Notice of 122nd Annual General Meeting

NOTICE, is hereby given that the **122nd Annual General Meeting (AGM) of the Members of Kumbakonam Mutual Benefit Fund Nidhi Limited** will be held on **Wednesday, the 30th September, 2026 at 10.00 a.m. (IST)** through Video Conferencing **(VC)** / Other Audio Visual Means **(OAVM)** to transact the following business.

Ordinary Business :

1. **Adoption of financial statements:**

   To receive, consider and adopt the audited financial statements of the company for the financial year ended 31st March, 2026 and the Reports of the Board of Directors and Auditors thereon, including the requisite Annexures.

   To consider and if thought fit, to pass the following resolution as Ordinary Resolution.

   "RESOLVED THAT the audited financial statements of the Company for the financial year ended 31st March, 2026, together with the Reports of the Board of Directors and Auditors thereon and the Board of Directors be and are hereby received, considered and adopted."

2. **Declaration of dividend:**

   To declare dividend for the financial year ended 31st March, 2026.

   To consider and if thought fit, to pass the following resolution as Ordinary Resolution.

   "RESOLVED THAT dividend @ 25% pro rata per share on the paid-up equity share capital of the company for the financial year ended 31st March, 2026 be and is hereby recommended, payable to those members whose names appear on the Register of Members as of the record date."

3. **Appointment of Director, in place of retiring Director:**

   To appoint a director in place of Thiru.PR.P.Velappan (DIN : 01892661), who retires by rotation and being eligible, offers himself for reappointment:

   To consider and if thought fit, to pass the following resolution as Ordinary Resolution.

"RESOLVED THAT Thiru.PR.P.Velappan (DIN: 01892661), who retires by rotation in terms of Section 152 of Companies Act, 2013 and being eligible offers himself for re-election be and is hereby reappointed as Director of the Company, whose office shall be liable to retirement by rotation."

Special Business :

4. **To consider the re-appointment of Thiru.S.Kalyanasundaram (DIN: 00829647) as an Independent Director for a second term of five consecutive years in the Board of the Company:**

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

"RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof), Thiru.S.Kalyanasundaram (DIN: 00829647), who has given his consent to act as director and has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Rules made thereunder and is eligible for reappointment and based on the performance evaluation by and recommendation of the Nomination and Remuneration Committee be and is hereby reappointed as an Independent Director of the Company, who is not liable to retire by rotation and who shall hold office for a second term of 5 (five) consecutive years from the conclusion of the 122nd Annual General Meeting till the conclusion of the 127th Annual General Meeting and shall exercise all such powers as are conferred under the provisions of the Companies Act, 2013 and the Articles of Association of the Company."

5. To consider the re-appointment of Thiru.PR.P.Velappan (DIN: 01892661) as the non-retiring Managing Director of the Company for a second term of five years and payment of remuneration to him:

To consider and, if thought fit, to pass, the following Resolutions, as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with sub-paragraph (A) of Section II of Part II of Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Rules made there under, including any statutory modification or re-enactment thereof, the consent of the members of the Company be and is hereby accorded for the reappointment of Thiru.PR.P.Velappan (DIN : 01892661), aged 73 years, as Managing Director of the Company, not liable to retire by rotation, on the following terms and conditions:

Period : Five (5) years from 08-11-2026 to 07-11-2031

Remuneration : Rs.3,00,000/- (Rupees Three lakhs only) per month

Other benefits:

Residential telephone and mobile phone with internet facility, provided by the Company for official purposes.

Use of Company's car with driver and fuel for official purposes.

Reimbursement of actual travelling expenses i.e. single fare each way by train by highest class or by air (Executive Class) plus any further transport and other incidental expenses incurred in travelling to and fro the places of meeting / business.

Reimbursement of actual lodging/ halting/ boarding expenses (inclusive of taxes) against production of bills and vouchers.

The monthly remuneration and other benefits as above shall be paid to him as minimum remuneration/ benefits even in the absence of or inadequacy of profits in any year."

