



To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400 001

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai - 400 051

BSE Scrip Code: **544055**

Symbol: **MUTHOOTMF**

Dear Sir/Madam,

Sub: Voting Results of the 32nd Annual General Meeting of the Company pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

We wish to inform you that the 32nd Annual General Meeting (“AGM”) of the members of the Company was held on Thursday, July 18, 2024 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM). The meeting was commenced at 03.00 P.M and concluded at 03.38 P.M. including the time allowed for the completion of e-voting at the AGM.

In compliance with the provisions of the Companies Act, 2013, Rules thereunder, and the Listing Regulations, the Company facilitated remote e-voting and e-voting during the AGM. All eleven resolutions as stated in the AGM Notice were duly passed by the shareholders with the requisite majority.

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Voting Results and the Scrutiniser’s Report of the 32nd AGM of the Company.

Request you to kindly take the same on record.

Thanking you,

Yours faithfully,

For Muthoot Microfin Limited

Neethu Ajay,
Chief Compliance Officer and Company Secretary
Membership No: ACS34822

July 20, 2024
Ernakulam

Encl: as above

MUTHOOT MICROFIN LIMITED
CIN:L65190MH1992PLC066228



VOTING RESULTS OF THE 32ND ANNUAL GENERAL MEETING OF MUTHOOT MICROFIN LTD.

Date of the AGM/EGM	July 18, 2024
Cut-off date	July 12, 2024
Total number of shareholders on record date / cut-off date	1,68,234
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	NA
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	42 2 40

Agenda Item No. 1 - To receive, consider and adopt the Annual Audited Financial Statements of the Company including the Balance Sheet as on March 31, 2024, and the Statement of Profit and Loss Account and Cash Flow Statement for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.

Resolution required: (Ordinary/ Special)			Ordinary					
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
Promoter and Promoter Group	E-Voting	9,45,53,884	9,45,53,884	100	9,45,53,884	0	100.00	0.00
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	9,45,53,884	9,45,53,884	100	9,45,53,884	0	100.00	0.00
Public-Institutions	E-Voting	4,57,79,516	4,57,79,516	100	4,55,69,832	2,09,684	99.54	0.46
	Poll	0	0	0	0	0	0.00	0.00

MUTHOOT MICROFIN LIMITED
CIN:L65190MH1992PLC066228

Regd. Office: 13 th Floor, Parinee Crescenzo, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051
Administrative: Office 5th Floor, Muthoot Towers, M G Road, Kochi, Kerala - 682035, Tel: +91 -484-4277500, +91-484-4300127, F: +91-484-4300127 E: info@muthootmicrofin.com

www.muthootmicrofin.com

	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	4,57,79,516	4,57,79,516	100	4,55,69,832	2,09,684	99.54	0.46
Public- Non Institutions	E-Voting	38,99,470	38,99,470	100	38,98,983	487	99.99	0.01
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	38,99,470	38,99,470	100	38,98,983	487	99.99	0.01
Total		14,42,32,870	14,42,32,870	100	14,40,22,699	2,10,171	99.85	0.15

Agenda item No. 2 - To appoint a director in place of Mr. Thomas George Muthoot (DIN: 00011552) who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.

Resolution required: (Ordinary/ Special)			Ordinary					
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 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	9,45,53,884	9,45,53,884	100	9,45,53,884	0	100.00	0.00
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	9,45,53,884	9,45,53,884	100	9,45,53,884	0	100.00	0.00
Public- Institutions	E-Voting	4,57,79,516	4,57,79,516	100	4,57,18,577	60,939	99.87	0.13
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	4,57,79,516	4,57,79,516	100	4,57,18,577	60,939	99.87	0.13
Public- Non Institutions	E-Voting	38,99,190	38,99,190	100	38,97,546	1,644	99.96	0.04
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	38,99,190	38,99,190	100	38,97,546	1,644	99.96	0.04
Total		14,42,32,590	14,42,32,590	100	14,41,70,007	62,583	99.96	0.04

Agenda Item No. 3 - To appoint M/s. Suresh Surana & Associates LLP, Chartered Accountants (Firm Registration No. 121750W/W-100010) as Statutory Auditors and fixing their remuneration.

