



MCSL/SEC/22-23/98

September 28, 2022

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: Proceedings of 28th Annual General Meeting of Muthoot Capital Services Limited held on Tuesday, September 27, 2022

Pursuant to Regulation 30 read with Para A of Part A of Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the 28th Annual General Meeting (AGM) of the Company was held on Tuesday, September 27, 2022, through Video Conference ("VC") or Other Audio-Visual Means ("OAVM") without the physical presence of the Members at a common venue at 1.00 p.m.

The required quorum was present, and all the items of business as mentioned in the Notice of AGM dated May 17, 2022, were discussed, and based on the report of the Scrutinizer, all resolutions except two Special business items requiring Special Resolution were declared as duly passed by the requisite majority by remote e-voting and venue e-voting.

The meeting considered the following items in the agenda:

A. Ordinary Business:

1. To receive, consider and adopt the standalone Audited Statement of Profit and Loss for the financial year ended March 31, 2022, the Audited Balance Sheet as at that date, together with the Cash Flow Statement, the Reports of the Board of Directors, and Independent Auditors, thereon.
2. Re-appointment of Director retiring by rotation, Mr. Thomas Muthoot (DIN: 00082099).
3. Appointment of M/s. PKF Sridhar & Santhanam LLP as the Statutory Auditors of the Company for further period of two years.

B. Special Business:

4. Approval of remuneration to Managing Director in the event of loss
5. Approval of remuneration to the Managing Director for a period of three years

Remote E-voting facility was provided to the Members from September 24, 2022 at 9.00 a.m. to September 26, 2022 at 5.00 p.m. and e-voting facility was also provided to the Members who have not done remote e-voting and were present at the meeting through VC or OAVM.

It may please be noted that the voting results were submitted to the Stock Exchanges in the format specified under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A copy of the Scrutinizer's Report on remote e-voting and venue e-voting is also attached herewith.

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

Thanking you,

Yours faithfully,

For Muthoot Capital Services Limited

Abhijith
Jayan

Digitally signed by
Abhijith Jayan
Date: 2022.09.28
13:42:30 +05'30'

Abhijith Jayan
Company Secretary & Compliance Officer

Encl: As above.



MCSL/SEC/22-23/97

September 28, 2022

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,

Sub: Voting Results under Regulation 44 (3) of SEBI (LODR) Regulations, 2015

Pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consolidated voting results of the 28th Annual General Meeting of the Company held on Tuesday, September 27, 2022, through Video Conference ("VC") or Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue at 01.00 p.m. is enclosed herewith as **Annexure 1** to this letter in the prescribed format.

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

Thanking you

Yours faithfully

For Muthoot Capital Services Limited

Abhijith
Jayan

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Abhijith Jayan
Date: 2022.09.28 13:43:11
+05'30'

Abhijith Jayan
Company Secretary and Compliance Officer

Encl: as above.

Annexure 1

Disclosure as per Regulation 44 (3) of SEBI (LODR) Regulations, 2015

VOTING RESULTS

Sl. No.	Particulars	Details
1.	Date of the Annual General Meeting	Tuesday, September 27, 2022
2.	Total number of shareholders on cut-off date i.e., September 20, 2022	22394
3.	No. of shareholders present in the meeting. (a) Promoters and Promoter Group: (b) Public:	Not Applicable Not Applicable
4.	No. of Shareholders attended the meeting through Video Conferencing: (a) Promoters and Promoter Group: (b) Public:	6 34
5.	No. of Resolutions Passed in the meeting	5

AGENDA-WISE DISCLOSURE

ORDINARY BUSINESS:

Resolution No. 1: To receive, consider and adopt the standalone Audited Statement of Profit and Loss for the financial year ended March 31, 2022, the Audited Balance Sheet as at that date, together with the Cash Flow Statement, the Reports of the Board of Directors, and Independent Auditors, thereon. :- **Passed with requisite majority as an Ordinary Resolution.**

Resolution required			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
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
Promoters & Promoter Group	E - voting	10298892	5383216	52.27%	5383216	0	100%	0%
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Sub - Total		5383216	52.27%	5383216	0	100 %	0%
Public	E - voting	6148641	1540591	25.06%	1540590	1	99.99%	0.01%
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Sub - Total		1540591	25.06%	1540590	1	99.99%	0.01%
Total		16447533	6923807	42.09%	6923806	1	99.99%	0.01%

Resolution No. 2: To appoint a Director in place of Mr. Thomas Muthoot, Director (DIN: 00082099) who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and Article 97 of the Articles of Association, and being eligible, offers himself for re-appointment. :
Passed with requisite majority as an Ordinary Resolution.