6. To consider the re-appointment of Thiru.G.Anbalagan (DIN: 01469646) as an Independent Director for a second term of five consecutive years in the Board of the Company:

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

"RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013,the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or reenactment(s) thereof), Thiru.G.Anbalagan (DIN: 01469646), who has given his consent to act as director and has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Rules made thereunder and is eligible for reappointment and based on the performance evaluation by and recommendation of the Nomination and Remuneration Committee be and is hereby reappointed as an Independent Director of the Company, who is not liable to retire by rotation and who shall hold office for a second term of 5 (five) consecutive years from the conclusion of the 122nd Annual General Meeting till the conclusion of the 127th Annual General Meeting and shall exercise all such powers as are conferred under the provisions of the Companies Act, 2013 and the Articles of Association of the Company."

7. To consider regularisation of the appointment of Thiru.S.Ravichandran (DIN:03425202) as Director (Non-Executive and Non-independent) of the Company, liable to retire by rotation:

To consider and if thought fit, to pass the following resolution as on ordinary resolution :

"RESOLVED THAT pursuant to provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, including any enactment, re-enactment or modifications thereof and Article 62 of Articles of Association of the Company, Thiru.S.Ravichandran (DIN:03425202), who was appointed as Additional Director by the Board of Directors of the company in their meeting held on 30th March, 2026 to hold office from 01.04.2026 up to the date of the 122nd Annual General Meeting and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice from him in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director (Non-Executive and Non-independent), be and is hereby appointed as the Director of the Company, liable to retire by rotation."

8. To consider increase in borrowing limits under section 180(1) (c) of the Companies Act, 2013 from Rs.7000 crores to Rs.20000 crores.

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

"RESOLVED THAT pursuant to the provisions of Sections 179 and 180 (1)(c) and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 [including any statutory modification(s) or re-enactment thereof, for the time being in force], in supersession of all the earlier resolutions, the consent of the Members of the company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, for the purpose of the business of the Company any sum or sums of money from any one or more members of the company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is Rs.20000 crores (Rupees Twenty thousand crores only) but further subject to the maximum borrowing of twenty times of the net owned funds, as per the last audited financial statements, as prescribed under Rule 11(1) of Nidhi Rules, 2014 over and above the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment or otherwise as it may, in its absolute discretion, think fit."

By Order of the Board
Kumbakonam Mutual Benefit Fund Nidhi Limited,

Place : Kumbakonam
Date : 27-08-2026

CS.S.Kannan
Company Secretary
M.No. A4053

NOTES :

1. **Explanatory Statements** pursuant to Section 102 of the Companies Act, 2013, which set-out details of material facts relating to the Special businesses to be transacted at this Annual General Meeting (AGM), is annexed hereto.
2. **E-Voting :**

1. Ministry of Corporate Affairs ("MCA"), vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 2/2022 dated May 5, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023, Circular No. 09/2024 dated September 19, 2024 and General Circular No. 3/2025 dated September 22, 2025 (collectively referred to as 'MCA Circulars') has permitted Companies to hold Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of members. In compliance with the applicable provisions of the Companies Act, 2013 and the MCA Circulars, AGM shall be conducted through VC / OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and the Circulars issued by the Ministry of Corporate Affairs (MCA) from time to time, the Company is providing facility of remote e-Voting to all its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with M/s National Securities Depository Limited (NSDL) a MCA authorised agency for facilitating voting through electronic means. The facility for voting by a member through remote e-voting system, for participation in the 122nd AGM through VC/OAVM facility and e-voting on the date of the AGM will be provided by NSDL.
3. The Board of Directors has appointed M/s. Cameo Corporate Services Limited, Subramanian Building, #1, Club House Road, Chennai - 600 002, as Registrar and Transfer Agent (RTA) for e-voting services.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the MCA, the facility to appoint proxy to physically attend and cast vote for the members is not available for this AGM. Hence, proxy form, route map and attendance slip are not included in the Annual Report.

