



NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting (EGM) of the members of Muthoot Vehicle & Asset Finance Limited, CIN: U65910KL1992PLC006544 will be held on **Monday, 30th March 2026** at **9.30 AM**, at The Muthoot Group, Near EMC, NH Bypass, Palarivattom, Ernakulam – 682028 to transact the following businesses:

SPECIAL BUSINESS:

1. To increase the Authorized Share Capital of the Company

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

“RESOLVED THAT pursuant to section 61, 64 and other applicable provisions if any of the Companies Act, 2013 and rules made there under, and the applicable provisions of Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the authorized share capital of the Company from Rs. 25,00,00,000/- (Rupees Twenty-Five Crores only) divided into 25000000 (Two Crore Fifty Lakh) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 50,00,00,000/- (Rupees Fifty Crores only) divided into 50000000 (Five Crore) equity shares of Rs. 10/- (Rupees Ten only) each, by creation of additional 25000000 (Two Crore Fifty Lakh) equity shares of Rs. 10/- (Rupees Ten only) each ranking pari passu in all respect with the existing equity shares of the Company.”

"RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution.”

2. To alter Capital Clause of Memorandum of Association

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and the rules framed there under, the members do hereby approve that, the existing Clause V. of the Memorandum of Association of the Company be and is hereby substituted with the following new clause:

V. The Authorized share capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores

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

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only) divided into 50000000 (Five Crore) equity shares of Rs. 10/- (Rupees Ten only) each.”

"RESOLVED FURTHER THAT any of the Director of the Company or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution.”

3. Alteration of Clause 3 of Articles of Association of the Company

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

“RESOLVED THAT pursuant to Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules thereunder (including any statutory modifications or re-enactment thereof from time to time), the consent of the members of the Company be and is hereby accorded to alter the Clause 3 of the Articles of Association of the Company and the following clause shall be substituted in place of the existing one as follows:

3. The Authorized share capital of the Company is as per Clause V of Memorandum of Association of the Company, with power to increase or reduce the capital.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above resolution.”

4. Issue of Equity Shares on a preferential basis through private placement

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

“RESOLVED THAT pursuant to Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, read with the respective rules framed thereunder including but not limited to, Rule 14 of the Companies (prospectus and Allotment of Securities) Rules, 2014 and rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 as may be amended from time to time and such other provisions (including any statutory modifications or re-enactment thereof), as may be applicable for the time being in force and subject to the provisions of the Memorandum and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to issue, offer and allot in the best interest of the Company, 9433960 (Ninety-four lakh Thirty-three thousand, Nine

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hundred Sixty) equity shares of Rs. 10/- (Rupees Ten Only) each with a premium of Rs. 43 per share on a preferential basis by way of private placement, on such terms and conditions and in such manner as the Board may think fit in its absolute discretion to the following identified persons (“investors”);

| Sl. No | Name and Address of Proposed Allottee | No. of Equity shares proposed to be allotted | Consideration |
|--------|---------------------------------------|--|---------------|
| 1 | Sara George | 7,90,120 | 4,18,76,360 |
| 2 | George M George | 7,90,120 | 4,18,76,360 |
| 3 | Alexander George | 7,90,120 | 4,18,76,360 |
| 4 | Susan Thomas | 23,72,500 | 12,57,42,500 |
| 5 | Elizabeth Jacob | 11,86,750 | 6,28,97,750 |
| 6 | George M Jacob | 11,86,750 | 6,28,97,750 |
| 7 | George Alexander | 11,58,800 | 6,14,16,400 |
| 8 | Eapen Alexander | 11,58,800 | 6,14,16,400 |

RESOLVED FURTHER THAT equity shares proposed to be issued and allotted shall be ranking pari passu with the existing equity shares of the Company.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to proceed for issuance and allotment of shares, and issue necessary Offer Letter (PAS-4) in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a copy whereof is tabled before the meeting, duly initialed by the Chairman for the purpose of identification, be and is hereby considered and approved by the members of the Company and the Company shall circulate the same to the investors only after filing the resolution of Board and this resolution of the members of the Company approving the Offer and the issue of the Subscription Shares pursuant to the same with the Registrar of Companies ("ROC").

RESOLVED FURTHER THAT the Company shall not utilize the subscription proceeds received from the Investors until the filing of e-form PAS-3 in respect of the Offer in accordance with the requirements of the Act and the Companies (Prospectus and Allotment of Securities) Rules, 2014 with the ROC.