Resolution required: (Ordinary/ Special)			Ordinary					
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 Votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
		(1)	(2)		(4)	(5)		(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	9,45,53,884	9,45,53,884	100	9,45,53,884	0	100.00	0.00
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	9,45,53,884	9,45,53,884	100	9,45,53,884	0	100.00	0.00
Public-Institutions	E-Voting	4,57,79,516	4,57,79,516	100	4,57,79,516	0	100.00	0.00
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	4,57,79,516	4,57,79,516	100	4,57,79,516		100.00	0.00
Public- Non Institutions	E-Voting	38,99,190	38,99,190	100	38,97,795	1,395	99.96	0.04
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	38,99,190	38,99,190	100	38,97,795	1,395	99.96	0.04
Total		14,42,32,590	14,42,32,590	100	14,42,31,195	1,395	99.99	0.00

Agenda Item No. 4 - To consider the proposal for Ratification of appointment of Mr. Akshaya Prasad (DIN: 02028253), Non-Independent, Non-Executive Director

Resolution required: (Ordinary/ Special)			Ordinary					
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 Votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
		(1)	(2)		(4)	(5)		(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	9,45,53,884	9,45,53,884	100	9,45,53,884	0	100.00	0.00
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	9,45,53,884	9,45,53,884	100	9,45,53,884	0	100.00	0.00
Public-Institutions	E-Voting	4,57,79,516	4,57,79,516	100	4,55,69,832	2,09,684	99.54	0.46
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	4,57,79,516	4,57,79,516	100	4,55,69,832	2,09,684	99.54	0.46
Public- Non Institutions	E-Voting	38,99,088	38,99,088	100	38,97,265	1,823	99.95	0.05
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	38,99,088	38,99,088	100	38,97,265	1,823	99.95	0.05
Total		14,42,32,488	14,42,32,488	100	14,40,20,981	2,11,507	99.85	0.15

Agenda Item No. 5 - To consider the proposal for Ratification of appointment of Mr. John Tyler Day (DIN: 07298703), Non-Independent Non-Executive Director

Resolution required: (Ordinary/ Special)			Ordinary					
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 Votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
		(1)	(2)		(4)	(5)		(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	9,45,53,884	9,45,53,884	100	9,45,53,884	0	100.00	0.00
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	9,45,53,884	9,45,53,884	100	9,45,53,884	0	100.00	0.00
Public-Institutions	E-Voting	4,57,79,516	4,57,79,516	100	4,55,69,832	2,09,684	99.54	0.46
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	4,57,79,516	4,57,79,516	100	4,55,69,832	2,09,684	99.54	0.46
Public- Non Institutions	E-Voting	38,99,088	38,99,088	100	38,97,322	1,766	99.95	0.05
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	38,99,088	38,99,088	100	38,97,322	1,766	99.95	0.05
Total		14,42,32,488	14,42,32,488	100	14,40,21,038	2,11,450	99.85	0.15

Agenda Item No. 6 - To consider the proposal for enhancement of borrowing limits from ₹ 10,000 crores to ₹ 15,000 crores

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes 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	9,45,53,884	9,45,53,884	100	9,45,53,884	0	100.00	0.00
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	9,45,53,884	9,45,53,884	100	9,45,53,884	0	100.00	0.00
Public-Institutions	E-Voting	4,57,79,516	4,57,79,516	100	4,57,79,516	0	100.00	0.00
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	4,57,79,516	4,57,79,516	100	4,57,79,516		100.00	0.00
Public- Non Institutions	E-Voting	38,99,037	38,99,037	100	38,96,442	2,595	99.93	0.07
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	38,99,037	38,99,037	100	38,96,442	2,595	99.93	0.07
Total		14,42,32,437	14,42,32,437	100	14,42,29,842	2,595	99.99	0.00