5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on come first served basis. This will not include Directors, Key Managerial Personnel, the Chairmen of the Audit Committee Stakeholders Relationship Committee and Nomination and Remuneration Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.kmbf.co.The Notice is also available on the website of NSDL i.e. www.evoting.nsdl.com.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and all documents referred to in the Notice will be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 30th September, 2026. Members can inspect the same by sending an e-mail to agmshare@kmbf.co.
9. In compliance of the above MCA Circulars, the Notice of 122nd AGM and the financial statements relating to the year 2025-2026, along with Auditors' Report, Board's Report and other documents required to be attached thereto (collectively referred as “Annual Report”) will be sent only by e-mail only to the members of the company, whose e-mail addresses are registered with the company and for those who have not registered their email id, copy of Annual Report will be sent pursuant to the modification to the provisions of Section 136(1) of the Companies Act 2013 as per MCA notification G.S.R 465(E) dated 05/06/2015. For members holding shares of not more than 1,000 in face value or 1% of the total paid-up share capital, whichever is less, compliance in respect to Section 136 (1) shall be made by publishing notice in newspapers stating the AGM date. time, etc. All the despatches / e-mails / news paper notices will be completed with in the extant statutory timelines.

   The 122nd Annual Report, including the Notice of AGM is available on the Company's website https://kmbf.co/annual-report.html and on the notice boards of Registered Office and 154 Branches. The notice is also available on the website of NSDL i.e. www.evoting.nsdl.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING :

1. The remote e-voting period begins on 27th September, 2026 at 09:00 A.M. (IST) and ends on 29th September, 2026 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.
2. The Members, whose names appear in the Register of Members as on the record date (cut-off date) i.e. 18th September, 2026, may cast their vote electronically.
3. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 18th September, 2026,. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

Login Method for e-Voting and joining virtual meeting.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password, which have already been mailed to your registered email id.

   Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at https://eservices.nsdl.com/ with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

   EVEN (E-voting Event Number) followed by Folio Number registered with the company.

   For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

   Process for those shareholders whose email ids are not registered with the Company and RTA for procuring User ID and Password and registration of e-mail ids for e-voting for the resolution set out in this notice.

   Please provide 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 AADHAR Card) by email to agmshare@kmbf.co.
5. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

Physical User Reset Password?

a) Option is available on www.evoting.nsdl.com.

b) If you are still unable to get the password by aforesaid options, you can send a request at evoting@nsdl.com mentioning your folio number, your PAN, your name and your registered address, etc.

6. Now, you will have to click on "Login" button.
7. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General meeting on NSDL e-Voting system.

How to cast your vote electronically and join General meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies' "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period and cast

your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request to Ms. Prajakta Bawle, Executive, at evoting@nsdl.com.

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM :-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any clarifications connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM :

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for **Access to NSDL e-voting system.** After successful login, you can see link of “VC/OAVM” placed under **“Join meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting *via* Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request, in advance from their registered email address mentioning their name, folio number, PAN, mobile number at agmshare@kmbf.co. from 23rd September, 2026 (9:00 a.m. IST) to 25th September, 2026 (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.

3. Book Closure :

Pursuant to section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Book of the Company will remain closed from Thursday, the 24th September, 2026 to Wednesday, the 30th September, 2026 (both days inclusive) for ascertaining the entitlement of members, eligible to receive the dividend, if declared in the AGM. Notice is available at https://kmbf.co/news-paper-notices.html.

4. Nomination:

Members can avail of the facility of nomination pursuant to the provisions of section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, by sending their nomination in the prescribed Form No. SH-13, duly filled in to the Registered Office of the company.

5. Dividend and Tax Deducted at Source (TDS):

The dividend, if approved at the Annual General Meeting, will be paid within 30 days, to those members, whose names appear on the Register of Members, as on the date of book closure.

Tax Deducted at Source: In accordance with Section 393(1) of Income Tax Act, 2025, (old reference section 194), if the dividend exceeds Rs.10000, tax shall be deducted at source from the dividend at 10%, where the shareholders have registered their valid Permanent Account Number (PAN) and at 20%, where the shareholders do not have PAN/ have not registered their valid PAN details in folio or if AADHAAR number is not linked with PAN. To avail the benefit of non-deduction of tax at source, members are requested to submit before 29.09.2026, the Form 121 (erstwhile form 15G/15H) or valid Form 128 (erstwhile Form 13) for Nil or lower tax deduction issued by the Income-tax Department, if any (only for valid PAN - Form 121 will be acceptable). Form 121 can be downloaded from the website https://www.incometaxindia.gov.in/w/form-no.-121 of Incom Tax Department and website https://kmbf.co/forms.html of our company.

