



**Muthoot Finance Limited**

Registered Office :  
2<sup>nd</sup> floor, Muthoot Chambers,  
Opp. Saritha Theatre Complex,  
Banerji Road, Ernakulam - 682 018  
Kerala, India.  
CIN : L65910KL1997PLC 011300

Phone : +91 484 2396478, 2394712  
Fax : +91 484 2396506, 2397399  
mails@muthootgroup.com  
www.muthootgroup.com

Ref: SEC/MFL/SE/2023/4881

October 03, 2023

**National Stock Exchange of India Limited**  
**Exchange Plaza,**  
Plot No. C/1, G Block,  
Bandra-Kurla Complex  
Bandra (E), Mumbai - 400 051  
Symbol: MUTHOOTFIN

**Department of Corporate Services**  
**BSE Limited,**  
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.**

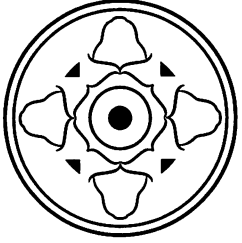
Pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consolidated voting results on the resolutions taken up at the 26<sup>th</sup> Annual General Meeting (AGM) of the Company held on Friday, September 29, 2023, through Video Conference ("VC") or Other Audio-Visual Means ("OAVM") without the physical presence of the Members at 03.30 p.m. along with copy of the Scrutinizer's Report on remote e-voting is enclosed herewith as Annexure A to this letter in the prescribed format.

Remote E-voting facility was provided to the Members from September 26, 2023 at 9.00 a.m. to September 28, 2023 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.

The proceedings of the 26<sup>th</sup> 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.

For **Muthoot Finance Limited**

Rajesh A  
Company Secretary  
ICSI Membership No. FCS 7106



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KSR/CBE/M154/647/2023-24

03<sup>rd</sup> October, 2023

Mr. George Jacob Muthoot,  
Chairman,  
Muthoot Finance Limited  
2<sup>nd</sup> 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 and e-voting during the 26<sup>th</sup> Annual General Meeting (“AGM”) held on 29<sup>th</sup> September 2023 vide Notice Dated 11<sup>th</sup> August 2023 under Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”).**

**1. Preamble:**

- a. The undersigned was appointed as Scrutinizer for the remote e-voting and e-voting at the 26<sup>th</sup> Annual General Meeting in respect of resolutions proposed vide Notice dated 11<sup>th</sup> August 2023 (Notice) 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 further read with Circulars issued by Ministry of Corporate Affairs (“MCA”) via General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, Secretarial Standard on General Meetings issued by the Institute of Company secretaries of India.



**CENTRAL OFFICE :**

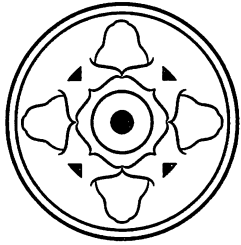
7C, Mayflower Signature,  
No. 365/13, Avinashi Road, Peelamedu,  
**Coimbatore - 641 004.**  
Phone : (0422) 2302867 / 68, 2305676, 4982868, 4952868  
E-mail : info@ksrandco.in

**BRANCH OFFICE :**

Flat No. 1, 26/27, Venkatesham Flat,  
Gopal Street, T. Nagar,  
**Chennai - 600 017.**  
Phone : (044) 24337620  
E-mail : chennai@ksrandco.in

**BRANCH OFFICE :**

S-311, 3rd Floor, South,  
Manipal Centre, No. 47, Dickenson Road,  
**Bangalore - 560 042.**  
Phone : (080) 41749185  
E-mail : bangalore@ksrandco.in



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- b. As per the said Notice, the cutoff date for ascertaining voting rights of shareholders for remote e-voting and e-voting at the AGM was Friday, 22<sup>nd</sup> September, 2023.
- c. The remote e-voting commenced on Tuesday, 26<sup>th</sup> September 2023 at 9:00 a.m. (IST) and ended on Thursday 28<sup>th</sup> September, 2023 at 5:00 p.m. (IST). Further e-voting was enabled during the AGM to enable voting by those shareholders who could not vote earlier.

**2. Scrutiny of votes poled during remote e-voting and e-voting during AGM:**

- a. The reports on remote e-voting and the e-voting during the AGM was opened and downloaded after the completion of the AGM from the portal of Central Depository Services Limited (CDSL) on Friday, 29<sup>th</sup> September 2023, in respect of the resolutions as proposed in the said Notice.
- b. A total of approximately 826 shareholders have voted successfully using the remote e-voting facility and e-voting during the AGM. The summary of the votes cast for and against the 06 (Six) resolutions as per the said Notice and as extracted from the summary report of remote e-voting and e-voting during the AGM from the said CDSL portal is annexed as **Annexure**.

**3. Resolution- Law Applicable:**

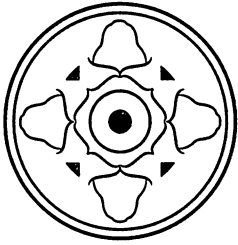
a. **Ordinary Resolution:**

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.

b. **Special Resolution:**

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





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- (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.

**4. Result:**

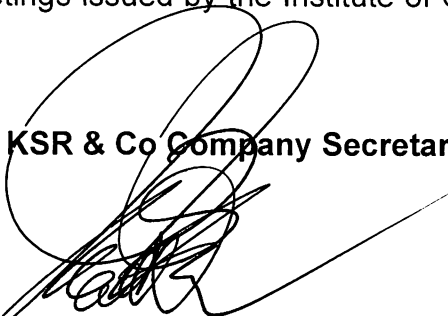
On a perusal of the said summary report, it can be seen that all the 06 (Six) resolutions as per the said Notice has been passed satisfying the requirement of minimum threshold for passing ordinary and/ or special resolutions as explained above.