RESOLVED FURTHER THAT the Company shall record the name of the Investor and maintain such record of private placement offer of the Subscription Shares in Form PAS-5 in accordance with the Companies (Prospectus and Allotment of Securities) Rules,

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2014.

RESOLVED FURTHER THAT the monies to be received by the Company from the proposed investors for application of shares pursuant to the issue shall be kept by the Company in a separate bank account and shall be utilized in accordance with the provisions of the Act.”

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to take all such actions and do all such acts, deeds, matters and things, to settle any question, difficulty or doubt that may arise in regard to the said issue, finalize and execute all documents and writings as may be necessary, desirable or expedient as it may in its absolute discretion deem necessary, fit, proper or desirable, without being required to seek any other consent or approval of the Shareholders to the end and intent that the Shareholders shall deemed to have given their approval thereto expressly by the authority of this resolution.

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

Sd/-
Vishwanath Pai. D
Company Secretary

Place: Kochi
Date: 07.03.2026

NOTES

- 1. A member entitled to attend and vote at the Extraordinary 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.**

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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. The EGM shall be held at The Muthoot Group, Near EMC, NH Bypass, Palarivattom, Ernakulam – 682028
5. In case of joint holders participating at the EGM together, only such joint holder whose names appear higher in the order of names will be entitled to vote.
6. 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: 07.03.2026

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:

Item No 1 : To increase the Authorized Share Capital of the Company

The Authorized Share Capital of the Company presently stands at Rs. 25,00,00,000 (Rupees Twenty-Five Crores only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity shares of Rs. 10/- (Rupees Ten). In order to increase the Company's business activities, additional capital would be required to fund the growth and operations. The current Paid up Share Capital is Rs. 25,00,00,000 (Rupees Twenty-Five Crore Only) and further issue of capital would require increase in the existing Authorized Share Capital of the Company.

Hence it is highly desirable for the increase in Authorized Share Capital of the Company to Rs. 50,00,00,000 (Rupees Fifty Crores only) divided into 50000000 (Five Crore) equity shares of INR 10/- (Rupees Ten) each, subject to approval of Members. Consequent to the proposed increase of the authorized share capital of the Company, its Memorandum of Association will require an amendment so as to reflect the increase in share capital.

The Board recommends the Resolution set out in Item no.1 for approval of the Members as Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution.

The special business transacted at the meeting of the company does not relate to or affects any other Company. So, disclosure pursuant to Sec 102(2)(b) of the Companies Act, 2013 is not applicable.

As required by section 102(3) of the Companies Act, 2013, Memorandum of Association of the Company shall be available for inspection at the registered office of the company during business hours.

2. To alter Capital clause of Memorandum of Association

Consequent to the Authorized capital enhancement, the existing Clause V. of the Memorandum of Association of the Company needs to be substituted with the new clause.

As per Section 13 of the Companies Act, 2013, the Alteration of Memorandum of Association of the Company requires the approval of members of the Company. Hence,

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the Board recommends the Resolution set out in item no. 2 for approval of the Members as Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution.

The special business transacted at the meeting of the company does not relate to or affects any other Company. So, disclosure pursuant to Sec 102(2)(b) of the Companies Act, 2013 is not applicable.

As required by section 102(3) of the Companies Act, 2013, Memorandum of Association of the Company shall be available for inspection at the registered office of the company during business hours.

3. Alteration of Clause 3 of Articles of Association of the Company

Consequent to the Authorized capital enhancement, as the share capital-related clause is specifically incorporated in Clause 3 of Articles of Association, it is necessary to alter the same to bring it in line with the amended Memorandum of Association of the company. As per Section 14 of the Companies Act, 2013, the Alteration of Articles of Association of the Company requires the approval of members of the Company at a general meeting by way of special resolution.

Hence the Board recommends the resolution mentioned in Item No. 3 for approval of members as special resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution.

As required by section 102(3) of the Companies Act, 2013, Articles of Association of the Company shall be available for inspection at the registered office of the company during business hours.

4. Issue of Equity Shares on a preferential basis through private placement

For the business growth and development of the company, it is proposed to offer and issue, further equity shares through private placement on a preferential basis to interested investors who are identified in advance as per the provisions of Section 62 (1) (c) read with Section 42 of the Companies Act, 2013 and the relevant Rules.

Accordingly, the approval of the members by way of special resolution is required in accordance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

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The consent of the members is therefore sought to authorize the Board of Directors to offer, issue and allot the shares to the proposed investors tabled in the resolution.