6. Transfer of unpaid dividend to IEPF:

Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the company's unpaid dividend account, shall be transferred, under section 124 of the Companies Act, 2013, to the Investor Education and Protection Fund (IEPF), established under section 125 of the Companies Act, 2013. The members/ claimants whose unclaimed dividends have been transferred to IEPF may apply for refund by making an application to IEPF authority in form IEPF 5 (available on https://www.iepf.gov.in) along with requisite fees. Members who have not yet obtained the dividend from the financial year ended 31st March, 2019 onwards are requested to forward their claims to the company on or before 17th October, 2026. The details of the unclaimed dividends are available on the company's website at https://kmbf.co/.

7. Updation of Bank Account Details:

Members are requested to furnish/ update bank account number, name of the bank, branch (place with PIN code) and IFSC for receiving the dividend.

8. Consolidation of multiple folios:

Members who hold shares in identical names and in the same order of names in more than one folios, are requested to write to the Registered Office of the company to consolidate their holdings into one folio.

9. Change in Address:

Members are requested to notify to the Registered Office of the Company changes in their addresses, if any.

10. Poll Scrutinizer: The Board of Directors has appointed M/s. Vidhya & Associates, Practising Company Secretaries, Chennai, as Scrutiniser to scrutinise the voting process to take place in a fair and transparent manner.

11. Green Initiative:

We urge all our members, who have shares exceeding Rs.1000 in aggregate, to support our commitment to environmental protection by opting to receive the company's communications through e-mail. Such members are requested to register/ update their email addresses with the Registered Office to receive copies of the Annual Reports in electronic mode. We request all our other members also to register their email ids to receive our communications and also for e-voting.

12. Members who are desirous of obtaining hard copy of the Annual Report should send a request to the company's e-mail id *viz.,* annualreport@kmbf.co clearly mentioning their Share Certificate number.

Explanatory Statements pursuant to Section 102 (1) of the Companies Act, 2013, setting out the material facts and reasons for the proposed special resolutions in the accompanying notice:

Agenda Item No. 4 : To consider the reappointment of Thiru.S.Kalyanasundaram (DIN: 00829647) as an Independent Director for a second term of five consecutive years in the Board of the Company:

Thiru.S.Kalyanasundaram (DIN: 00829647) was appointed in the 117th Annual General Meeting of the company held on 08.11.2021 as an Independent Director for a first term of five years, commencing from 08.11.2021 and his first term expires in the ensuing Annual General Meeting.

It may be noted that

a. Thiru.S.Kalyanasundaram (DIN: 00829647) is currently an Independent Director of the Company and Chairman of the company, the Board and all the committees except the Nomination and Remuneration Committee of which he is a member.

b. He was a director/ Chairman of Audit Committee/ Managing Director of the company for about 5 years during the period from 28.09.2006 to 19.08.2011.

c. The contributions of Thiru.S.Kalyanasundaram during the past five years as Chairman of the Company, Board and various Committees have been perceived well, as reflected in the business growth, profit increase, branch expansion, etc., of the company. He further continues to possess all skills, expertise and competencies in the core field of Nidhi, besides public and social service. These fundamental capabilities possessed by him over a period of about four decades have been instrumental in enhancing the company's image. He is the Member of Parliament (Rajya Sabha), which adds proudness to the company. Despite being 86 years of age, he continues to remain actively engaged and contributes significantly to the affairs of the Company.

d. The Company has received a declaration from Thiru.S.Kalyanasundaram confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013, read with the rules framed thereunder.

e. He has confirmed in his Form DIR -8 that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent in Form DIR-2 to act as Director in terms of Section 152 of the Companies Act, 2013, subject to reappointment by the Members of the Company.

f. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA). Thiru.S.Kalyanasundaram is exempt from the requirement to undertake online proficiency self assessment test conducted by IICA.

