



Muthoot Finance Limited

Registered Office :
2nd 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.

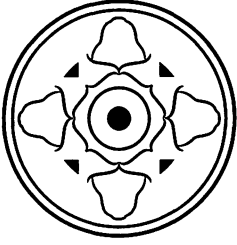
Pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consolidated voting results on the resolutions taken up at the 26th Annual General Meeting (AGM) of the Company held on Friday, September 29, 2023, through Video Conference ("VC") or Other Audio-Visual 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 26th 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

03rd October, 2023

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 and e-voting during the 26th Annual General Meeting (“AGM”) held on 29th September 2023 vide Notice Dated 11th 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 26th Annual General Meeting in respect of resolutions proposed vide Notice dated 11th 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 :

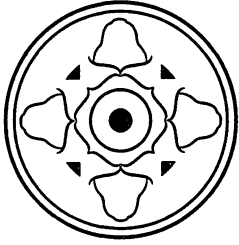
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Manipal Centre, No. 47, Dickenson Road,
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- b. As per the said Notice, the cutoff date for ascertaining voting rights of shareholders for remote e-voting and e-voting at the AGM was Friday, 22nd September, 2023.
- c. The remote e-voting commenced on Tuesday, 26th September 2023 at 9:00 a.m. (IST) and ended on Thursday 28th 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 polled 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, 29th 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:

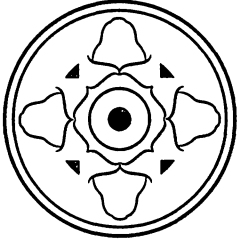
a. **Ordinary Resolution:**

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—





- (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:

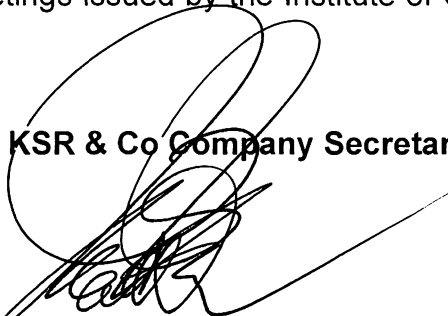
On a perusal of the said summary report, it can be seen that all the 06 (Six) resolutions as per the said Notice has been passed satisfying the requirement of minimum threshold for passing ordinary and/ or special resolutions as explained above.

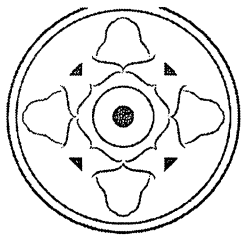
5. The detailed shareholder wise voting pattern by e-voting as downloaded from CDSL has been submitted separately by e-mail to the Company Secretary of the company.
6. As a Scrutinizer, I have performed my duties in compliance of the provisions of Section 108 read with Rule 20 of Companies (Management 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: 03rd 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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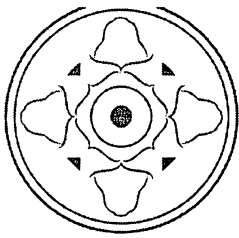
ANNEXURE

MUTHOOT FINANCE LIMITED

**RESULT OF REMOTE E-VOTING AND E-VOTING DURING THE 26TH ANNUAL GENERAL MEETING
HELD ON 29TH 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 st 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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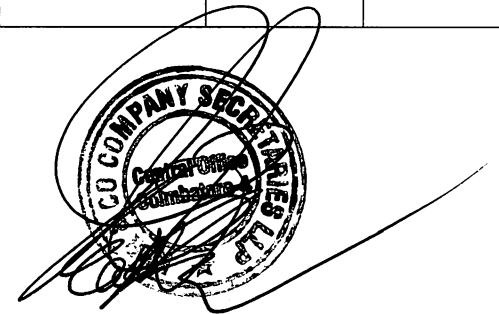
COMPANY SECRETARIES LLP

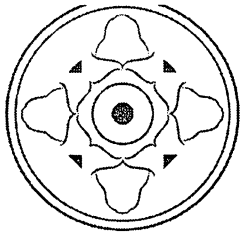
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3.	To appoint a director in place of Mr.George Jacob Muthoot (DIN: 00018235), who retires by rotation and being eligible, seeks reappointment.	Ordinary	Ordinary	375549072 (99.05%)	3611890 (0.95%)	6567 (0.00%)	0 (0.00%)	375555639 (99.05%)	3611890 (0.95%)	Passed
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%)	Passed






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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%	Passed
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%)	Passed