The Equity Shares proposed to be allotted to Pari passu with the existing Equity Shares in all respects.

Additional particulars required to be furnished as per Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 :-

(i) The objects of the issue:

For the business growth and development of the company

(ii) The total number of shares or other securities to be issued:

Total number of shares to be issued is 9433960 equity shares.

(iii) The price or price band at/within which the allotment is proposed:

The price per share is fixed at Rs. 53/- per share including premium of Rs. 43/- per share.

(iv) Basis on which the price has been arrived at along with report of the registered valuer:

Price arrived at based on the Valuation Report issued by CA Pantu Jose, Registered Valuer, IBBI/RV/06/2024/15622, JE And Associates Chartered Accountants, 2nd Floor, Finclave Center, Sreekala Byelane, Palarivattom, Ernakulam, Kerala-682028 dated 27.01.2026.

(v) Relevant date with reference to which the price has been arrived at:

The relevant date is 31.12.2025

(vi) The class or classes of persons to whom the allotment is proposed to be made:

As per the list attached in the resolution, the Company proposes to allot shares to existing shareholders and to new specific identified investors from whom interests has been received for subscribing to the shares of the Company.

(vii) intention of promoters, directors or key managerial personnel to subscribe to the offer:

Persons as per the list attached in the resolution, subscribe to this offer to meet the financial requirements of the Company.

(viii) the proposed time within which the allotment shall be completed:

The allotment of securities on a Preferential Basis made pursuant to the Special Resolution passed will be completed within a period of 03 months from the date of passing of the special resolution. The Company will allot Equity Shares immediately on

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the date of receipt of application money.

(ix) the names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

| Sl. No. | Name of the proposed allottees | Percentage of post preferential offer capital held by them |
|---------|--------------------------------|--|
| 1. | Sara George | 8.25% |
| 2. | George M George | 8.25% |
| 3. | Alexander George | 8.25% |
| 4. | Susan Thomas | 10.24% |
| 5. | Elizabeth Jacob | 6.79% |
| 6. | George M Jacob | 3.45% |
| 7. | George Alexander | 3.37% |
| 8. | Eapen Alexander | 3.37% |

(x) the change in control, if any, in the company that would occur consequent to the preferential offer:

No change in control of the management is intended or expected post issue of shares.

(xi) the number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any allotments on preferential basis during the year.

(xii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: NA

(xiii) The pre issue and post issue shareholding pattern of the company:

| Sl. No | Category | Pre-issue | | Post-issue | |
|--------|-------------------|--------------------|--------------------|--------------------|--------------------|
| | | No. of shares held | % of Share holding | No. of shares held | % of Share holding |
| A | Promoters holding | | | | |
| 1 | Indian | | | | |

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| | | | | | |
|---|---|-----------------|--------------|--------------------|--------------|
| | Individual | 15054800 | 60.22 | 15054800 | 43.72 |
| | Bodies Corporate | 0 | 0 | 0 | 0 |
| | Sub Total | 15054800 | 60.22 | 15054800 | 43.72 |
| 2 | Foreign Promoters | 0 | 0 | 0 | 0 |
| | Sub Total (A) | 15054800 | 60.22 | 15054800 | 43.72 |
| B | Non promoters holding | | | | |
| 1 | Institutional Investors | 0 | 0 | 0 | 0 |
| | Private corporate bodies | 0 | 0 | 0 | 0 |
| | Directors and relatives | 1152500 | 4.61 | 3470200 | 10.08 |
| | Indian Public * | 8792700 | 35.17 | 15908960 | 46.20 |
| | Others (including Non-Resident Indians (NRIs) | 0 | 0 | 0 | 0 |
| | Sub Total (B) | 9945200 | 39.78 | 19379160 | 56.28 |
| | GRAND TOTAL | 25000000 | 100 | 3,44,33,960 | 100 |

*This consists of Public and relatives of promoter group

Disclosure as per Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 is as under:-

(xiv) Particulars of the offer including date of passing of Board resolution:

Offer is being made to 8 persons and the total shares offered are 9433960 equity shares. Board Resolution passed on 30.01.2026.

(xv) Kinds of Securities offered and the price at which security being offered:

Equity shares are issued ranking pari passu with the existing shares at a premium of Rs. 43/- per share.

(xvi) Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:

Price arrived at based on the Valuation Report issued by CA Pantu Jose, Registered Valuer, IBBI/RV/06/2024/15622.

