



MCSL/SEC/22-23/190

January 31, 2023

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001
Scrip Code - 511766

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051
Trading Symbol - MUTHOOTCAP

Dear Sir/Madam,

Sub: Outcome of Postal Ballot under Regulation 30 of SEBI (LODR) Regulations, 2015

Ref: Our letter no. MCSL/SEC/22-23/156 dated December 29, 2022

This communication is in furtherance to our above referred letter enclosing the Postal Ballot Notice along with the explanatory statement seeking the consent of the members vide postal ballot/electronic voting under section 102 of Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 thereto for the following special businesses proposed to be passed by the way of Special resolution and Ordinary resolution:

1. Approval of remuneration to Managing Director in the event of loss for the FY 2021-2022: **as Special Resolution**
2. Approval of remuneration to the Managing Director for a period of three years w.e.f. July 12, 2022 till July 11, 2025: **as Ordinary Resolution**

Members whose names appeared in the Register of Members / List of Beneficial Owners as on the cut-off date i.e. **Friday, December 23, 2022** were eligible for voting. The Postal Ballot Notice was sent in electronic mode to those shareholders whose email addresses were registered with the Company's Registrar and Share Transfer Agent or Depository Participants and in physical form to those Members whose email addresses were not so registered. The Notice was also placed on the website of the Company i.e. www.muthootcap.com. The remote e-voting commenced from Thursday, 29th December 2022 (9.00 a.m. IST) and ended on Friday, 27th January 2023 (5.00 p.m. IST). The results of the Postal Ballot was announced on Monday, 30th January 2023.

We would like to inform you that the resolutions mentioned above have been passed by the members of the Company with requisite majority. Pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015, the voting results and scrutinizer's report are enclosed herewith as **Annexure 1**. The same is also available on the website of the Company at www.muthootcap.com.

We request you to kindly take the same on your records.

Thanking you,

For Muthoot Capital Services Limited

DEEPA
GOPALAKRISHNAN

Digitally signed by DEEPA
GOPALAKRISHNAN
Date: 2023.01.31 11:29:27 +05'30'

**Deepa G
Compliance Officer**



Annexure 1

Disclosure as per Regulation 44 of SEBI (LODR) Regulation, 2015

Voting Results

Sl. No.	Particulars	Details
1.	Name of the Company	Muthoot Capital Services Limited
2.	Date of Postal Ballot Notice	Notice Dated 10 th November, 2022
3.	Total number of shareholders as on cut- off date i.e., December 23, 2022	20820
4.	No. of shareholders present in the meeting either in person or through proxy: (a) Promoters and Promoter Group: (b) Public:	N.A. N.A.
5.	No. of Shareholders attended the meeting through Video Conferencing (a) Promoters and Promoter Group: (b) Public:	N.A. N.A.



Resolution No. 1: Approval of remuneration to Managing Director in the event of loss for the FY 2021-2022: **Passed with requisite majority as Special Resolution.**

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of remuneration to Managing Director in the event of loss for the FY 2021-2022				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10298892	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	10298892	0	0.0000	0	0	0.0000	0.0000
Public-Institution	E-Voting	1766016	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1766016	0	0.0000	0	0	0.0000	0.0000



Public-Non Institution	E-Voting		4417	0.1008	1069	3348	24.2019	75.7981
	Poll	4382625	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		31930	0.7286	31820	110	99.6555	0.3445
	Total	4382625	36347	0.8293	32889	3458	90.4861	9.5139
Total		16447533	36347	0.2210	32889	3458	90.4861	9.5139
Whether resolution is Pass or Not							Yes	

Muthoot Capital Services Ltd., Registered Office: 3rd Floor, Muthoot Towers, M.G Road, Kochi - 682 035, Kerala, India
P: +91-484-6619600, 6613450, F: +91-484-2381261, Email: mail@muthootcap.com, www.muthootcap.com

CIN: L67120KL1994PLC007726



Resolution No. 2: Approval of remuneration to the Managing Director for a period of three years w.e.f. July 12,2022 till July 11, 2025:
Passed with requisite majority as Ordinary Resolution.

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of remuneration to the Managing Director for a period of three years w.e.f. July 12,2022 till July 11, 2025				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10298892	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	10298892	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	1766016	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1766016	0	0.0000	0	0	0.0000	0.0000



Public- Non Institutions	E-Voting	4382625	4417	0.1008	1019	3398	23.0700	76.9300
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		31810	0.7258	31700	110	99.6542	0.3458
	Total	4382625	36227	0.8266	32719	3508	90.3166	9.6834
	Total	16447533	36227	0.2203	32719	3508	90.3166	9.6834
Whether resolution is Pass or Not							Yes	

Muthoot Capital Services Ltd., Registered Office: 3rd Floor, Muthoot Towers, M.G Road, Kochi - 682 035, Kerala, India
P: +91-484-6619600, 6613450, F: +91-484-2381261, Email: mail@muthootcap.com, www.muthootcap.com

CIN: L67120KL1994PLC007726

Partners:

CS Puzhankara Sivakumar. M.com, FCMA, FCS

CS Syam Kumar R. BSc, FCS, LLB, IP

CS Madhusudhanan E.P. M.com, FCS, FCMA, IP, RV

CS Anju Panicker. BA, LLB (Hons.), ACS

Reg. Office:

Building No. C.C 56/172

K.C. Abraham Master Road,

Panampilly Nagar, Kochi-682036

0484 4873636/ 4874242

COMBINED SCRUTINIZER REPORT FOR POSTAL BALLOT & REMOTE E-VOTING OF M/S MUTHOOT CAPITAL SERVICES LIMITED

To,

The Chairman,

M/s Muthoot Capital Services Limited

3rd Floor, Muthoot Towers

M.G Road, Kochi, Kerala- 682035

Sub: **Consolidated Scrutinizer's Report on the Postal Ballot and remote E-voting conducted pursuant to Sections 108, 110 of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") (including any statutory modifications or re-enactments thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended, Secretarial Standards on General Meetings (SS-2) to the extent applicable read with applicable General Circulars issued by Ministry of Corporate Affairs, Government of India and pursuant to other applicable laws and regulations, as amended from time to time, of M/s. Muthoot Capital Services Limited (CIN: L67120KL1994PLC007726) commenced from Thursday, December 29, 2022 at 9.00 am to Friday, January 27, 2023 at 5.00 pm**

I, Sivakumar P, Company Secretary in Practice holding Membership Number: FCS- 3050 and Certificate of Practice Number - 2210, Managing Partner, SEP & Associates, Company Secretaries, First Floor, Building No. C.C 56/172, K.C. Abraham Master Road, Panampilly Nagar, Kochi-682036, have been appointed by the Board of Directors of M/s. Muthoot Capital Services Limited (CIN:L67120KL1994PLC007726), 3rd Floor, Muthoot Towers, M.G Road, Kochi, Kerala - 682035 as the Scrutinizer for the Postal Ballot and Remote Electronic Voting process in respect of the below mentioned resolutions of the company pursuant to Sections 108, 110 of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") (including any statutory modifications or re-enactments thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as




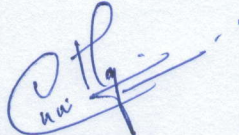
amended, Secretarial Standards on General Meetings (SS-2) to the extent applicable read with applicable General Circulars issued by Ministry of Corporate Affairs, Government of India and pursuant to other applicable laws and regulations, as amended from time to time, commenced from Thursday, December 29, 2022 at 9.00 am to Friday, January 27, 2023 at 5.00 pm.

Further, pursuant to the MCA and SEBI Circulars, the Notice of the Postal Ballot dated November 10, 2022 along with the statement setting out material facts under Section 102 of the Act were sent by e-mail to those Members who had registered their e-mail address with the Company or with their Depository Participants ("DP"). Members who had not registered their e-mail address were sent the Postal Ballot Notice along with the Postal Ballot Form ("Ballot Form") through permitted mode along with a pre-paid self-addressed Envelope. The Postal Ballot Notice was uploaded on the website of the Company at www.muthootcap.com. The Notice was also hosted on the websites of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively and the same was also available on the website of Central Depository Services (India) Limited ("CDSL") (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.

The Postal Ballot Notice was sent to all the Members, whose names appeared in the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the close of business hours on Friday, 23.12.2022 (cut-off date). The postal ballot and remote e-voting period remained open from 9:00 A.M on Thursday, December 29, 2022 to 5 P.M on Friday, January 27, 2023. The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

Witnesses to the unblocking of votes:


1. Teresita Varghese
D/o Joseph Joy
Puthenpurackal House,
Kaipencherry, Sulthan Bathery P O
Wayanad- 673592
Apprenticeship Trainee


2. Unnimaya T P
D/o Pankajakshan T B
Thareparambil House
Nettoor P O, Maradu
Ernakulam-682040
Apprenticeship Trainee



I have scrutinized and reviewed the votes cast by the shareholders through postal ballot and remote e-voting prior based on the duly received postal ballot forms and the data downloaded from the CDSL e-voting system.

My responsibility as scrutinizer for remote e-voting is limited to prepare and submit a Consolidated Scrutinizer's Report of the votes cast in favour or against the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by the Agency authorized under the Rules and engaged by the Company to provide e-voting facility.

The consolidated Report on the result of voting through postal ballot and remote e-voting through electronic system in respect of the said resolutions are as under:

SPECIAL BUSINESS:

Item No. 1: Special Resolution

Approval of remuneration to Managing Director in the event of loss for the FY 2021-2022.

(i) Voted **in favour** of the resolution:

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Postal Ballot	08	31820	87.55
Remote e-Voting	22	1069	2.94
TOTAL	30	32889	90.49

(i) Voted **against** the resolution:

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Postal Ballot	01	110	0.30
Remote E-Voting	15	3348	9.21
TOTAL	16	3458	9.51



(i) **Invalid Votes**

Voting Description	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Postal Ballot	05	1620
Remote E-Voting	0	0

Item No. 2: Ordinary Resolution

Approval of remuneration to the Managing Director for a period of three years w.e.f. July 12, 2022 till July 11, 2025.

(ii) Voted **in favour** of the resolution:

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Postal Ballot	06	31700	87.51
Remote e-Voting	21	1019	2.81
TOTAL	27	32719	90.32

(ii) Voted **against** the resolution:

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Postal Ballot	01	110	0.30
Remote e-Voting	16	3398	9.38
TOTAL	17	3508	9.68



(ii) **Invalid Votes**

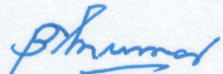
Voting Description	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Postal Ballot	06	1730
Remote e-Voting	0	0

The resolutions were passed in consolidation of the two methods, Remote e- voting and postal ballot as special resolution and ordinary resolution respectively with requisite majority as specified under the Companies Act, 2013.

Thanking You
Yours Faithfully

For SEP & Associates
Company Secretaries

UDIN: F003050D003071313


Sivakumār P.
Managing Partner
M. No. : 3050
COP No : 2210



Place: Ernakulam
Date : 30.01.2023