

MCSL/SEC/18-19/47

June 14, 2018

**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: Proceedings of 24<sup>th</sup> Annual General Meeting of Muthoot Capital Services Limited held on Thursday, June 14, 2018**

Pursuant to Regulation 30 read with Para A of Part A of Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the 24<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Thursday, June 14, 2018, at The International Hotel, Veekshanam Road, Kochi - 35 at 10.30 a.m.

The required quorum was present and all the items of business as mentioned in the Notice of AGM dated May 18, 2017 were discussed and based on the report of the Scrutinizer, all the resolutions were declared as duly passed by the requisite majority by remote e-voting and poll at the venue of the AGM.

The meeting considered the following items in the agenda:

**A. Ordinary Business:**

1. Adoption of Audited Statement of Profit and Loss for the financial year ended March 31, 2018, the Audited Balance Sheet as at that date, together with the Cash Flow Statements, the Report of the Board of Directors and Independent Auditors thereon.
2. Re-appointment of Director retiring by rotation, Mr. Thomas Muthoot (DIN: 00082099).
3. Ratification of the appointment of M/s. Varma & Varma, Chartered Accountants, as the Statutory Auditors and fixation of remuneration thereof.



**B. Special Business:**

4. Approval of related party transactions with Muthoot Fincorp Limited and Muthoot Bankers.
5. Approval for increase of borrowing powers of the Company pursuant to Section 180 (1) (c) under Companies Act, 2013.
6. Approval for the issue of Non-Convertible Debentures upto an amount of Rs. 200 crores on private placement basis, on such terms and conditions and at such price(s) as may be determined by the Board.
7. Approval for MCSL Employee Stock Option Scheme 2018 - "Scheme - I".
8. Approval for MCSL Employee Stock Option Scheme 2018 - "Scheme - II".
9. Approval for MCSL Employee Stock Option Scheme 2018 - "Scheme - III".
10. Approval for MCSL Employee Stock Option Scheme 2018 - "Scheme - IV"

E-voting facility was provided to the Members from June 11, 2018 at 9.00 a.m. to June 13, 2018 at 5.00 p.m. and voting by ballot was also provided to the Members who have not done e-voting and were present at the meeting.

It may please be noted that the voting results were submitted to the Stock Exchanges in the format specified under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.


A copy of the combined Scrutinizer's Report on remote e-voting and poll at the venue of the 24<sup>th</sup> AGM is also attached herewith.

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

Thanking you,

Yours faithfully,

**For Muthoot Capital Services Limited**

  
**Thomas George Muthoot**  
**Managing Director**



**Encl: As above**



CaesarPintoJohn  
& Associates LLP  
Company Secretaries



+ 91 9497274805, + 91 9846949009



caesarpintojohn@gmail.com

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

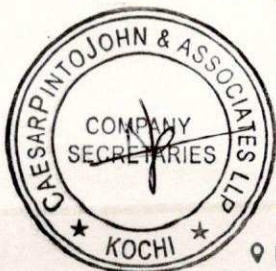
To  
Mr. Thomas George Muthoot  
Managing Director  
Muthoot Capital Services Limited  
3<sup>rd</sup> Floor, Muthoot Towers,  
M.G. Road, Kochi, Kerala - 682035

24<sup>th</sup> Annual General Meeting of the Equity Shareholders of **Muthoot Capital Services Limited** held on Thursday, 14<sup>th</sup> June, 2018 at The International Hotel, Veekshanam Road, Kochi, Kerala – 682 035.

**Sub: Passing of Resolutions through Remote E-Voting and Poll conducted at the 24<sup>th</sup> 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 Annual General Meeting of the Equity Shareholders of Muthoot Capital Services Limited (CIN : L67120KL1994PLC007726), held on Thursday, 14<sup>th</sup> June, 2018 at The International Hotel, Veekshanam Road, Kochi, Kerala – 682 035.

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 Monday, 11<sup>th</sup> June, 2018 (9.00 A.M.) to Wednesday, 13<sup>th</sup> June, 2018 (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 14<sup>th</sup> June, 2018 in the presence of two witnesses. For further details kindly refer attached Scrutinizer Report on remote e-voting results.



*[Handwritten Signature]*

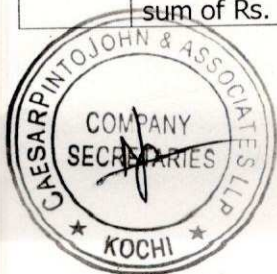




At the Annual General Meeting, the Company facilitated the members present in the meeting who could not participate in the remote e-voting to record their votes through poll process. For details kindly refer to my Scrutinizer report in MGT 13 attached herewith.