Resolution required				Ordinary Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
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
Promoters & Promoter Group	E - voting	10298892	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Sub - Total		0	0	0	0	0	0
Public	E - voting	6148641	1540474	25.05%	1540357	117	99.99%	0.01%
	Poll		0	0	0	0	00	0
	Postal Ballot		0	0	0	0	0	0
	Sub - Total		1540474	25.05%	1540357	117	99.99%	0.01%
Total		16447533	1540474	9.37%	1540357	117	99.99%	0.01%

Resolution No. 3: Appointment of M/s. PKF Sridhar & Santhanam LLP as the Statutory Auditors of the Company for further period of two years: - **Passed with requisite majority as an Ordinary Resolution.**

Resolution required				Ordinary Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
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
Promoters & Promoter Group	E - voting	10298892	5383216	52.27%	5383216	0	100%	0%
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Sub - Total		5383216	52.27%	5383216	0	100 %	0%
Public	E - voting	6148641	1540591	25.05%	1540590	1	99.80%	0.20%
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Sub - Total		1540591	25.05%	1540590	1	99.80%	0.20%
Total		16447533	6923807	42.09%	6923806	1	99.80%	0.20%

SPECIAL BUSINESS - SPECIAL RESOLUTION:**Resolution No. 4: Approval of remuneration to Managing Director in the event of loss: - Not passed as a Special Resolution.**

Resolution required				Special Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
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
Promoters & Promoter Group	E - voting	10298892	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Sub - Total		0	0	0	0	0	0
Public	E - voting	6148641	1540591	25.05%	717645	822946	46.58%	53.42%
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Sub - Total		1540591	25.05%	717645	822946	46.58%	53.42%
Total		16447533	1540591	9.36%	717645	822946	46.58%	53.42%

Resolution No. 5: Approval of remuneration to the Managing Director for a period of three years: - Not passed as a Special Resolution.

Resolution required				Special Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
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
Promoters & Promoter Group	E - voting	10298892	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Sub - Total		0	0	0	0	0	0
Public	E - voting	6148641	1540591	25.05%	717805	822786	46.59%	53.41%
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Sub - Total		1540591	25.05%	717805	822786	46.59%	53.41%
Total		16447533	1540591	9.36%	717805	822786	46.59%	53.41%

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

**CONSOLIDATED REPORT OF SCRUTINIZER'S ON VOTING THROUGH REMOTE E-VOTING AND
THROUGH E-VOTING SYSTEM DURING ANNUAL GENERAL MEETING**

To,

Board of Directors,

Muthoot Capital Services Limited

3rd Floor, Muthoot Towers,

M.G. Road, Kochi, Kerala- 682035

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted 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 by Companies (Management and Administration) Amendment Rules, 2015 and as per MCA Circular No. 14/2020 dated 08.04.2020, Circular No.17/2020 dated 13.04.2020, Circular No. 20/2020 dated 05.05.2020, Circular No.02/2021 dated 13.01.2021, Circular No. 19/2021 dated 08.12.2021, Circular No. 21/2021 dated 14.12.2021 & Circular No. 02/ 2022 dated 05.05.2022 as issued by MCA, and voting through electronic system at the 28th Annual General Meeting of Muthoot Capital Services Limited (CIN: L67120KL1994PLC007726) held on Tuesday, September 27th, 2022 at 01:00 P.M. through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM').



