

October 01, 2020

Ref: SEC/MFL/SE/2020/3600

National Stock Exchange of India Ltd.

Exchange Plaza,
Plot no. C/1, G Block,
Bandra- Kurla Complex
Bandra (E), Mumbai - 400 051
Symbol: **MUTHOOTFIN**

BSE Limited

Department of Corporate Services
P. J. Tower, Dalal Street,
Mumbai 400 001
Scrip Code: **533398**

Dear Sir/Madam,

Sub: Voting Results under Regulation 44(3) of SEBI (LODR) Regulations, 2015 and Scrutinizer's Report on Remote E-Voting.


Pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consolidated voting results of the 23rd Annual General Meeting (AGM) of the Company held on Wednesday, September 30, 2020, through Video Conference ("VC") or Other Audio Visual Means ("OAVM") without the physical presence of the Members at 10.30 a.m. is enclosed herewith as Annexure A to this letter in the prescribed format.

Remote E-voting facility was provided to the Members from September 27, 2020 at 9.00 a.m. to September 29, 2020 at 5.00 p.m. and e-voting facility was also provided to the Members who had not done remote e-voting and were present at the meeting through VC or OAVM. A copy of the Scrutinizer's Report on remote e-voting is attached herewith as Annexure B to this letter.

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

It may please be noted that the proceedings of the 23rd AGM of the Company were submitted to the Stock Exchanges in the format specified under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking You,
For **Muthoot Finance Limited**



Rajesh A
Company Secretary

ANNEXURE - A

Muthoot Finance Limited								
Resolution Required : (Ordinary)			1 - To adopt Financial Statements for the year ended March 31, 2020.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	294463872	294463872	100.0000	294463872	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		294463872	100.0000	294463872	0	100.0000	0.0000
Public Institutions	E-Voting	86137592	66914432	77.6832	66732328	182104	99.7279	0.2721
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		66914432	77.6832	66732328	182104	99.7279	0.2721
Public Non Institutions	E-Voting	20477072	1564775	7.6416	1564708	67	99.9957	0.0043
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1564775	7.6416	1564708	67	99.9957	0.0043
Total		401078536	362943079	90.4918	362760908	182171	99.9498	0.0502

For Muthoot Finance Limited

Rajesh A
Company Secretary
Membership No. FCS7106



Muthoot Finance Limited

Resolution Required : (Ordinary)

2 - To appoint Mr George Thomas Muthoot (holding DIN:00018281) who retires by rotation and being eligible offers himself for re-appointment.

Whether promoter/ promoter group are interested in the agenda/resolution?

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	294463872	294463872	100.0000	294463872	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		294463872	100.0000	294463872	0	100.0000	0.0000
Public Institutions	E-Voting	86137592	67060487	77.8528	66708320	352167	99.4749	0.5251
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		67060487	77.8528	66708320	352167	99.4749	0.5251
Public Non Institutions	E-Voting	20477072	1564763	7.6415	1564438	325	99.9792	0.0208
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1564763	7.6415	1564438	325	99.9792	0.0208
Total		401078536	363089122	90.5282	362736630	352492	99.9029	0.0971

For Muthoot Finance Limited

Rajesh A
Company Secretary
Membership No. FCS7106



Muthoot Finance Limited

Resolution Required : (Ordinary)		3 - To appoint Mr George Alexander Muthoot (holding DIN:00016787) who retires by rotation and being eligible offers himself for re-appointment.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	294463872	294463872	100.0000	294463872	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		294463872	100.0000	294463872	0	100.0000	0.0000
Public Institutions	E-Voting	86137592	67060487	77.8528	59671198	7389289	88.9812	11.0188
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		67060487	77.8528	59671198	7389289	88.9812	11.0188
Public Non Institutions	E-Voting	20477072	1564763	7.6415	1564318	445	99.9716	0.0284
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1564763	7.6415	1564318	445	99.9716	0.0284
Total		401078536	363089122	90.5282	355699388	7389734	97.9648	2.0352

For Muthoot Finance Limited


 Rajesh A
 Company Secretary
 Membership No. FCS7106



Muthoot Finance Limited

Resolution Required : (Special)

4 - Re- appointment of Mr. Alexander M George (holding DIN: 00938073) as Whole Time Director of the Company for a period of 5 (five) years with effect from September 30, 2020.

Whether promoter/ promoter group are interested in the agenda/resolution?