Agenda Item No. 7 - To consider the proposal for creation of Charge on the assets/receivables of the Company

Resolution required: (Ordinary/ Special)			Special					
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 Votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
		(1)	(2)		(4)	(5)		(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	9,45,53,884	9,45,53,884	100	9,45,53,884	0	100.00	0.00
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	9,45,53,884	9,45,53,884	100	9,45,53,884	0	100.00	0.00
Public-Institutions	E-Voting	4,57,79,516	4,57,79,516	100	4,57,79,516	0	100.00	0.00
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	4,57,79,516	4,57,79,516	100	4,57,79,516	0	100.00	0.00
Public- Non Institutions	E-Voting	38,99,088	38,99,088	100	38,98,097	991	99.97	0.03
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	38,99,088	38,99,088	100	38,98,097	991	99.97	0.03
Total		14,42,32,488	14,42,32,488	100	14,42,31,497	991	99.99	0.00

Agenda Item No. 8 - To consider the proposal of ratification of Muthoot Microfin Employee Stock Option Plan 2016 (“ESOP 2016”) of the Company

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes 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	9,45,53,884	9,45,53,884	100	9,45,53,884	0	100.00	0.00
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	9,45,53,884	9,45,53,884	100	9,45,53,884	0	100.00	0.00
Public-Institutions	E-Voting	4,57,79,516	4,57,79,516	100	4,55,08,893	2,70,623	99.41	0.59
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	4,57,79,516	4,57,79,516	100	4,55,08,893	2,70,623	99.41	0.59
Public- Non Institutions	E-Voting	38,99,088	38,99,088	100	38,91,470	7,618	99.80	0.20
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	38,99,088	38,99,088	100	38,91,470	7,618	99.80	0.20
Total		14,42,32,488	14,42,32,488	100	14,39,54,247	2,78,241	99.81	0.19

Agenda Item No. 9 - To consider the proposal of ratification of Muthoot Microfin Limited Employee Stock Option Plan 2022 (“ESOP 2022”) of the Company

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes 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	9,45,53,884	9,45,53,884	100	9,45,53,884	0	100.00	0.00
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	9,45,53,884	9,45,53,884	100	9,45,53,884	0	100.00	0.00
Public-Institutions	E-Voting	4,57,79,516	4,57,79,516	100	4,55,08,893	2,70,623	99.41	0.59
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	4,57,79,516	4,57,79,516	100	4,55,08,893	2,70,623	99.41	0.59
Public- Non Institutions	E-Voting	38,99,088	38,99,088	100	38,90,433	8,655	99.78	0.22
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	38,99,088	38,99,088	100	38,90,433	8,655	99.78	0.22
Total		14,42,32,488	14,42,32,488	100	14,39,53,210	2,79,278	99.81	0.19

Agenda Item No. 10 - To approve the alteration of object clause of the Memorandum of Association of the Company

Resolution required: (Ordinary/ Special)			Special					
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
Promoter and Promoter Group	E-Voting	9,45,53,884	9,45,53,884	100	9,45,53,884	0	100.00	0.00
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	9,45,53,884	9,45,53,884	100	9,45,53,884	0	100.00	0.00
Public-Institutions	E-Voting	4,57,79,516	4,57,79,516	100	4,57,79,516	0	100.00	0.00
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	4,57,79,516	4,57,79,516	100	4,57,79,516	0	100.00	0.00
Public- Non Institutions	E-Voting	38,99,088	38,99,088	100	38,98,040	1,048	99.97	0.03
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	38,99,088	38,99,088	100	38,98,040	1,048	99.97	0.03
Total		14,42,32,488	14,42,32,488	100	14,42,31,440	1,048	99.99	0.00

Agenda Item No. 11 - To approve the adoption of Memorandum of Association as per the provisions of the Companies Act, 2013