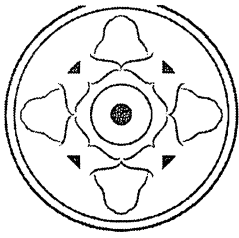
5. The detailed shareholder wise voting pattern by e-voting as downloaded from CDSL has been submitted separately by e-mail to the Company Secretary of the company.
6. As a Scrutinizer, I have performed my duties in compliance of the provisions of Section 108 read with Rule 20 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company secretaries of India.

**Place: Coimbatore**

For **KSR & Co Company Secretaries LLP**

**Date: 03<sup>rd</sup> October, 2023**

  
**Dr. C.V. MADHUSUDHANAN**  
**Partner (FCS 5367; CP 4408)**  
**SCRUTINIZER FOR REMOTE AND AGM**  
**E-VOTING**  
**UDIN: F005367E001156000**  
**PR No. 2635/2022**



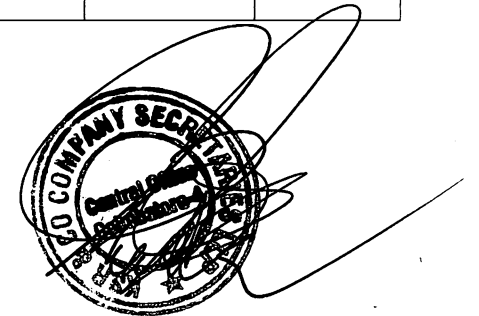
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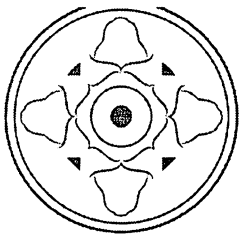
**ANNEXURE**

**MUTHOOT FINANCE LIMITED**

**RESULT OF REMOTE E-VOTING AND E-VOTING DURING THE 26<sup>TH</sup> ANNUAL GENERAL MEETING  
HELD ON 29<sup>TH</sup> SEPTEMBER, 2023**

RES. NO.	SUBJECT MATTER OF THE RESOLUTION	NATURE OF BUSINESS	RESOLUTION VOTING REQUIREMENT	REMOTE E-VOTING (ALONG WITH %)		VENUE E-VOTING (ALONG WITH %)		TOTAL VOTING (ALONG WITH %)		RESULT
				FOR	AGAINST	FOR	AGAINST	FOR	AGAINST	
1.	To receive, consider and adopt the audited financial statements (Standalone and Consolidated) of the Company for the financial year ended 31 <sup>st</sup> March, 2023 and the Report of the Directors and the Auditors thereon.	Ordinary	Ordinary	378946656 (100.00%)	64 (0.00%)	6567 (0.00%)	0 (0.00%)	378953223 (100.00%)	64 (0.00%)	Passed
2.	To appoint a director in place of Mr. George Alexander Muthoot (DIN: 00016787), who retires by rotation and being eligible, seeks reappointment.	Ordinary	Ordinary	366487933 (96.66%)	12673029 (3.34%)	6567 (0.00%)	0 (0.00%)	366494500 (96.66%)	12673029 (3.34%)	Passed





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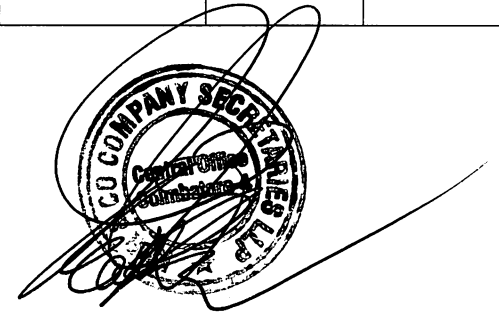
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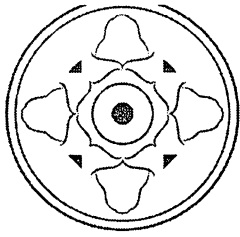
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3.	To appoint a director in place of Mr.George Jacob Muthoot (DIN: 00018235), who retires by rotation and being eligible, seeks reappointment.	Ordinary	Ordinary	375549072 (99.05%)	3611890 (0.95%)	6567 (0.00%)	0 (0.00%)	375555639 (99.05%)	3611890 (0.95%)	<b>Passed</b>
4.	Appointment of Mr. Joseph Korah (DIN: 09128318) as an Independent Director.	Special	Special	379109915 (99.99%)	50982 (0.01%)	6567 (0.00%)	0 (0.00%)	379116482 (99.99%)	50982 (0.01%)	<b>Passed</b>






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5.	Re-appointment of Ms. Usha Sunny (DIN: 07215012) as Independent Director.	Special	Special	378550796 (99.84%)	610101 (0.16%)	6567 (0.00%)	0 (0.00%)	378557363 (99.84%)	610101 0.16%	<b>Passed</b>
6.	Increase in borrowing powers of the Board of Directors of the Company under section 180(1)(c) of the Companies Act, 2013.	Special	Special	377524878 (99.57%)	1636019 (0.43%)	6567 (0.00%)	0 (0.00%)	377531445 (99.57%)	1636019 (0.43%)	<b>Passed</b>

  
Dr.C.V.MADHUSUDHANAN  
Partner (FCS 5367; CP 4408)  
SCRUTINIZER FOR REMOTE AND VENUE E-VOTING  
UDIN: F005367E001156000  
PR No. 2635/2022

Date: 03/10/2023  
Place: Coimbatore