g. In the opinion of the Board, Thiru.S.Kalyanasundaram fulfils the conditions specified in the Companies Act, 2013 and rules there under for reappointment as an Independent Director and is independent of the Management.

h. Nomination and remuneration Committee had at its meeting held on 27th August, 2026 has recommended to the Board the re-appointment of Thiru.S.Kalyanasundaram as Independent Director for further period of 5 years.

i. His continuation as an Independent Director will be more beneficial to the all-round growth of the company.

j. He is entitled to sitting fees and share in 1% commission on the net profits of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Thiru.S.Kalyanasundaram and his relatives, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and other applicable provisions of the Act, the reappointment of Thiru.S.Kalyanasundaram as an Independent Director is now placed for the approval of the Members by a Special Resolution.

ADDITIONAL INFORMATION WITH RESPECT TO AGENDA ITEMS IN THE NOTICE OF ANNUAL GENERAL MEETING, AS PER SECRETARIAL STANDARD - 2, OF THE DIRECTOR BEING RE-APPOINTED

Name	Thiru.S.Kalyanasundaram
Director Identification Number	00829647
Date of Birth and Age	24.06.1940 ; 86 years
Qualification	-
Experience / expertise	Sitting MP (Rajya Sabha). Wide exposure in the fields of Nidhi, Business, Public and Social Service. Director in this company for about 10 years.
Key Terms and conditions of appointment and details of remuneration	Independent Director, not liable to retire by rotation. Sitting Fees and share in 1% remuneration.
Remuneration last drawn	Rs.20.09 lakhs
Date of first appointment on Board (Initial term)	28.09.2006
Date of first appointment on Board (Latest term)	08.11.2021
Shareholding as on 31st March, 2026 (Equity shares in KMBF Nidhi Limited)	22883
Relationship with other Director /Key Managerial Personnel	NIL
Number of Meetings of Board attended, during the financial year 2025-26	13
Directorships in other Companies	NIL
Other memberships/ chairmanships of committees of other Boards	NIL

Agenda Item No. 5 : To consider the reappointment of Thiru.PR.P.Velappan (DIN: 01892661) as the non-retiring Managing Director of the Company for a second term of five years and payment of remuneration to him:

Thiru.PR.P.Velappan (DIN: 01892661) was elected as Director in the 117th Annual General Meeting of the Company held on 08.11.2021, Then, the Board of Directors, at their Meeting held on 08.11.2021, on the recommendation of Nomination and Remuneration Committee, had appointed him as Managing Director (Key Managerial Personnel) of the Company for a period of five years from 08.11.2021 to 07.11.2026, on the following terms and conditions:

Period: Five (5) years from 08-11-2021 to 07-11-2026

Remuneration: Rs.3,00,000/- (Rupees Three lakhs only) per month.

Other benefits: Residential telephone and mobile phone with internet facility, provided by the Company for official purpose.

Use of Company's car with fuel and driver for official purpose. Reimbursement of actual travelling expenses i.e. single fare each way by train by highest class or by air (Executive Class) plus any further transport and other incidental expenses incurred in travelling to and fro the places of meeting / business. Halting Allowances (a) Lodging Reimbursement of actual lodging expenses (inclusive of taxes) against production of bills and vouchers.

Boarding Charges Reimbursement of actual expenses towards Boarding (inclusive of taxes).

The above monthly remuneration of Rs.3,00,000 and other benefits shall be paid to him as minimum remuneration/ benefits even in the absence of or inadequacy of profits in any year.

It may be noted that Thiru.PR.P.Velappan was a Director/ Managing Director for about 13 years during the periods from 8th May, 1995 to 28th September, 2005 and from 30th September, 2007 to 23rd September, 2010. Then, Thiru.PR.P.Velappan (DIN: 01892661) was appointed as Managing Director for five years from 08.11.2021 to 07.11.2026, as indicated above.

From his latest appointment as Managing Director from 8th November, 2021, he has been continuously contributing to the development of the company and under his stewardship the company has witnessed all round growth in the spheres of deposits/advances/ profit/ branch expansion/ industrial relations, etc. Despite being 73 years of age, he continues to remain actively engaged and contributes significantly to the affairs of the Company.

