



MCSL/SEC/23-24/163

September 21, 2023

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001

Scrip Code - 511766

**Scrip Code (Debenture) -974648,
974915, 974292, 974550, 974551,
and 974552**

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: Voting Results and Scrutinizer Report under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please note that the 29th Annual General Meeting of the Company was duly held on Wednesday, September 20, 2023, at 1.00 p.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue, to transact the business mentioned in the notice of the Annual General Meeting dated August 28, 2023. In this regard, please find the consolidated voting results of Remote e-voting and e-voting at the 29th Annual General Meeting, pursuant to provisions of Regulation 44(3) of the Listing Regulations along with the Scrutinizer's Report, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration), Rules 2014 enclosed herewith as Annexure 1 to this letter in the prescribed format. Please note that the same would also be available on the website of the Company www.muthootcap.com. We request you to kindly take the same on your records.

Thanking you

Yours faithfully

For Muthoot Capital Services Limited

Deepa G

Company Secretary and Compliance Officer

Membership Number: A68790

Muthoot Capital Services Limited., 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



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	Wednesday, September 20, 2023
2.	Total number of shareholders on cut-off date i.e., September 13, 2023	18377
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 24
5.	No. of Resolutions Passed in the meeting	4



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, 2023, 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 as an Ordinary Resolution.**

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the standalone Audited Statement of Profit and Loss for the financial year ended March 31, 2023, 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.				
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	5381166	52.2500	5381166	0	100.0000	0.0000
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total	10298892	5381166	52.2500	5381166	0	100.0000	0.0000
	E-Voting	346530	77261	22.2956	77261	0	100.0000	0.0000



Public- Institutions	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	346530	77261	22.2956	77261	0	100.0000	0.0000
Public- Non Institutions	E-Voting	5802111	153439	2.6445	153438	1	99.9993	0.0007
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	5802111	153439	2.6445	153438	1	99.9993	0.0007
	Total	16447533	5611866	34.1198	5611865	1	100.0000	0.0000
Whether resolution is Pass or Not							Yes	

Resolution No. 2: To appoint a Director in place of Mr. Thomas John Muthoot, (DIN: 00011618), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.: **Passed as an Ordinary Resolution.**

Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	Yes
Description of resolution considered	To appoint a Director in place of Mr. Thomas John Muthoot, (DIN: 00011618), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment



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	5381166	52.2500	5381166	0	100.0000	0.0000
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	10298892	5381166	52.2500	5381166	0	100.0000	0.0000
Public-Institutions	E-Voting	346530	77261	22.2956	0	77261	0.0000	100.0000
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	346530	77261	22.2956	0	77261	0.0000	100.0000
Public- Non Institutions	E-Voting	5802111	153439	2.6445	153399	40	99.9739	0.0261
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	5802111	153439	2.6445	153399	40	99.9739	0.0261
	Total	16447533	5611866	34.1198	5534565	77301	98.6225	1.3775
Whether resolution is Pass or Not.							Yes	



SPECIAL BUSINESS - SPECIAL RESOLUTION: Resolution No. 3: Appointment of Mrs. Divya Abhishek (DIN: 08709050) as Independent Woman Director: - Passed as a Special Resolution

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mrs. Divya Abhishek (DIN: 08709050) as Independent Woman Director				
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	5381166	52.2500	5381166	0	100.0000	0.0000
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	10298892	5381166	52.2500	5381166	0	100.0000	0.0000
Public-Institutions	E-Voting	346530	77261	22.2956	77261	0	100.0000	0.0000
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-



	Total	346530	77261	22.2956	77261	0	100.0000	0.0000
Public- Non Institutions	E-Voting	5802111	153439	2.6445	153438	1	99.9993	0.0007
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		5802111	153439	2.6445	153438	1	99.9993
	Total	16447533	5611866	34.1198	5611865	1	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

SPECIAL BUSINESS - SPECIAL RESOLUTION:

Resolution No. 4: Adoption of fresh set of Articles of Association: - Passed as a Special Resolution.