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
Promoter and Promoter Group	E-Voting	294463872	294463872	100.0000	294463872	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		294463872	100.0000	294463872	0	100.0000	0.0000
Public Institutions	E-Voting	86137592	67060487	77.8528	66399975	660512	99.0151	0.9849
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		67060487	77.8528	66399975	660512	99.0151	0.9849
Public Non Institutions	E-Voting	20477072	1564563	7.6406	1564051	512	99.9673	0.0327
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1564563	7.6406	1564051	512	99.9673	0.0327
Total		401078536	363088922	90.5281	362427898	661024	99.8179	0.1821

For Muthoot Finance Limited

Rajesh A
 Company Secretary
 Membership No. FCS7106



Muthoot Finance Limited

Resolution Required : (Special)			5 - Re-appointment of Mr. Jose Mathew (holding DIN: 00023232) as an Independent Director of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	294463872	294463872	100.0000	294463872	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		294463872	100.0000	294463872	0	100.0000	0.0000
Public Institutions	E-Voting	86137592	67060487	77.8528	64231274	2829213	95.7811	4.2189
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		67060487	77.8528	64231274	2829213	95.7811	4.2189
Public Non Institutions	E-Voting	20477072	1564563	7.6406	1564087	476	99.9696	0.0304
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1564563	7.6406	1564087	476	99.9696	0.0304
Total		401078536	363088922	90.5281	360259233	2829689	99.2207	0.7793

For Muthoot Finance Limited

Rajesh A
Company Secretary
Membership No. FCS7106



Muthoot Finance Limited

6 - Re-appointment of Justice (Retd.) Jacob Benjamin Koshy (holding DIN: 07901232) as an Independent Director of the Company.

Resolution Required : (Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	294463872	294463872	100.0000	294463872	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		294463872	100.0000	294463872	0	100.0000	0.0000
Public Institutions	E-Voting	86137592	67060487	77.8528	59720955	7339532	89.0554	10.9446
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		67060487	77.8528	59720955	7339532	89.0554	10.9446
Public Non Institutions	E-Voting	20477072	1564398	7.6398	1563957	441	99.9718	0.0282
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1564398	7.6398	1563957	441	99.9718	0.0282
Total		401078536	363088757	90.5281	355748784	7339973	97.9785	2.0215

For Muthoot Finance Limited

Rajesh A
Company Secretary
Membership No. FCS7106



Muthoot Finance Limited

Resolution Required : (Special)			7 - Increase in borrowing powers of the Board of Directors under Section 180(1)(c) of the Companies Act, 2013.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	294463872	294463872	100.0000	294463872	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		294463872	100.0000	294463872	0	100.0000	0.0000
Public Institutions	E-Voting	86137592	67060487	77.8528	66185452	875035	98.6952	1.3048
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		67060487	77.8528	66185452	875035	98.6952	1.3048
Public Non Institutions	E-Voting	20477072	1564535	7.6404	1563943	592	99.9622	0.0378
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1564535	7.6404	1563943	592	99.9622	0.0378
Total		401078536	363088894	90.5281	362213267	875627	99.7588	0.2412

For Muthoot Finance Limited

Rajesh A
Company Secretary
Membership No. FCS7106



Muthoot Finance Limited

Resolution Required : (Special)

8 - Consent for creation of charge, mortgage, hypothecation on the immovable and movable properties of the Company under Section 180(1)(a) of the Companies Act, 2013.

Whether promoter/ promoter group are interested in the agenda/resolution?

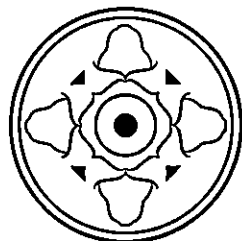
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	294463872	294463872	100.0000	294463872	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		294463872	100.0000	294463872	0	100.0000	0.0000
Public Institutions	E-Voting	86137592	67060487	77.8528	66406196	654291	99.0243	0.9757
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		67060487	77.8528	66406196	654291	99.0243	0.9757
Public Non Institutions	E-Voting	20477072	1564535	7.6404	1563983	552	99.9647	0.0353
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1564535	7.6404	1563983	552	99.9647	0.0353
Total		401078536	363088894	90.5281	362434051	654843	99.8196	0.1804

For Muthoot Finance Limited

Rajesh A
Company Secretary
Membership No. FCS7106



ANNEXURE B



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KSR/CBE/M154/314A/2020-21

30/09/2020

M.G. George Muthoot
Chairman
Muthoot Finance Limited
2nd Floor, Muthoot Chambers,
Opposite Saritha Theater Complex,
Ernakulam
Kerala-682 018

Dear Sir,

Sub: Report of the Scrutinizer on the remote e-voting under Section 108 of the Companies Act, 2013 prior to and during the 23rd Annual General Meeting of Muthoot Finance Limited held vide Notice Dated 05th September 2020.

