

NOTICE TO SHAREHOLDERS

Notice is hereby given that the **34th Annual General Meeting** of the members of Muthoot Vehicle & Asset Finance Limited, CIN: U65910KL1992PLC006544 will be held on **Tuesday, 29th September 2026** at **3.00 PM**, 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 2026 including Audited Balance Sheet as on 31st March 2026 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. Manoj Jacob (DIN: 00019016), 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. Manoj Jacob (DIN: 00019016), 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. Robin Joy Antony (DIN: 10640280) as Independent 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 pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Robin Joy Antony (DIN: 10640280), who has submitted a declaration confirming the criteria of

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The Muthoot Group - 20 Diversified Business Divisions

Financial Services | Wealth Management | Money Transfer | Foreign Exchange | Securities | Media | Vehicle & Asset Finance
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Independence under Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member, signifying the intention to propose Mr. Robin Joy Antony's candidature for the office of Director, be and is hereby appointed as a Director (Non-Executive & Independent) of the Company, not liable to retire by rotation, for a term commencing from the conclusion of this AGM, till the date of the 37th Annual General Meeting of the Company to be held in the year 2029.

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/-
Vishwanath Pai. D
Company Secretary

Place: Kochi
Date: 07.08.2026

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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.mvafli.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 at cs@mvafli.com for

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receiving all communication including Annual Report, Notices, Circulars etc, from the Company electronically.

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 are 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: 07.08.2026

Sd/-
Vishwanath Pai. D
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. Robin Joy Antony (DIN: 10640280) as Independent Director of the Company

The Board of Directors upon the recommendation of Nomination and Remuneration Committee, at its meeting held January 30, 2026, appointed Mr. Robin Joy Antony (DIN:10640280) as an Additional Director (Non-Executive & Independent) of the Company. In accordance with the provisions of Section 161(1) of the Companies Act, 2013, Mr. Robin Joy Antony holds office as an Additional Director only until the date of this Annual General Meeting but is eligible for appointment as Director. Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder, appointment of an Independent director require approval of members.

The Company has received a declaration from Mr. Robin Joy Antony that he meets criteria of Independence as prescribed under 149(6) of the Companies Act, 2013. And the Company has received his consent to act as a director. In the opinion of the Board, Mr. Robin fulfils the conditions for his appointment as Independent Director of the company, is independent of management and possesses appropriate skills, experience and knowledge. Mr. Robin Joy Antony also has provided a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. A detailed profile of Mr. Robin Joy Antony is provided along with the Notice of AGM.

The Board considers the association of Mr. Robin Joy Antony will be of immense benefit to the Company and it would be prudent to appoint him as an Independent Director. Accordingly, the Board of Directors recommends the appointment of Mr. Robin Joy Antony and requests the members to pass the Ordinary Resolution as set out in Item No. 3 of the Notice.

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

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

Place: Kochi
Date: 07.08.2026

Sd/-
Vishwanath Pai. D
Company Secretary

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

Name of Director	Manoj Jacob	Robin Joy Antony
Date of Birth	March 23, 1962	May 26, 1963
Age	64	63
Brief profile, 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.	Mr. Robin Joy Antony is a seasoned IT Professional with over four decades of industry experience across manufacturing, consumer goods and services sectors. He is the former CIO of V-Guard Industries Limited. Currently, he is also holding independent director role in Muthoot group companies Muthoot Money Ltd and Muthoot Consultancy Services Private Limited. In addition to these roles, he works as an independent consultant for Technology Transformation helping organizations adopt ERP and other IT solutions.
Terms & conditions	Liable to retire by rotation 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	Not liable to retire by rotation. Appointment as Independent Director for a term of 3 years, from date of this AGM till the conclusion of 37th AGM to be held in year 2029
Date of first appointment on the Board	12/11/2024	30/01/2026
No: of shares held in the Company	NIL	NIL
Relationships between Directors / KMP's inter-se	NIL	NIL
Number of Meetings of the Board attended during the year 2025-26	5/5	1/1
Directorships held in other Companies	1. Vaghotam Plantations Private Limited 2. Patgaon Plantations Private Limited	1. Muthoot Consultancy Services Private Limited 2. Muthoot Money Limited

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	3. Pangrad Plantations Private Limited 4. Vagade Plantations Private Limited 5. Muthoot Synergy Nidhi Limited 6. Geo Bros Muthoot Nidhi Limited 7. Muthoot M George Chits India Limited 8. Muthoot Securities Limited 9. Muthoot Commodities Limited 10. Thekkemala Infra Developers Private Limited 11. Ochira Developers Private Limited 12. Kozhencherry Infra Developers Private Limited 13. Kundara Infra Developers Private Limited 14. Mallappally Property Developers Private Limited 15. Kumbanad Developers Private Limited 16. Nuevo Cap Fintech Private Limited 17. Backdrop Advertising Private Limited 18. MJBR Marketing And Financial Services Private Limited 19. Muthoot M George Nidhi Limited	
Membership/ Chairmanship of other Public Companies (include only Audit Committee and Stakeholder Relationship Committee)	NIL	NIL

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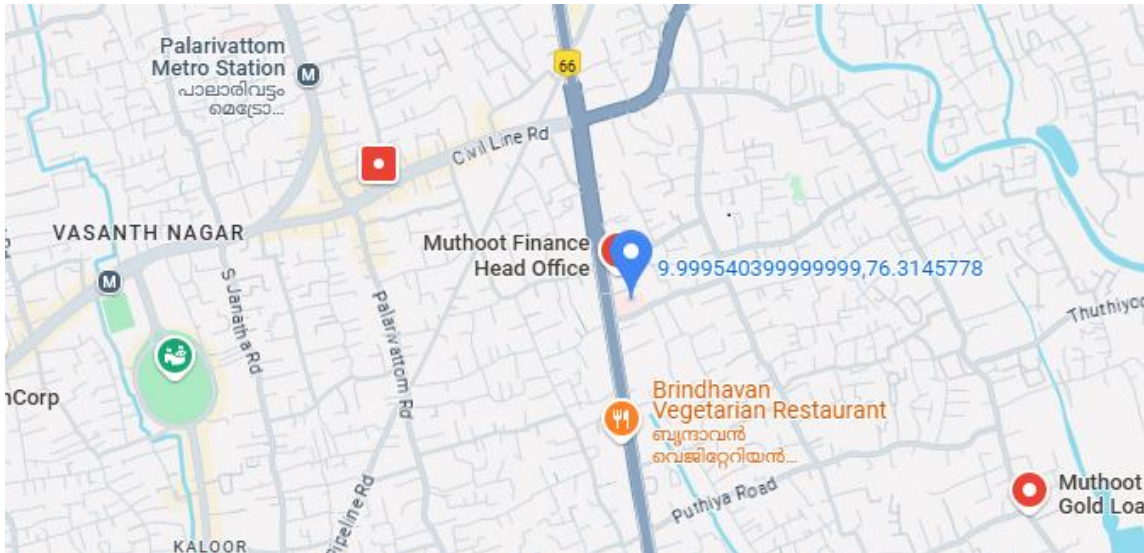
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The Muthoot Group

MUTHOOT VEHICLE & ASSET FINANCE LIMITED

Route Map to AGM Venue



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Muthoot Family - 800 years of Business Legacy



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 34th Annual General Meeting of the Company to be held on the 29th day of September 2026 at 3.00 PM at The Muthoot Group, 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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