I, Puzhankara Sivakumar, Managing Partner of SEP & Associates, Company Secretaries, holding Membership No. FCS 3050 and Certificate of Practice No. 2210, having Office at First Floor, Building No. C.C 56/172, K.C. Abraham Master Road, Panampilly Nagar, Kochi-682036 was appointed as Scrutinizer by the Board of Directors of Muthoot Capital Services Limited ("the Company") with CIN: L67120KL1994PLC007726 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process during the period from Saturday, September 24, 2022 (9.00 A.M.) and ended on Monday, September 26, 2022 (5.00 P.M.) and to scrutinize the voting through e-voting system at the 28th Annual General Meeting of the company held on Tuesday, September 27, 2022 at 01:00 P.M. through Video Conferencing (VC) facility in a fair and transparent manner for ascertaining the requisite majority on voting in respect of the below mentioned resolutions proposed at the said AGM held on September 27, 2022.

In view of the global outbreak of the Covid-19 pandemic, social distancing is a norm to be followed. Accordingly, the Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/ 2020 dated April 13, 2020, followed by General Circular No. 20/2020 dated May 5, 2020 and General Circular No.02/2021 dated January 13, 2021, read with General Circular nos. 19/2021 dated December 08, 2021, No.21/2021 dated December 14, 2021 & No.02/2022 dated May 05, 2022 (collectively referred to as "MCA Circulars") has permitted the holding of the Annual General Meeting through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. The Securities and Exchange Board of India ("SEBI") vide its circular dated May 13, 2022 read with circulars dated January 15, 2021 and May 12, 2020 ("SEBI Circulars") has granted relaxation in respect of sending physical copies of Annual Report to shareholders and requirement of proxy for general meetings held through electronic mode.

In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and SEBI Circulars, the 28th Annual General Meeting of the Company was held through VC on Tuesday, September 27, 2022 at 01:00 P.M.



Further, pursuant to the MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report for the Financial Year 2021-22 was sent in electronic form only to those Members whose email addresses were registered with the Company/ Depositories. The Notice calling the 28th AGM had been uploaded on the website of the Company at www.muthootcap.com. The Notice can also be accessed from 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 AGM Notice is 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.

Since this AGM was held pursuant to the MCA Circulars through VC, physical attendance of Members had been dispensed with. Accordingly, in terms of the above-mentioned MCA and SEBI circulars, the facility for appointment of proxies by the Members were also dispensed with. Members who attended the meeting through VC has been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act 2013.

The notice dated 17th May, 2022 along with the statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the resolutions proposed at the AGM of the Company.

The Company has availed the e-voting facility offered by CDSL for conducting remote e-voting prior to AGM and conducting e-voting during the AGM by the members of the Company.

The shareholders of the Company holding shares as on the "cut-off" date i.e., Tuesday, September 20, 2022 were entitled to vote on the resolutions as set out in the Notice of the 28th AGM by remote e-voting prior to 28th AGM and e-voting system during the 28th AGM.

The remote e-voting period remained open from Saturday, September 24, 2022 (9.00 A.M.) to Monday, September 26, 2022 (5.00 P.M.) and the CDSL e-voting platform was disabled for voting thereafter.

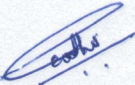
The Company had also provided e-voting facility to the shareholders present at the AGM through VC and who had not cast their vote through remote e-voting.



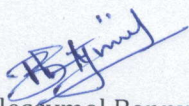
After the closure of voting at the AGM, the report on voting done through electronic voting system at the AGM was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility and e-voting during the AGM 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.

Witness I:


Revathi K S
D/o N.N. Subramanian
Karthika,
Nettoor P O,
Ernakulam-682040
Occupation: Private Service

Witness II:


Blessymol Benny
D/o Benny Mathew
Chirakal
Vazhava P O
Kattappana-685515
Occupation: Private Service

I have scrutinized and reviewed the votes cast by the shareholders through remote e-voting prior and e-voting during the AGM of the Company, based on the data downloaded from the CDSL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to remote e-voting and the voting conducted through electronic system at the AGM on the resolutions as set out in the notice of the AGM.

My responsibility as scrutinizer for remote e-voting and the voting conducted through electronic voting system at the meeting 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 remote e-voting and the voting through electronic system at the AGM in respect of the said resolutions are as under:

ORDINARY BUSINESSES:

Item No. 1: Ordinary Resolution

To receive, consider and adopt the standalone Audited Statement of Profit and Loss for the financial year ended March 31, 2022, the Audited Balance Sheet as at that date, together with the Cash Flow Statement, the Reports of the Board of Directors, and Independent Auditors, thereon.

