



MCSL/SEC/17-18/166

19<sup>th</sup> October, 2017

**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai - 400 001  
**Scrip Code - 511766**

**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,

**Sub: Voting Results under Regulation 44 of SEBI (LODR) Regulations, 2015**  
**Ref: Our letter no. MCSL/SEC/17-18/137 dated 15<sup>th</sup> September, 2017**

Further to our above referred letter enclosing the Postal Ballot Notice along with the explanatory statement seeking the consent of the members by way of special resolution vide postal ballot/electronic voting with respect to the following items of business:

1. Further issue of securities through Qualified Institutions Placement (QIP);
2. Alteration of Object Clause of the Memorandum of Association of the Company;
3. Alteration of Liability Clause of the Memorandum of Association of the Company;

We would like to inform you that the resolutions mentioned above have been passed by the members of the Company with requisite majority. The approval is deemed to have been received on the last date of receipt of postal ballot forms, i.e. on 15<sup>th</sup> October, 2017.

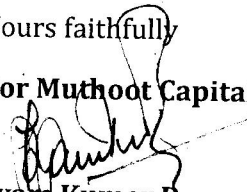
Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the voting results and scrutinizer's report are enclosed herewith as **Annexure 1**. The same is also available on the website of the Company at [www.muthootcap.com](http://www.muthootcap.com).

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

Thanking you

Yours faithfully

For Muthoot Capital Services Limited

  
Syam Kumar R.

Company Secretary & Head - Governance

Encl: as above.



**Annexure 1**

**Disclosure as per Regulation 44 of SEBI (LODR) Regulations, 2015**

**VOTING RESULTS**

<b>Sl. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Name of the Company	<b>Muthoot Capital Services Limited</b>
2.	Date of Postal Ballot	<b>Notice dated 09<sup>th</sup> September, 2017</b>
3.	Total number of shareholders on cut-off date i.e., 01 <sup>st</sup> September, 2017	<b>8431</b>
4.	No. of shareholders present in the meeting either in person or through proxy:  (a) Promoters and Promoter Group: (b) Public:	  <b>NA</b> <b>NA</b>
	No. of Shareholders attended the meeting through Video Conferencing  (a) Promoters and Promoter Group: (b) Public:	  <b>NA</b> <b>NA</b>



**POSTAL BALLOT VOTING RESULTS**

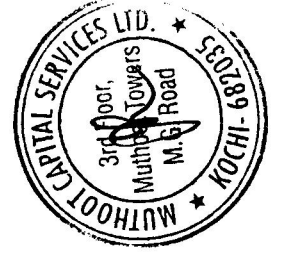
**Resolution No. 1:** Further issue of securities through Qualified Institutions Placement (QIP): - Passed with requisite majority as a Special Resolution.

Resolution required				Special Resolution				
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
Promoters & Promoter Group	E - voting		10279752	100	10279752	0	100	0
	Poll	10279752	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Sub -Total</b>		<b>10279752</b>	<b>100</b>	<b>10279752</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public	E - voting		450296	13.08	450296	0	100	0
	Poll	3440081	0	0	0	0	0	0
	Postal Ballot		10138	0.29	10138	0	100	0
	<b>Sub -Total</b>		<b>460434</b>	<b>13.37</b>	<b>460434</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Total</b>		<b>13719833</b>	<b>10740186</b>	<b>78.28</b>	<b>10740186</b>	<b>0</b>	<b>100</b>	<b>0</b>



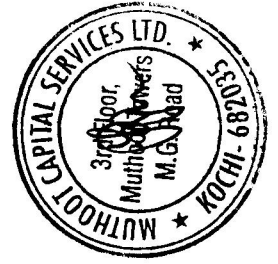
**Resolution No. 2: Alteration of Object Clause of the Memorandum of Association of the Company: - Passed with requisite majority as a Special Resolution.**

Resolution required				Special Resolution				
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
Promoters & Promoter Group	E - voting		10279752	100	10279752	0	100	0
	Poll	10279752	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Sub - Total</b>		<b>10279752</b>	<b>100</b>	<b>10279752</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public	E - voting		450296	13.08	450196	100	99.98	0.02
	Poll	3440081	0	0	0	0	0	0
	Postal Ballot		9588	0.28	9588	0	100	0
	<b>Sub - Total</b>		<b>459884</b>	<b>13.36</b>	<b>459784</b>	<b>100</b>	<b>99.98</b>	<b>0.02</b>
<b>Total</b>		<b>13719833</b>	<b>10739636</b>	<b>78.27</b>	<b>10739536</b>	<b>100</b>	<b>100</b>	<b>0</b>



**Resolution No. 3: Alteration of Liability Clause of the Memorandum of association of the Company: - Passed with requisite majority as a Special Resolution.**