Resolution required: (Ordinary/ Special)			Special					
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 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	9,45,53,884	9,45,53,884	100	9,45,53,884	0	100.00	0.00
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	9,45,53,884	9,45,53,884	100	9,45,53,884	0	100.00	0.00
Public-Institutions	E-Voting	4,57,79,516	4,57,79,516	100	4,57,79,516	0	100.00	0.00
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	4,57,79,516	4,57,79,516	100	4,57,79,516	0	100.00	0.00
Public - Non Institutions	E-Voting	38,99,190	38,99,190	100	38,98,600	590	99.98	0.02
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	38,99,190	38,99,190	100	38,98,600	590	99.98	0.02
Total		14,42,32,590	14,42,32,590	100	14,42,32,000	590	99.99	0.00

For Muthoot Microfin Limited

**Neethu Ajay,
Chief Compliance Officer and Company Secretary
Membership No: ACS34822**

July 20, 2024
Ernakulam

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, DIA (ICSI)

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

M/s. Muthoot Microfin Limited

CIN: L65190MH1992PLC066228

13th Floor, Parinee Crescenzo, Bandra Kurla Complex,
Bandra East, Mumbai, Maharashtra, India-400051

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, Circular No. 10/2022 dated 28.12.2022 and Circular No. 09/2023 dated 25.09.2023 as issued by MCA, and voting through electronic system at the 32nd Annual General Meeting of Muthoot Microfin Limited (CIN: L65190MH1992PLC066228) held on Thursday, July 18, 2024 at 3:00 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. CC 31/1590, Felix Road, Thammanam, Cochin-682032 was appointed as Scrutinizer by the Board of Directors of Muthoot Microfin Limited ("the Company") with CIN: L65190MH1992PLC066228 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 July 15, 2024 at 9:00 A.M. and ended on July 17, 2024 at 5:00 P.M. and to scrutinize the voting through e-voting system at the 32nd Annual General Meeting ("AGM") of the Company held on Thursday, July 18, 2024 at 3:00 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 Thursday, July 18, 2024.

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, No. 10/2022 dated December 28, 2022 and No. 09/2023 dated 25.09.2023 (collectively referred to as "MCA Circulars") has permitted the holding of the AGM through VC, without the physical presence of the Members at a common venue. The Securities and Exchange Board of India ("SEBI") vide its circular dated October 07, 2023 read with circulars dated January 05, 2023, 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 32nd AGM of the Company was held through VC on Thursday, July 18, 2024 at 3:00 P.M.

Further, pursuant to the MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report for the Financial Year 2023-24 was sent in electronic form only to those Members whose



email addresses were registered with the Company/ Depositories. The Notice calling the 32nd AGM had been uploaded on the website of the Company at www.muthootmicrofin.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 National Securities Depository Limited ("NSDL") (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.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 Act and the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

The notice dated 26th June 2024 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 NSDL 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., Friday, July 12, 2024 were entitled to vote on the resolutions as set out in the Notice of the 32nd AGM by remote e-voting prior to 32nd AGM and e-voting system during the 32nd AGM.

The remote e-voting period remained open from July 15, 2024 at 9:00 A.M. and ended on July 17, 2024 at 5:00 P.M. and the NSDL 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:



Aparna Paulson
D/o K A Paulson
Karaparamban House,
Palissery P O,
Thrissur-680027
Occupation: Apprenticeship Trainee

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 NSDL 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 Annual Audited Financial Statements of the Company including the Balance Sheet as on March 31, 2024, and the Statement of Profit and Loss Account and Cash Flow Statement for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and 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)	289	14,40,22,699	99.85%
TOTAL	289	14,40,22,699	99.85%

(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)	10	2,10,171	0.15%
TOTAL	10	2,10,171	0.15%

(iii) **Invalid** Votes:

Voting Description	Number of members	Number of invalid
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	whose votes were declared 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 George Muthoot (DIN: 00011552) who retires by rotation at this Annual General Meeting, 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)	272	14,41,70,007	99.96%
TOTAL	272	14,41,70,007	99.96%

(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)	24	62,583	0.04%



TOTAL	24	62,583	0.04%
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(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 statutory auditors in place of the retiring auditors

(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)	277	14,42,31,195	99.999%
TOTAL	277	14,42,31,195	99.999%

(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
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Remote E-Voting (Including E-Voting by shareholders during AGM)	19	1,395	0.001%
TOTAL	19	1,395	0.001%

(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: Ordinary Resolution

To consider the proposal for Ratification of appointment of Mr. Akshaya Prasad (DIN: 02028253), Non-Independent Non-Executive 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)	273	14,40,20,981	99.85%



TOTAL	273	14,40,20,981	99.85%
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(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)	21	2,11,507	0.15%
TOTAL	21	2,11,507	0.15%

(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. 4 can be considered as passed with requisite majority.

Item No. 5: Ordinary Resolution

To consider the proposal for Ratification of appointment of Mr. John Tyler Day (DIN: 07298703), Non-Independent Non-Executive 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)	273	14,40,21,038	99.85%
TOTAL	273	14,40,21,038	99.85%

(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)	21	2,11,450	0.15%
TOTAL	21	2,11,450	0.15%

(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. 5 can be considered as passed with requisite majority.

Item No. 6: Special Resolution



To consider the proposal for enhancement of borrowing limits from ₹ 10,000 crores to ₹ 15,000 crores

(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)	274	14,42,29,842	99.998%
TOTAL	274	14,42,29,842	99.998%

(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)	19	2,595	0.002%
TOTAL	19	2,595	0.002%

(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. 6 can be considered as passed.

Item No. 7: Special Resolution

To consider the proposal for creation of Charge on the assets/receivables of the Company

(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)	278	14,42,31,497	99.999%
TOTAL	278	14,42,31,497	99.999%

(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)	16	991	0.001%
TOTAL	16	991	0.001%

(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. 7 can be considered as passed.

Item No. 8: Special Resolution

To consider the proposal of ratification of Muthoot Microfin Employee Stock Option Plan 2016 ("ESOP 2016") of the Company

(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)	270	14,39,54,247	99.81%
TOTAL	270	14,39,54,247	99.81%

(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)	24	2,78,241	0.19%
TOTAL	24	2,78,241	0.19%



(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. 8 can be considered as passed.

Item No. 9: Special Resolution

To consider the proposal of ratification of Muthoot Microfin Limited Employee Stock Option Plan 2022 ("ESOP 2022") of the Company

(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)	269	14,39,53,210	99.81%
TOTAL	269	14,39,53,210	99.81%

(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
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Remote E-Voting (Including E-Voting by shareholders during AGM)	25	2,79,278	0.19%
TOTAL	25	2,79,278	0.19%

(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. 9 can be considered as passed.

Item No. 10: Special Resolution

To approve the alteration of object clause of the Memorandum of Association of the Company

(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)	278	14,42,31,440	99.999%



TOTAL	278	14,42,31,440	99.999%
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(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)	16	1,048	0.001%
TOTAL	16	1,048	0.001%

(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. 10 can be considered as passed.

Item No. 11: Special Resolution

To approve the adoption of Memorandum of Association as per the provisions of the Companies Act, 2013

(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)	284	14,42,32,000	99.9996%
TOTAL	284	14,42,32,000	99.9996%

(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)	12	590	0.0004%
TOTAL	12	590	0.0004%

(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. 11 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 11 have been duly passed as per the provisions of SEBI/Companies Act, 2013.

Thanking You
Yours Faithfully

UDIN: F003050F000774612

CS Puzhankara Sivakumar

Managing Partner

SEP & Associates, Company Secretaries
(Peer Review Certificate no. 3693/2023)

M. No. F3050 COP No. 2210

Date: 18.07.2024

Place: Kochi