Article 62(a) of the Articles of Association of the company provides that “Subject to the provisions of section 149 & 152 of the Companies Act, 2013 the Board is empowered to fix up and appoint Directors, who are not liable for reitre by rotation”

The resolutions and the relevant explanatory statement may be treated as an abstract of the terms of appointment of Thiru.PR.P.Velappan as Managing Director in terms of Section 190 of the Companies Act, 2013. Since the appointment and payment of remuneration to Thiru.PR.P.Velappan as Managing Director, not retiring by rotation, requires the approval of the Shareholders, the Board of Directors recommends passing of a Special Resolution as set out in Item No. 5 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Thiru.PR.P.Velappan and his relatives, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

ADDITIONAL INFORMATION WITH RESPECT TO AGENDA ITEMS IN THE NOTICE OF ANNUAL GENERAL MEETING, AS PER SECRETARIAL STANDARD - 2, OF THE DIRECTOR BEING RE-APPOINTED

Name	Thiru.PR.P.Velappan
Director Identification Number	01892661
Date of Birth and Age	19.04.1953 ; 73 years
Qualification	B.A.,
Experience / expertise	Wide exposure in the fields of Nidhi, Business, Public and Social Service. Director/ MD in this company for about 18 years.
Key Terms and conditions of appointment and details of remuneration	Managing Director - 5 years term. Rs.3,00,000 p.m. + Car, Phone, Travelling Expenses, (at actuals)
Remuneration last drawn	Rs. 36.00 lakhs
Date of first appointment on Board (Initial term)	08.05.1995
Date of first appointment on Board (Latest term)	08.11.2021
Shareholding as on 31st March, 2026 (Equity shares in KMBF Nidhi Limited)	5025
Relationship with other Director /Key Managerial Personnel	NIL
Number of Meetings of Board attended, during the financial year 2025-26	13
Directorships in other Companies	NIL
Other memberships/ chairmanships of committees of other Boards	Vice President, Chamber of Nidhis

Agenda Item No. 6 : To consider the re-appointment of Thiru.G.Anbalagan (DIN: 01469646) as an Independent Director for a second term of five consecutive years in the Board of the Company:

Thiru.G.Anbalagan (DIN: 01469646) was appointed in the 117th Annual General Meeting of the Company held on 08.11.2021 as an Independent Director for a first term of five years, commencing from 08.11.2021 and his first term expires in the ensuing Annual General Meeting.

It may be noted that

a. Thiru.G.Anbalagan (DIN: 01469646) is currently an Independent Director of the Company and member of 5 Committees.

b. He was a director/ Vice Chairman/ Chairman of the company for about 5 years during the period from 28.09.2006 to 19.08.2011.

c. The contributions of Thiru.G.Anbalagan during the past five years as the Independent Director have been perceived well, as reflected in the business growth, profit increase, branch expansion, etc., of the company. He further continues to possess all skills, expertise and competencies in the core field of Nidhi, besides public and social service. These fundamental capabilities possessed by him over a period of about four decades have been instrumental in enhancing the company's image. He was the three time Member of Legislative Assembly of Kumbakonam Constituency of Tamil Nadu, which adds proudness to the company. Despite being 77 years of age, he continues to remain actively engaged and contributes significantly to the affairs of the Company.

d. The Company has received a declaration from Thiru.G.Anbalagan confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013, read with the rules framed thereunder.

e. He has confirmed in his Form DIR - 8 that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent in Form DIR - 2 to act as Director in terms of Section 152 of the Companies Act, 2013, subject to reappointment by the Members of the Company.

f. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA). Thiru.G.Anbalagan is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA.

g. In the opinion of the Board, Thiru.G.Anbalagan fulfils the conditions specified in the Companies Act, 2013 and rules there under for reappointment as an Independent Director and is independent of the Management.

h. Nomination and remuneration Committee had at its meeting held on 27th August, 2026 has recommended to the Board the re-appointment of Thiru.G.Anbalagan as Independent Director for further period of 5 years.

i. His continuation as an Independent Director will be more beneficial to the all-round growth of the company.

j. He is entitled to sitting fees and share in 1% commission on the Net Profits of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Thiru.G.Anbalagan and his relatives, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, the reappointment of Thiru.G.Anbalagan as an Independent Director is now placed for the approval of the Members by a Special Resolution.