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of fresh set of Articles of Association				
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	5381166	52.2500	5381166	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		10298892	5381166	52.2500	5381166	0	100.0000
Public-Institutions	E-Voting	346530	77261	22.2956	0	77261	0.0000	100.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		346530	77261	22.2956	0	77261	0.0000
Public- Non Institutions	E-Voting	5802111	153439	2.6445	153438	1	99.9993	0.0007
	Poll							
	Postal Ballot (if applicable)							
	Total		5802111	153439	2.6445	153438	1	99.9993
Total		16447533	5611866	34.1198	5534604	77262	98.6232	1.3768
Whether resolution is Pass or Not.							Yes	

Partners:

CS Puzhankara Sivakumar. M.com, FCMA, FCS
CS Syam Kumar R. BSc, FCS, LLB, IP
CS Madhusudhanan E.P. M.com, FCS, FCMA, IB, RV

CS Anju Panicker. BA, LLB (Hons.), ACS
CS Megha Gupta. B Com, FCS
CS Jinu Mathen. B Com, MBA, FCS
CS Revathi K S. BSc, ACS

**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 and Circular No. 10/2022 dated 28.12.2022 as issued by MCA, and voting through electronic system at the 29th Annual General Meeting of Muthoot Capital Services Limited (CIN: L67120KL1994PLC007726) held on Wednesday, September 20th, 2023 at 01:00 P.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

HD Add: Building No. C.C 56/172, K.C. Abraham Master Road, Panampilly Nagar, Kochi-682036. www.sepassociates.in/info@seppmail.in

KOCHI | TRIVANDRUM | CHENNAI | BENGALURU | MUMBAI



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 Sunday, September 17, 2023 (9.00 A.M.) and ended on Tuesday, September 19, 2023 (5.00 P.M.) and to scrutinize the voting through e-voting system at the 29th Annual General Meeting of the Company held on Wednesday, September 20, 2023 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 20, 2023.

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 No. 19/2021 dated December 08, 2021, No. 21/2021 dated December 14, 2021, No. 02/2022 dated May 05, 2022 and No. 10/2022 dated December 28, 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 January 05, 2023 read with circulars dated May 13, 2022, 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 29th Annual General Meeting of the Company was held through VC on Wednesday, September 20, 2023 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 2022-23 was sent in electronic form only to those Members whose email addresses were registered with the Company/ Depositories. The Notice calling the 29th 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 28th August, 2023 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., Wednesday, September 13, 2023 were entitled to vote on the resolutions as set out in the Notice of the 29th AGM by remote e-voting prior to 29th AGM and e-voting system during the 29th AGM.

The remote e-voting period remained open from Sunday, September 17, 2023 (9.00 A.M.) and ended on Tuesday, September 19, 2023 (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: Practicing Company Secretary

Witness II:


Megha S Prabhu
D/o Sivaram B Prabhu
Puliparambil House
Basin Road
Ernakulam-682035
Occupation: Apprenticeship Trainee

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 BUSINESS:

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, 2023, 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)	42	56,11,865	100%
TOTAL	42	56,11,865	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 John Muthoot, Director (DIN: 00011618), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 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)	39	55,34,565	98.62%
TOTAL	39	55,34,565	98.62%

(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)	4	77,301	1.38%
TOTAL	4	77,301	1.38%

(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 considered as passed with requisite majority.

SPECIAL BUSINESS:

Item No. 3: Special Resolution

Appointment of Mrs. Divya Abhishek (DIN: 08709050) as Independent Woman Director

- (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)	42	56,11,865	100%
TOTAL	42	56,11,865	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

The total number of votes cast in favour of the resolution is more than three times of the number of votes cast against the resolution. Thus, the Special Resolution as given in Item No. 3 can be considered as passed.



Item No. 4: Special Resolution

Adoption of fresh set of Articles of Association

(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)	41	55,34,604	98.62%
TOTAL	41	55,34,604	98.62%

(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)	2	77,262	1.38%
TOTAL	2	77,262	1.38%

(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



The total number of votes cast in favour of the resolution is more 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 passed.

Based on the aforesaid results, I report that the resolutions as set out in the Notice vide Item Nos. 1 to 4 have been duly passed as per the provisions of SEBI/Companies Act, 2013.

Thanking You

UDIN: F003050E001048039

Yours Faithfully

PUZHANKARA
SIVAKUMAR

Digitally signed by
PUZHANKARA
SIVAKUMAR
Date: 2023.09.21
12:42:51 +05'30'

CS Puzhankara Sivakumar

Managing Partner

SEP & Associates, Company Secretaries

(Peer Review Certificate no. 3693/2023)

M. No. F3050 COP No. 2210



Date: 21/09/2023

Place: Kochi