(xvii) name and address of valuer who performed valuation:

Valuation done by CA Pantu Jose, Registered Valuer, IBBI/RV/06/2024/15622, JE And Associates Chartered Accountants, 2nd Floor, Finclave Center, Sreekala Byelane, Palarivattom, Ernakulam, Kerala-682028

(xviii) amount which the company intends to raise by way of such securities:

The Amount intend to raise is Rs. 49,99,99,880/-.

(xix) material terms of raising such securities and proposed time schedule:

Issue and allotment of equity shares at a price of Rs. 53 per share including premium of

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Rs. 43/- per share ranking pari passu in all respect with the existing equity shares.

The offer will be valid for a period of 30 days from the date of circulation of the Offer Letter and the Equity Shares shall be allotted to the identified investor mentioned above within a period of sixty days from the date of receipt of application money for such Shares.

(xx) Purposes or objects of offer: -

For the business growth and development of the company.

(xxi) contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: Nil

(xxii) principle terms of assets charged as securities

No assets have been charged as securities.

Your directors recommend the above Special Resolution for your approval, in the best interest of the Company.

None of the Directors / Key Managerial Personnel is interested in the resolution except Mrs. Anna Alexander, being the relative of proposed allottees.

The special business transacted at the meeting of the company does not relate to or affects any other company. So, disclosure pursuant to Sec 102(2)(b) of Companies Act, 2013 is not applicable.

As required by section 102(3) of Companies Act, 2013, the documents with regard to the preferential issues shall be available for inspection at the registered office of the Company during business hours.

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

Sd/-
Vishwanath Pai. D
Company Secretary

Place: Kochi
Date: 07.03.2026

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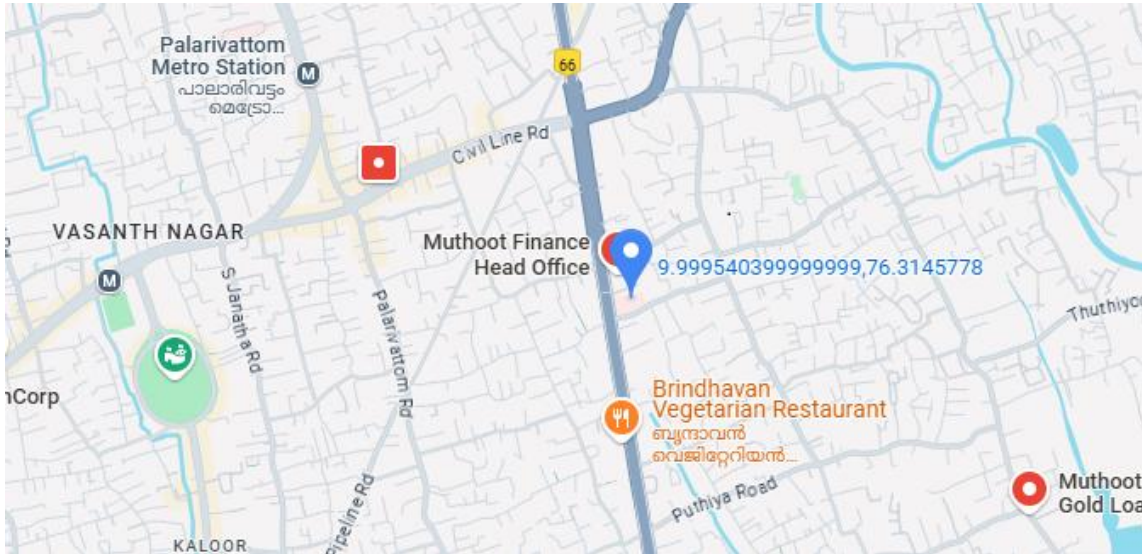
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Route Map to EGM Venue



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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 Extra Ordinary General Meeting of the Company to be held on the 30th day of March, 2026 at 9.30 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:

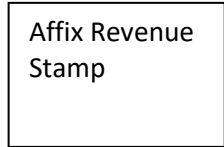
Special Business:-

1. To increase the Authorized Share Capital of the Company
2. To alter Capital Clause of Memorandum of Association
3. Alteration of Clause 3 of Articles of Association of the Company
4. Issue of Equity Shares on a preferential basis through private placement

Signed this day of

Signature of Shareholder

Signature of Proxy holder(s)



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.mvafll.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