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.	%
<b>ORDINARY BUSINESS</b>						
1	Approval of Audited Financial Statements for the year ended 31.03.2018	E-voting	11840819	100	0	0
		Poll	2941	99.97	1	0.03
		<b>Total</b>	11843760	99.98	1	0.02
2	Re-appointment of the director Mr. Thomas Muthoot (DIN: 00082099) who retires by rotation. Re-appointment of the director Mr. Thomas Muthoot (DIN: 00082099) who retires by rotation.	E-voting	2155742	100	0	0
		Poll	3175	100	0	0
		<b>Total</b>	2158917	100	0	0
3	Ratification of the appointment of M/s. Varma & Varma, Chartered Accountants, as the Statutory Auditors and fixation of remuneration thereof.	E-voting	11892247	100	0	0
		Poll	3175	100	0	0
		<b>Total</b>	11895422	100	0	0
<b>SPECIAL BUSINESS – ORDINARY RESOLUTION</b>						
4	Approval of Related Party Transactions	E-voting	1612255	100	0	0
		Poll	3065	96.54	110	3.46
		<b>Total</b>	1615320	98.27	110	1.73
<b>SPECIAL BUSINESS – SPECIAL RESOLUTION</b>						
5	Authorisation to the Board of Directors to borrow money in excess of paid-up-capital and free reserves of the Company, which shall not at any time exceed the sum of Rs. 5000 crores.	E-voting	11892247	100	0	0
		Poll	3065	96.54	110	3.46
		<b>Total</b>	11895312	98.27	110	1.73



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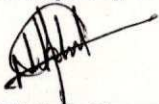
6	Issue of Non-Convertible Debentures on private placement basis	E-voting	11892247	100	0	0
		Poll	2955	96.41	110	3.59
		<b>Total</b>	11895202	98.20	110	1.80
7	Approval of MCSL Employee Stock Option Scheme 2018- "Scheme-I"	E-voting	11857258	99.71	34989	0.29
		Poll	3032	98.92	33	1.08
		<b>Total</b>	11860290	99.31	35022	0.69
8	Approval of MCSL Employee Stock Option Scheme 2018- "Scheme-II"	E-voting	11833330	99.50	58917	0.50
		Poll	2922	98.88	33	1.12
		<b>Total</b>	11836252	99.19	58950	0.81
9	Approval of MCSL Employee Stock Option Scheme 2018- "Scheme-III"	E-voting	11833330	99.50	58917	0.50
		Poll	3032	98.92	33	1.08
		<b>Total</b>	11836362	99.21	58950	0.79
10	Approval of MCSL Employee Stock Option Scheme 2018- "Scheme-IV"	E-voting	11857258	99.71	34989	0.29
		Poll	2922	98.88	33	1.12
		<b>Total</b>	11860180	99.29	35022	0.71

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

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



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



14.06.2018  
Kochi





14.06.2018

To

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

Sir,

**Sub: Report of the Scrutinizer on Remote Electronic Voting**

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 has been appointed by the Board of Directors of Muthoot Capital Services Limited (CIN : L67120KL1994PLC007726), 3<sup>rd</sup> Floor, Muthoot Towers, M.G. Road, Kochi, Kerala – 682035 as the Scrutinizer for the Remote Electronic Voting of the resolutions included in the notice calling the 24<sup>th</sup> Annual General Meeting of the Company held on Thursday, 14<sup>th</sup> June, 2018.

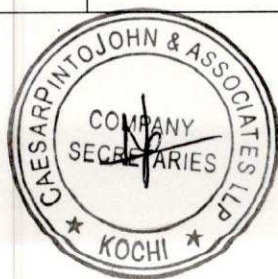
As the Scrutinizer, I report that in compliance of the provisions of Rule 20 (4) (vi) of the Companies (Management and Administration) Rules 2014, as amended, the above remote electronic voting remained open to the members from Monday, June 11<sup>th</sup>, 2018 (9.00 A.M.) to Wednesday, June 13<sup>th</sup>, 2018 (5.00 P.M.). Further the remote e-voting period was completed on the date preceding the date of Annual General Meeting.

On completion of the remote e-voting period, in compliance of the provisions of Rule 20 (4) (viii) and (xii) of the Companies (Management and Administration) Rules 2014, as amended, I have unblocked the votes on 14<sup>th</sup> June 2018, in the presence of two witnesses, who were not the employees of the Company. The names and signatures of the witnesses appear elsewhere in this Report.