1. The undersigned was appointed as Scrutinizer for the remote e-voting in respect of resolutions proposed vide Notice dated 05th September 2020 of Muthoot Finance Limited (the Company) as per the provisions of Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 further read with in connection with the 23rd Annual General Meeting (AGM) of the Company convened and held on Wednesday, the 30th September 2020 through VC / OAV means in terms of Ministry of Corporate Affairs ("MCA") Circulars dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020.
2. As per the said Notice, the cut-off date for ascertaining voting rights of shareholders for remote e-voting prior to and during the AGM was 23rd September, 2020.
3. The remote e-voting commenced on Sunday, 27th September 2020 (9.00 a.m (IST)) and ended on Tuesday 29th September, 2020 (5.00pm (IST)).
4. The report on remote e-voting and the e-voting at the AGM was opened and downloaded from portal of National Securities Depository Limited (NSDL) on 30th September 2020 (Wednesday) by the Scrutinizer, post the completion of the AGM.

CENTRAL OFFICE :

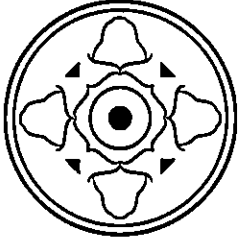
Indus Chambers,
No. 101, Govt. Arts College Road,
Colombatore - 641 018.
Phone : (0422) 2302868, 2305676, 4982868, 4952868
Telefax : (0422) 2302867 E-mail : info@ksrandco.in

BRANCH OFFICE :

Flat No. 1, 25/27, Venkatesham Flat,
Gopal Street, T. Nagar,
Chennai - 600 017.
Phone : (044) 24337620
E-mail : chennai@ksrandco.in

BRANCH OFFICE :

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Manipal Centre, No. 47, Dickenson Road,
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E-mail : bangalore@ksrandco.in



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Continuation Sheet

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5. A total of 583 shareholders have voted successfully using the remote e-voting facility. The summary of the votes cast for and against the 08 (Eight) resolutions as per the said Notice and as extracted from the summary report of Remote e-voting from the said NSDL portal is annexed as **Annexure**.
6. The detailed shareholder wise voting pattern by e-voting as downloaded from NSDL has been submitted separately by e-mail to the company secretary of the company.
7. As a Scrutinizer, I have performed my duties in compliance of the provisions of Section 108 read with Rule 20 of Companies (Management and Administration) Rules, 2014 read with Circulars of Ministry of Corporate Affairs dated 08th April, 2020, 13th April, 2020 and 05th May, 2020.

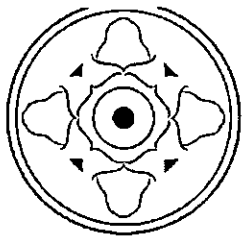
Place: Coimbatore

Date: September 30, 2020

For **KSR & Co Company Secretaries LLP**

Dr. C.V. MADHUSUDHANAN
Partner (FCS 5367; CP 4408)
SCRUTINIZER

Lighting the Lamp of Partnership



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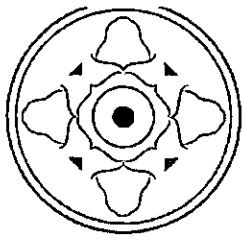
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ANNEXURE

REMOTE E-VOTING POSITION OF MUTHOOT FINANCE LIMITED

RES. NO	SUBJECT MATTER OF THE RESOLUTION	NATRUES OF BUSINESS	RESOLUTION REQUIREMENT	VOTES FOR	VOTES AGAINST	RESULT
1.	Adoption of Consolidated Financial Statements for the year ended 31 st March 2020	Ordinary	Ordinary	362760908	182171	PASSED
2.	Re-appointment of George Thomas Muthoot (DIN: 00018281) Director who retires by rotation and re-appointed as a Director.	Ordinary	Ordinary	362736630	352492	PASSED
3.	Re-appointment of George Alexander Muthoot (DIN: 00016787) Director who retires by rotation and re-appointed as a Director.	Ordinary	Ordinary	355699388	7389734	PASSED
4.	Re-appointment of Alexander M George (DIN: 00016787), as Whole-time Director of the Company	Special	Special	362427898	661024	PASSED
5.	Re-appointment of Mr.Jose Mathew (DIN: 00023232) as Independent Director of the Company	Special	Special	360259233	2829689	PASSED
6.	Re-appointment of Justice (Retd.) Jacob Benjamin Koshy (DIN: 07901232) as Independent Director of the Company	Special	Special	355748784	7339973	PASSED



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7.	Increase in borrowing powers of the Board of Directors	Special	Special	362213267	875627	PASSED
8.	Consent for creation of charge, mortgage, hypothecation on the immovable and movable properties of the Company	Special	Special	362434051	654843	PASSED

Dr.C.V.MADHUSUDHANAN
Partner (FCS 5367; CP 4408)
SCRUTINIZER FOR REMOTE E-VOTING

Date:30th September, 2020
Place: Coimbatore