ADDITIONAL INFORMATION WITH RESPECT TO AGENDA ITEMS IN THE NOTICE OF ANNUAL GENERAL MEETING, AS PER SECRETARIAL STANDARD - 2, OF THE DIRECTOR BEING RE-APPOINTED

Name	G.Anbalagan
Director Identification Number	01469646
Date of Birth and Age	10.06.1949 ; 77 years
Qualification	-
Experience / expertise	Three times MLA, with wide exposure in the fields of Nidhi, Business, Public and Social Service. Director in this company for about 10 years.
Key Terms and conditions of appointment and details of remuneration	Independent Director, not liable to retire by rotation. Sitting Fees and share in 1% remuneration.
Remuneration last drawn	Rs.20.09 lakhs
Date of first appointment on Board (Initial term)	28.09.2006
Date of first appointment on Board (Latest term)	08.11.2021
Shareholding as on 31st March, 2026 (Equity shares in KMBF Nidhi Limited)	50000
Relationship with other Director /Key Managerial Personnel	NIL
Number of Meetings of Board attended, during the financial year 2025-26	13
Directorships in other Companies	NIL
Other memberships/ chairmanships of committees of other Boards	NIL

Agenda Item No. 7 : To consider regularisation of the appointment of Thiru.S.Ravichandran (DIN: 03425202) as Director (Non-Executive and Non-independent) of the Company, liable to retire by rotation:

On the basis of the recommendation of the Nomination and Remuneration Committee in relation to the appointment Thiru.S.Ravichandran (DIN: 03425202), the Board of Directors, in their meeting held on 30th March, 2026 as has co-opted him as Additional Director to hold office from 01.04.2026 up to the date of the ensuing Annual General Meeting.

Thiru.S.Ravichandran, being a non-retiring director, has submitted a notice dated 19th August, 2026 under section 160 of the Companies Act, 2013 in writing, under his hand, signifying his candidature, as director. As per the proviso to the said section, requirements of deposit of amount (Rs.10000) shall not apply in case of appointment a director recommended by the Nomination and Remuneration Committee.

The company has received from him consent in Form DIR - 2 to act as a Director of the Company and a declaration, in Form DIR - 8, that he is not disqualified from being appointed as a Director of the Company.

The Nomination and Remuneration Committee in their meeting held on 27th August, 2026, has recommended the regularisation of the appointment of Thiru.S.Ravichandran (DIN: 03425202) as a director, retiring by rotation, for their consideration.

Thiru S. Ravichandran is a respected personality with vast experience in the real estate sector. His induction into the Board is expected to provide valuable guidance and strategic insights, thereby contributing to the Company's growth and long-term development.

He is entitled to sitting fees and share in 1% commission on the Net Profits of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Thiru.S.Ravichandran and his relatives, is concerned or interested, financially or otherwise, in the resolution.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 the directors shall be appointed by the members in the General Meeting of the company. In view of the same, it is proposed by the Board for appointment of Thiru.S.Ravichandran (DIN: 03425202) as Director by the members at the ensuing Annual General Meeting of the company, as set out in Item No.7 of the Notice for approval of the Members.

