

September 20, 2021

Ref: SEC/MFL/SE/2021/4061

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 24th Annual General Meeting (AGM) of the Company held on Saturday, September 18, 2021, through Video Conference ("VC") or Other Audio-Visual Means ("OAVM") without the physical presence of the Members at 03.30 p.m. is enclosed herewith as Annexure A to this letter in the prescribed format.

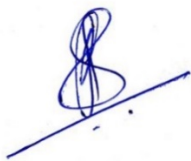
Remote E-voting facility was provided to the Members from September 15, 2021 at 9.00 a.m. to September 17, 2021 at 5.00 p.m. and e-voting facility was also provided to the Members who had not carried out remote e-voting and were present at the meeting through VC or OAVM. A copy of the Scrutinizer's Report on remote e-voting is attached herewith as Annexure B to this letter.

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

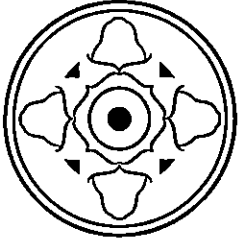
The proceedings of the 24th AGM of the Company were submitted to the Stock Exchanges in the format specified under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thank You,

For **Muthoot Finance Limited**



Rajesh A
Company Secretary



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KSR/CBE/M154/507/2020-21

September 20, 2021

Mr. George Jacob Muthoot,
Chairman,
Muthoot Finance Limited,
2nd Floor, Muthoot Chambers
Opposite Saritha Theatre Complex,
Banerji Road, Ernakulam
Kerala - 682 018

Dear Sir,

Sub: Report of the Scrutinizer on the remote e-voting, at 24th Annual General Meeting held on 18th September 2021 vide Notice Dated 06th August 2021 under Section 108 of the Companies Act, 2013 read with Regulation 44 of the SEBI (LODR) Regulations, 2015.

1. The undersigned was appointed as Scrutinizer for the remote e-voting and e-voting at the 24th Annual General Meeting in respect of resolutions proposed vide Notice dated 06th August 2021, of **Muthoot Finance Limited (CIN: L65910KL1997PLC011300)** (the Company) as per the provisions of Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 read with Regulation 44 of the SEBI (LODR) Regulations, 2015 in connection with the 24th Annual General Meeting (AGM) of the Company convened and held on Saturday, the 18th September 2021.
2. As per the said Notice, the cutoff date for ascertaining voting rights of shareholders for remote e-voting AGM was 11th September 2021.
3. The remote e-voting commenced on Wednesday, 15th September 2021 at 9.00am (IST) and ended on Friday 17th September, 2021 at 5.00pm (IST). Further e-voting was enabled during the AGM to enable voting by those shareholders who could not vote earlier.
4. **As regards the remote e-voting,**
 - i. The reports on remote e-voting and e-voting at the AGM was opened and downloaded after the completion of the AGM from the portal of National Securities Depository Limited (NSDL) on 20th September 2021 (Monday), in respect of the resolutions as proposed in the said Notice.

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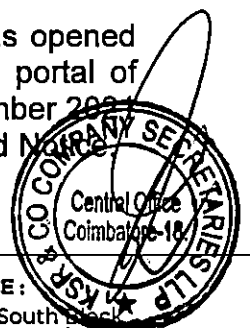
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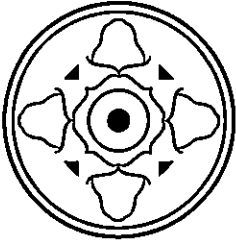
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Continuation Sheet


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- ii. A total of 1125 shareholders have voted successfully using the remote e-voting facility. The summary of the votes cast for and against the 13 (Thirteen) 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**.
5. The detailed shareholder wise voting pattern by remote e-voting as downloaded from NDSL has been submitted separately by e-mail to the Company Secretary of the company.
6. 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 05th May, 2020 and 13th January 2021 and Regulation 44 of the SEBI (LODR) Regulations, 2015.

Place: Coimbatore

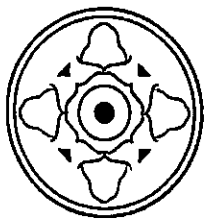
Date: September 20, 2021

For KSR & Co Company Secretaries LLP


Dr. C. V. MADHUSUDHANAN
Partner (FCS 5367; CP 4408)
SCRUTINIZER
UDIN: F005367C000973147

Lighting the Lamp of Pa...