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

Muthoot Finance Limited

Resolution Required : (Ordinary)		1 - To receive, consider and adopt Financial Statements (Standalone and Consolidated) for the year ended March 31, 2023						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	294463872	294463872	100.0000	294463872	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		294463872	100.0000	294463872	0	100.0000	0.0000
Public Institutions	E-Voting	91788233	83695852	91.1836	83695852	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		83695852	91.1836	83695852	0	100.0000	0.0000
Public Non Institutions	E-Voting	15196786	786996	5.1787	786932	64	99.9919	0.0081
	Poll		6567	0.0432	6567	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		793563	5.2219	793499	64	99.9919	0.0081
Total		401448891	378953287	94.3964	378953223	64	100.0000	0.0000

Muthoot Finance Limited

Resolution Required : (Ordinary)		2 - To appoint a Director in place of Mr. George Alexander Muthoot(holding DIN: 00016787), who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	294463872	294463872	100.0000	294463872	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		294463872	100.0000	294463872	0	100.0000	0.0000
Public Institutions	E-Voting	91788233	83910094	91.4170	71237197	12672897	84.8971	15.1029
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		83910094	91.4170	71237197	12672897	84.8971	15.1029
Public Non Institutions	E-Voting	15196786	786996	5.1787	786864	132	99.9832	0.0168
	Poll		6567	0.0432	6567	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		793563	5.2219	793431	132	99.9834	0.0166
Total		401448891	379167529	94.4498	366494500	12673029	96.6577	3.3423

Muthoot Finance Limited

Resolution Required : (Ordinary)			3 - To appoint a Director in place of Mr. George Jacob Muthoot (holding DIN: 00018235), who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	294463872	294463872	100.0000	294463872	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		294463872	100.0000	294463872	0	100.0000	0.0000
Public Institutions	E-Voting	91788233	83910094	91.4170	80298455	3611639	95.6958	4.3042
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		83910094	91.4170	80298455	3611639	95.6958	4.3042
Public Non Institutions	E-Voting	15196786	786996	5.1787	786745	251	99.9681	0.0319
	Poll		6567	0.0432	6567	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		793563	5.2219	793312	251	99.9684	0.0316
Total		401448891	379167529	94.4498	375555639	3611890	99.0474	0.9526

Muthoot Finance Limited

Resolution Required : (Special)		4 - To appoint Mr. Joseph Korah (holding DIN: 09128318) as an Independent Director of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	294463872	294463872	100.0000	294463872	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		294463872	100.0000	294463872	0	100.0000	0.0000
Public Institutions	E-Voting	91788233	83910094	91.4170	83859286	50808	99.9394	0.0606
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		83910094	91.4170	83859286	50808	99.9394	0.0606
Public Non Institutions	E-Voting	15196786	786931	5.1783	786757	174	99.9779	0.0221
	Poll		6567	0.0432	6567	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		793498	5.2215	793324	174	99.9781	0.0219
Total		401448891	379167464	94.4497	379116482	50982	99.9866	0.0134

Muthoot Finance Limited

Resolution Required : (Special)		5 - To re- appoint Ms. Usha Sunny (holding DIN: 07215012) as Independent Director of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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]= $\frac{[2]}{[1]}*100$	[4]	[5]	[6]= $\frac{[4]}{[2]}*100$	[7]= $\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	294463872	294463872	100.0000	294463872	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		294463872	100.0000	294463872	0	100.0000	0.0000
Public Institutions	E-Voting	91788233	83910094	91.4170	83300215	609879	99.2732	0.7268
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		83910094	91.4170	83300215	609879	99.2732	0.7268
Public Non Institutions	E-Voting	15196786	786931	5.1783	786709	222	99.9718	0.0282
	Poll		6567	0.0432	6567	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		793498	5.2215	793276	222	99.9720	0.0280
Total		401448891	379167464	94.4497	378557363	610101	99.8391	0.1609

Muthoot Finance Limited

Resolution Required : (Special)		6 - Increase in the borrowing powers of the Board of Directors under Section 180(1)(c) of the Companies Act, 2013						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	294463872	294463872	100.0000	294463872	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		294463872	100.0000	294463872	0	100.0000	0.0000
Public Institutions	E-Voting	91788233	83910094	91.4170	82274391	1635703	98.0506	1.9494
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		83910094	91.4170	82274391	1635703	98.0506	1.9494
Public Non Institutions	E-Voting	15196786	786931	5.1783	786615	316	99.9598	0.0402
	Poll		6567	0.0432	6567	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		793498	5.2215	793182	316	99.9602	0.0398
Total		401448891	379167464	94.4497	377531445	1636019	99.5685	0.4315