ADDITIONAL INFORMATION WITH RESPECT TO AGENDA ITEMS IN THE NOTICE OF ANNUAL GENERAL MEETING, AS PER SECRETARIAL STANDARD - 2, OF THE DIRECTOR BEING RE-APPOINTED

Name	S.Ravichandran
Director Identification Number	03425202
Date of Birth and Age	23.9.1963 ; 62 years
Qualification	-
Experience / expertise	Wide exposure in the fields of Business, Public and Social Service
Key Terms and conditions of appointment and details of remuneration	Additional Director. Sitting Fees and share in 1% remuneration.
Remuneration last drawn	Not Applicable
Date of first appointment on Board (Initial term)	Not Applicable
Date of first appointment on Board (Latest term)	01.04.2026
Shareholding as on 31st March, 2026 (Equity shares in KMBF Nidhi Limited)	15000
Relationship with other Director /Key Managerial Personnel	NIL
Number of Meetings of Board attended, during the financial year 2025-26	Not Applicable
Directorships in other Companies	NIL
Other memberships/ chairmanships of committees of other Boards	NIL

Agenda Item No. 8 : To consider increase in borrowing limits under section 180(1) (c) of the Companies Act, 2013 from Rs.7000 crores to Rs.20000 crores.

Pursuant section 180(1)(c) of the Companies Act, 2013, the Board of Directors a company shall exercise inter alia the borrowing limit only with the consent of the company by a special resolution. The Board of Directors can borrow money, provided the money to be borrowed, together with the money already borrowed by the company does not exceed aggregate of its paid-up share capital, free reserves and securities premium, excluding temporary loans i.e. loans repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character, loans raised for the purpose of financial expenditure of a capital nature (even it is for a period less than six months) obtained from the company's bankers in the ordinary course of business.

In the 117th Annual General Meeting of the company, held on 08.11.2021, the limit for borrowing by the company was increased from Rs.3000 crores to Rs.7000 crores. The net owned funds as on 31.03.2026, as per its last audited financial statements is Rs.746.39 crores and the deposits accepted from members stood at Rs.6087.54 crores (as on 31.07.2026 Rs.6777 crores). Considering the growth rate, the company is expected to cross the limit of Rs.7000 crores in September, 2026. Therefore, to enable the company to ensure seamless growth of business through accretion of deposits, the borrowing limit may be increased from Rs.7000 crores to Rs.20000 crores (Rupees twenty thousand crores only). The quantum of increase of Rs.13000 crores is based on the factors like past trends in increase in deposits, branches opened, proposals to open another 51 branches in the short run, (out of 55 branches, for which permission has been accorded by the Regional Director, Southern Region, Ministry of Corporate Affairs, Chennai - 600 006) and projected growth plans. However, the actual borrowing will be restricted to twenty times the Net Owned Funds, as per the last audited financial statements of the company, as provided in Rule 11(1) of the Nidhi Rules, 2014.

Since the increase in borrowing limit requires the approval of the Shareholders, the Board of Directors recommends passing of a Special Resolution, as set out in Item No.8 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested, financially or otherwise, in the increase in borrowing limit to Rs.20000 crores.

122 -வது பேரவைக் கூட்டத்தில் மின்னனு முறையில் வாக்களித்தல் / கலந்து கொள்ளுதல்

எதிர்வரும் 122-வது ஆண்டு பேரவைக் கூட்டம் 30.09.2026 அன்று காணொளி கூட்டம் அல்லது பிற ஒலி-ஒளி வழிமுறைகள் (Video Conferencing / Other Audio - Visual Means - VC/OAVM) முறையில் நடைபெற உள்ளதால், நமது பங்குதாரர்கள் அதில் Online மூலம் கலந்து கொண்டு வாக்களிக்க, அவர்கள் வைத்திருக்கும் E-mail ID நிதியில் பதிவு செய்யப்பட்டிருக்க வேண்டும்.

எனவே E-mail ID பதிவு செய்யாத நமது பங்குதாரர்கள், பதிவு அலுவலகத்திலோ அல்லது நமது நிதியின் 154 கிளைகளில் ஏதாவது ஒரு கிளையிலோ தங்களது பங்கு சான்றிதழை காண்பித்து, 15.09.2026 தேதிக்குள் E-Mail ID -ஐ பதிவு செய்து கொள்ளுமாறு கேட்டுக்கொள்ளப்படுகிறார்கள். அவர்களுக்கு M/s. National Securities Depository Limited (NSDL) – லிருந்து login credentials அனுப்பி வைக்கப்படும்.

நமது பங்குதாரர்களின் மேலான பங்களிப்பையும், ஒத்துழைப்பையும் வேண்டுகிறோம்.