ANNEXURE

**REMOTE E-VOTING POSITION OF MUTHOOT FINANCE LIMITED-24th
ANNUAL GENERAL MEETING**

RES. NO	SUBJECT MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	FOR	AGAINST	RESULT
1.	Adoption of audited Annual Financial Statements for the year ended 31 st March 2021 (Standalone and Consolidated) and the Reports of the Directors and the Auditor thereon.	Ordinary	355647799	181459	PASSED
2.	Re-appointment of Mr.George Jacob Muthoot (DIN;00018235) as a director liable to retire by rotation.	Ordinary	350018967	6157660	PASSED
3.	Alteration of Articles of Association of the Company	Special	356174273	1981	PASSED
4.	To appoint Ms.Usha Sunny (DIN:07215012) as an Independent Director with effect from November 30, 2020	Ordinary	355372055	368720	PASSED
5.	Appointment of Mr.Abraham Chacko (DIN:06676990) as an Independent Director.	Ordinary	355444900	295873	PASSED



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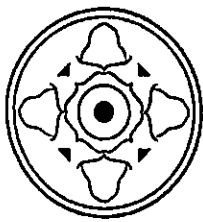
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6.	Appointment of Mr.George Muthoot George (DIN:00018329) as a Director liable to retire by rotation	Ordinary	352532038	3644507	PASSED
7.	Appointment of Mr.George Alexander (DIN:00018384) (S/o George Alexander Muthoot) as a Director liable to retire by rotation	Ordinary	353206167	2970350.	PASSED
8.	Appointment of Mr.George Muthoot Jacob (DIN:00018955) as a Director liable to retire by rotation	Ordinary	351413003	4763537	PASSED
9.	Appointment of Mr.George Muthoot George (DIN:00018329) as Whole Time Director	Special	347833189	7907874	PASSED
10.	Appointment of Mr.George Alexander (DIN:00018384) (S/o George Alexander Muthoot) as Whole Time Director.	Special	348507337	7233677	PASSED
11.	Appointment of Mr.George Muthoot Jacob (DIN:00018955) as Whole Time Director	Special	346574566	9166499	PASSED



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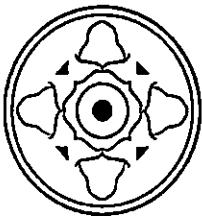
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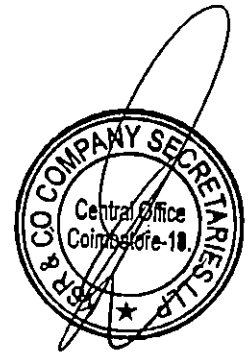


12.	Approval for revision in the terms of remuneration of Mr. Alexander George, (DIN: 00938073) Whole Time Director	Special	322725800	3301406 4	PASSED
13.	Alteration of Memorandum of Association of the Company To alter Clause III A (iii) of the Memorandum of Association of the Company.	Special	356175250	959	PASSED

Resolution Requirement:

Ordinary Resolution:

In terms of Section 114(1) of the Companies Act, 2013 a resolution shall be an ordinary resolution, if the notice required under this Act has been duly given and it is required to be passed by the votes cast, whether on a show of hands, or electronically or on a poll, as the case may be, in favour of the resolution, including the casting vote, if any, of the Chairman, by members who, being entitled so to do, vote in person, or where proxies are allowed, by proxy or by postal ballot, exceed the votes, if any, cast against the resolution by members, so entitled and voting.



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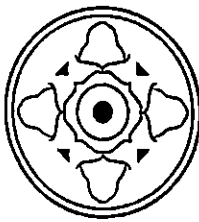
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Special Resolution:

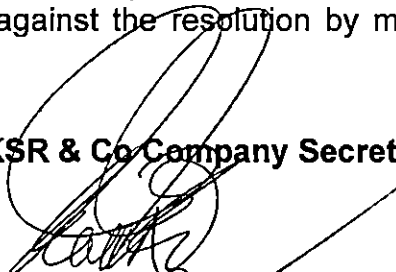
In terms of Section 114(2) of the Companies Act, 2013 a resolution shall be a special resolution when—

- (a) the intention to propose the resolution as a special resolution has been duly specified in the notice calling the general meeting or other intimation given to the members of the resolution;
- (b) the notice required under this Act has been duly given; and
- (c) the votes cast in favour of the resolution, whether on a show of hands, or electronically or on a poll, as the case may be, by members who, being entitled so to do, vote in person or by proxy or by postal ballot, are required to be not less than three times the number of the votes, if any, cast against the resolution by members so entitled and voting.

Place: Coimbatore

Date: September, 20 2021

For **KSR & Co Company Secretaries LLP**


Dr.C.V.MADHUSUDHANAN
Partner (FCS 5367; CP 4408)
SCRUTINIZER
UDIN: F005367C000973147



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