Resolution required				Special Resolution				
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
Promoters & Promoter Group	E - voting		10279752	100	10279752	0	100	0
	Poll	10279752	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Sub - Total</b>		<b>10279752</b>	<b>100</b>	<b>10279752</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public	E - voting		450296	13.08	450196	100	99.98	0.02
	Poll	3440081	0	0	0	0	0	0
	Postal Ballot		9478	0.27	9368	110	98.84	1.16
	<b>Sub - Total</b>		<b>459774</b>	<b>13.35</b>	<b>459564</b>	<b>210</b>	<b>99.95</b>	<b>0.05</b>
	<b>Total</b>	<b>13719833</b>	<b>10739526</b>	<b>78.27</b>	<b>10739316</b>	<b>210</b>	<b>99.99</b>	<b>0.01</b>



**Caesar Pinto John  
& Associates LLP**  
Company Secretaries



+ 91 9497274805, + 91 9846949009



caesarpintojohn@gmail.com

**COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING & POSTAL BALLOT FOR  
MUTHOOT CAPITAL SERVICES LIMITED**

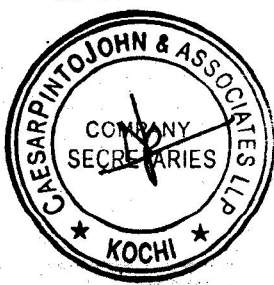
To

Mr. Thomas George Muthoot  
Managing Director  
Muthoot Capital Services Limited  
3rd Floor, Muthoot Towers  
M.G. Road, Kochi, Kerala - 682035

Sub: Passing of Resolution through Remote e-Voting and Postal Ballot of **Muthoot Capital Services Limited**

I, CS Nikhil George Pinto, Company Secretary in Practice, holding Membership Number: ACS – 39471 and Certificate of Practice Number – 16059, Partner, CaesarPintoJohn & Associates LLP, Company Secretaries, 5, Puthussery House, Edanad, Chowara P.O., Aluva, Ernakulam - 683 571 have been appointed as Scrutinizer for the Remote Electronic Voting and Postal Ballot voting process in respect of the below mentioned resolutions of **Muthoot Capital Services Limited (CIN: L67120KL1994PLC007726)**.

The Company had appointed Central Depository Services (India) Limited (CDSL) as the Service Provider, for extending the facility for the remote electronic voting to the shareholders of the Company from Sunday, the 17<sup>th</sup> day of September 2017 (09.00 A.M.) to Sunday, the 15<sup>th</sup> day of October 2017 (5.00 P.M.). The remote e-voting results were unblocked by me on 17<sup>th</sup> October 2017 in the presence of two witnesses. For further details kindly refer my Scrutinizer report dated 17<sup>th</sup> October 2017 attached herewith.



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The result of the E-voting together with that of the Postal Ballot is as under:

Res No.	Subject Matter of Resolution	Particulars of Business	Votes in favor of the resolution		Votes against the resolution	
			No.	%	No.	%
<b>SPECIAL BUSINESS – SPECIAL RESOLUTION</b>						
1	Further issue of securities through Qualified Institutions Placement	<b>E Voting</b>	10730048	100%	0	0
		<b>Postal Ballot</b>	10138	100%	0	0
		<b>Total</b>	<b>10740186</b>	<b>100%</b>	<b>0</b>	<b>0</b>
2	Alteration of object clause of the Memorandum Of Association of the Company	<b>E Voting</b>	10729948	100%	100	0
		<b>Postal Ballot</b>	9588	100%	0	0
		<b>Total</b>	<b>10739536</b>	<b>100%</b>	<b>0</b>	<b>0</b>
3	Alteration of liability clause of the Memorandum of Association of the Company	<b>E Voting</b>	10729948	100%	100	0
		<b>Postal Ballot</b>	9368	98.84%	110	1.16
		<b>Total</b>	<b>10739316</b>	<b>99.99%</b>	<b>210</b>	<b>0.01</b>

The Resolution stands passed under Remote e-Voting and Postal Ballot as Special Resolution with requisite majority as specified under the Companies Act, 2013.

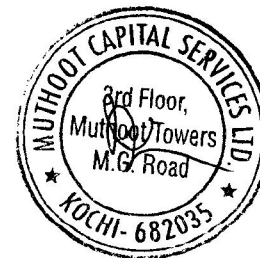
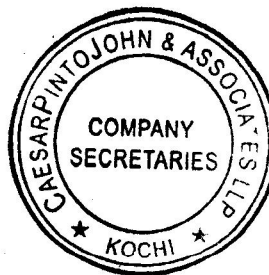
Thanking You

Yours faithfully

For Caesar Pinto John  
& Associates LLP  
Company Secretaries



**Nikhil George Pinto**  
Partner  
M. No. 39471  
CP. No. 16059



Kochi

17.10.2017