securities Limited 10. Muthoot Commodities Limited 11. Thekkemala Infra Developers Private

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MUTHOOT VEHICLE & ASSET FINANCE LIMITED

	<p>Limited</p> <p>12. Ochira Developers Private Limited</p> <p>13. Kozhencherry Infra Developers Private Limited</p> <p>14. Kundara Infra Developers Private Limited</p> <p>15. Mallappally Property Developers Private Limited</p> <p>16. Kumbanad Developers Private Limited</p> <p>17. Nuevo Cap Fintech Private Limited</p> <p>18. Backdrop Advertising Private Limited</p> <p>19. MJBK Marketing And Financial Services Private Limited</p>
Membership/ Chairmanship of other Public Companies (include only Audit Committee and Stakeholder Relationship Committee)	NIL

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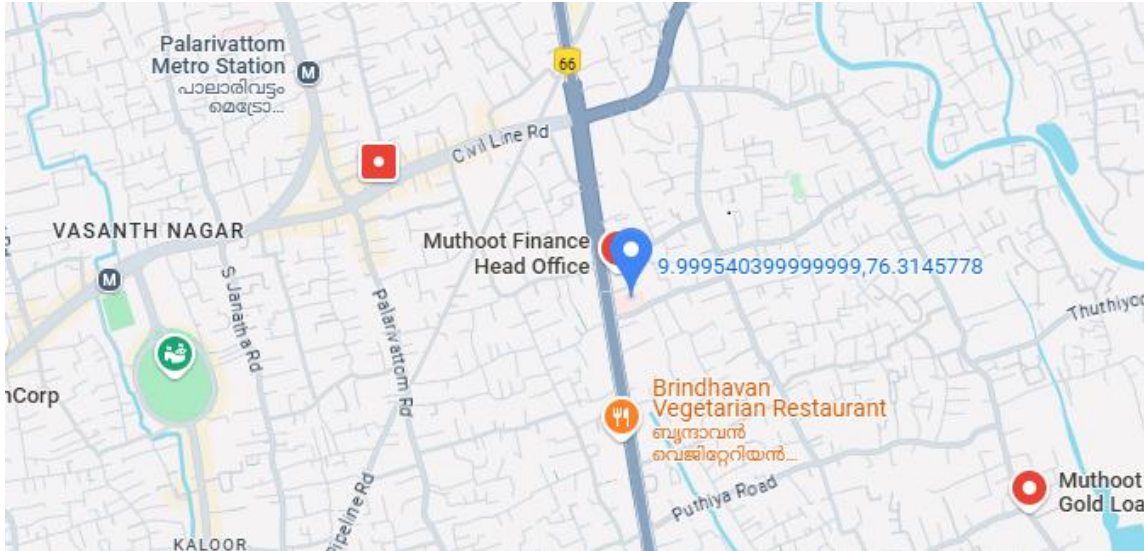
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The Muthoot Group

MUTHOOT VEHICLE & ASSET FINANCE LIMITED

Route Map to AGM Venue



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Form No. MGT 11

Proxy Form

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014

CIN : U65910KL1992PLC006544
Name of Company : **MUTHOOT VEHICLE & ASSET FINANCE LIMITED**
Registered Office : 2nd Floor, Muthoot Chambers, Opp. Saritha Theatre, Banerji Road, Ernakulam, Kerala – 682 018

Name of the Member(s) :
Registered address :

Email ID :
Folio No/Client ID :
DP ID :

I/We, being the member(s) of shares of the above name company, hereby appoint

1. Name:
Address:
Email Id
Signature:, or failing him

2. Name:
Address:
Email Id
Signature:, or failing him

As my/our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the 33rd Annual General Meeting of the Company to be held on the 30th day of September 2025 at 11.00 am at The Muthoot Group, Near EMC, NH Bypass, Palarivattom, Ernakulam – 682028 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

Signed this day of
Signature of Shareholder

Affix Revenue
Stamp

Signature of Proxy holder(s)

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