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**COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING AND POLL FOR
MUTHOOT CAPITAL SERVICES LIMITED**

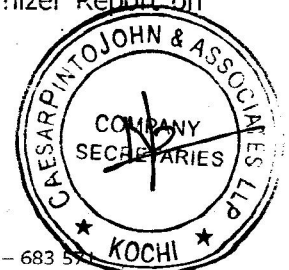
To
Mr. Thomas John Muthoot
Chairman
Muthoot Capital Services Limited
3rd Floor, Muthoot Towers,
M.G. Road, Kochi, Kerala - 682035

23rd Annual General Meeting of the Equity Shareholders of **Muthoot Capital Services Limited** held on Tuesday, 06th June, 2017 at International Hotel, Veekshanam Road, Kochi, Kerala – 682 035.

Sub: Passing of Resolution through Remote E-Voting and Poll conducted at the 23rd Annual General Meeting of the Equity Shareholders 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 for the purpose of the Poll taken on the below mentioned resolutions at the 23rd Annual General Meeting of the Equity Shareholders of Muthoot Capital Services Limited (CIN : L67120KL1994PLC007726), held on Tuesday, 6th June, 2017 at International Hotel, Veekshanam Road, Kochi, Kerala – 682 035 at 10.30 A.M.

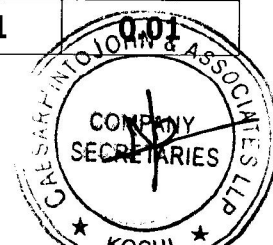
The Company had appointed Central Depository Services Limited (CDSL) as the Service Provider, for extending the facility for the remote electronic voting to the shareholders of the Company from Saturday, 03rd June, 2017 (9.00 A.M.) to Monday, 05th June, 2017 (5.00 P.M.). Integrated Registry Management Services Private Limited is the Registrar and Share Transfer Agent of the Company. The remote e-voting results were unblocked by me on 6th June, 2017 in the presence of two witnesses. For further details kindly refer attached Scrutinizer Report on remote e-voting results.



At the Annual General Meeting, the Company facilitated the members present in the meeting who could not participate in the remote e-voting to record their votes through poll process. For details kindly refer to my Scrutinizer report in MGT - 13 attached herewith.

The result of the Remote E-voting together with that of the Poll is as under:

Res. No.	Subject Matter of Resolution	Particulars of Business	Votes in favor of the resolution		Votes against the resolution	
			No.	%	No.	%
ORDINARY BUSINESS						
1	Approval of Audited Financial Statements for the year ended 31.03.2017	E-voting	9661179	100	0	0
		Poll	89539	99.88	100	0.12
		Total	9750718	99.99	100	0.01
2	Re-appointment of director - Mr. Thomas John Muthoot who retires by rotation	E-voting	9661179	100	0	0
		Poll	89589	99.77	200	0.23
		Total	9750768	99.99	200	0.01
3	Appointment of Statutory Auditors	E-voting	9661179	100	0	0
		Poll	89589	99.77	200	0.23
		Total	9750768	99.99	200	0.01
SPECIAL BUSINESS – ORDINARY RESOLUTION						
4	Issue of bonus shares	E-voting	9661179	100	0	0
		Poll	89689	99.78	200	0.22
		Total	9750868	99.99	200	0.01
5	Increase in Authorised Share Capital of the Company	E-voting	9661179	100	0	0
		Poll	89588	99.77	201	0.23
		Total	9750767	99.99	201	0.01
6	Alteration of Memorandum of Association of the company	E-voting	9661179	100	0	0
		Poll	89488	99.77	201	0.23
		Total	9750667	99.99	201	0.01



SPECIAL BUSINESS – SPECIAL RESOLUTION						
7	Alteration of Articles of Association of the company	E-voting	9661179	100	0	0
		Poll	89588	99.77	201	0.23
		Total	9750767	99.99	201	0.01
8	Issue of Non-Convertible Debentures on private placement basis	E-voting	9661179	100	0	0
		Poll	89559	99.77	200	0.23
		Total	9750738	99.99	200	0.01
SPECIAL BUSINESS – ORDINARY RESOLUTION						
9	Approval of Related Party Transactions	E-voting	402002	100	0	0
		Poll	3504	94.57	201	5.43
		Total	405506	99.95	201	0.05

All the Resolutions stand passed under Remote E-Voting and Poll as Ordinary/ Special Resolutions with requisite majority as specified under the Companies Act, 2013.

Thanking You

Yours faithfully



CS. NIKHIL GEORGE PINTO
ACS: 39471, CP: 16059

Kochi

06.06.2017