(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
Remote E-Voting (Including E-Voting by shareholders during AGM)	54	69,23,806	100%
TOTAL	54	69,23,806	100%

(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
Remote E-Voting (Including E-Voting by shareholders during AGM)	1	1	0%
TOTAL	1	1	0%



(iii) **Invalid Votes**

Voting Description	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Remote E-Voting (Including E-Voting by shareholders during AGM)	0	0
TOTAL	0	0

Thus, the Ordinary Resolution as given in item no. 1 can be considered as passed with requisite majority.

Item No. 2: Ordinary Resolution

To appoint a Director in place of Mr. Thomas Muthoot, Director (DIN: 00082099) who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and Article 97 of the Articles of Association, and being eligible, offers himself for re-appointment.

(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
Remote E-Voting (Including E-Voting by shareholders during AGM)	48	15,40,474	99.99%
TOTAL	48	15,40,474	99.99%

(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
Remote E-Voting (Including E-Voting by shareholders during AGM)	3	117	0.01%
TOTAL	3	117	0.01%



(iii) **Invalid Votes**

Voting Description	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Remote E-Voting (Including E-Voting by shareholders during AGM)	0	0
TOTAL	0	0

Thus, the Ordinary Resolution as given in item no. 2 can be considered as passed with requisite majority.

Item No. 3: Ordinary Resolution

Appointment of M/s. PKF Sridhar & Santhanam LLP as the Statutory Auditors of the Company for further period of two years

(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
Remote E-Voting (Including E-Voting by shareholders during AGM)	54	69,23,806	100%
TOTAL	54	69,23,806	100%

(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
Remote E-Voting (Including E-Voting by shareholders during AGM)	1	1	0%
TOTAL	1	1	0%



(iii) **Invalid Votes**

Voting Description	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Remote E-Voting (Including E-Voting by shareholders during AGM)	0	0
TOTAL	0	0

Thus, the Ordinary Resolution as given in item no. 3 can be considered as passed with requisite majority.

SPECIAL BUSINESS:

Item No. 4: Special Resolution

Approval of remuneration to Managing Director in the event of loss

(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
Remote E-Voting (Including E-Voting by shareholders during AGM)	44	7,17,645	46.58%
TOTAL	44	7,17,645	46.58%

(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
Remote E-Voting (Including E-Voting by shareholders during AGM)	7	8,22,946	53.42%
TOTAL	7	8,22,946	53.42%



(iii) **Invalid Votes**

Voting Description	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Remote E-Voting (Including E-Voting by shareholders during AGM)	0	0
TOTAL	0	0

Since the total number of votes cast in favour of the resolution is less than three times of the number of votes cast against the resolution. Thus, the Special Resolution as given in item no. 4 can be considered as NOT passed.

Item No. 5: Special Resolution

Approval of remuneration to the Managing Director for a period of three years

(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
Remote E-Voting (Including E-Voting by shareholders during AGM)	45	7,17,805	46.59%
TOTAL	45	7,17,805	46.59%

(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
Remote E-Voting (Including E-Voting by shareholders during AGM)	6	8,22,786	53.41%
TOTAL	6	8,22,786	53.41%



(iii) **Invalid Votes**

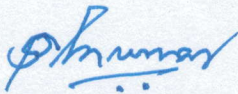
Voting Description	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Remote E-Voting (Including E-Voting by shareholders during AGM)	0	0
TOTAL	0	0

Since the total number of votes cast in favour of the resolution is less than three times of the number of votes cast against the resolution. Thus, the Special Resolution as given in item no.5 can be considered as NOT passed.

Based on the aforesaid results, I report that the resolutions as set out in the Notice vide Item Nos. 1 to 3 have been duly passed as per the provisions of SEBI/Companies Act, 2013, and resolutions as set out in the Notice vide Item Nos. 4 and 5 have not been passed.

Thanking You
Yours Faithfully

UDIN: F003050D001056740



CS Puzhankara Sivakumar

Managing Partner

SEP & Associates, Company Secretaries

(ICSI Unique Code: P2019KE075600)

M. No. F3050 COP No. 2210



Date: 27/09/2022

Place: Kochi