The following is the summary of Remote E-voting result:

Resolution No.	Subject Matter of Resolution	Total No. of shares through Remote E-voting	ASSENT / IN FAVOUR OF			DISSENT / AGAINST	
			No. of Votes through Remote E-voting	% of votes in favour on votes through Remote E-voting	% of Paid Up Capital	No. of Votes through Remote E-voting	% of votes against on votes through Remote E-voting
<b>ORDINARY BUSINESS</b>							
1	Approval of Audited Financial Statements for the year ended 31.03.2018	11840819	11840819	100	71.99	0	0
2	Re-appointment of the director Mr. Thomas Muthoot (DIN: 00082099) who retires by rotation.	2155742	2155742	100	13.10	0	0
3	Ratification of the appointment of M/s. Varma & Varma, Chartered Accountants, as the Statutory Auditors and fixation of remuneration thereof.	11892247	11892247	100	72.30	0	0
<b>SPECIAL BUSINESS – ORDINARY RESOLUTION</b>							
4	Approval of Related Party Transactions	1612255	1612255	100	9.8	0	0
<b>SPECIAL BUSINESS – SPECIAL RESOLUTION</b>							
5	Authorisation to the Board of Directors to borrow money in excess of paid-up-capital and free reserves of the Company, which shall not at any time exceed the sum of Rs. 5000 crores.	11892247	11892247	100	72.30	0	0





6	Issue of Non-Convertible Debentures on private placement basis	11892247	11892247	100	72.30	0	0
7	Approval of MCSL Employee Stock Option Scheme 2018- "Scheme-I"	11892247	11857258	99.71	72.09	34989	0.29
8	Approval of MCSL Employee Stock Option Scheme 2018- "Scheme-II"	11892247	11833330	99.50	71.94	58917	0.50
9	Approval of MCSL Employee Stock Option Scheme 2018- "Scheme-III"	11892247	11833330	99.50	71.94	58917	0.50
10	Approval of MCSL Employee Stock Option Scheme 2018- "Scheme-IV"	11892247	11857258	99.71	72.09	34989	0.29

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

Thank you very much.

Yours faithfully,

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



**Nikhil George Pinto  
Partner**

M. No. 39471  
CP. No. 16059



Witnesses to the unblocking of votes:

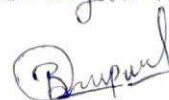
1. *Abhijith*

*Puthenpura.H  
Thiruvloor P.O  
Chenthala*



2. *Bibin Paul*

*Ayyampallil (H)  
Vempally (P.O)  
kottagam.*







**FORM No. MGT-13**  
**Report of Scrutinizer**

*[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]*

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

24<sup>th</sup> Annual General Meeting of the Equity Shareholders of **Muthoot Capital Services Limited** held on Thursday, 14<sup>th</sup> June, 2018 at The International Hotel, Veekshanam Road, Kochi, Kerala – 682 035.

Dear Sir,

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 appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the Annual General Meeting of the Equity Shareholders of Muthoot Capital Services Limited (CIN : L67120KL1994PLC007726), held on Thursday, 14<sup>th</sup> June 2018 at International Hotel, Veekshanam Road, Kochi, Kerala – 682 035, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 2 (Two) ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



*[Handwritten signature]*



4. The result of the Poll is as under:

**(a) Resolution 1**

**Approval of Audited Financial Statements for the year ended 31.03.2018**

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	2941	99.97

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.03

(iii) **Invalid** Votes

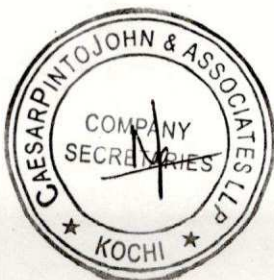
Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
11	2470

**(b) Resolution 2**

**Re-appointment of the director Mr. Thomas Muthoot (DIN: 00082099) who retires by rotation.**

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27	3175	100





(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
9	2237

(c) **Resolution 3**

**Ratification of the appointment of M/s. Varma & Varma, Chartered Accountants, as the Statutory Auditors and fixation of remuneration thereof.**

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27	3175	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
9	2237



**(d) Resolution 4**

**Approval of Related Party Transactions**

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	3065	96.54

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	110	3.46

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
9	2237

**(e) Resolution 5**

**Authorisation to the Board of Directors to borrow money in excess of paid-up-capital and free reserves of the Company, which shall not at any time exceed the sum of Rs. 5000 crores.**

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	3065	96.54





(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	110	3.46

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
9	2237

**(f) Resolution 6**

**Issue of Non-Convertible Debentures on private placement basis**

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	2955	96.41

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	110	3.59

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
10	2347



(g) **Resolution 7**

**Approval of MCSL Employee Stock Option Scheme 2018- "Scheme-I"**

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	3032	98.92

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	33	1.08

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
10	2347

(h) **Resolution 8**

**Approval of MCSL Employee Stock Option Scheme 2018- "Scheme-II"**

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	2922	98.88





(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	33	1.12

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
11	2457

(i) **Resolution 9**

**Approval of MCSL Employee Stock Option Scheme 2018- "Scheme-III"**

(i) Voted **in favor** of the resolution:

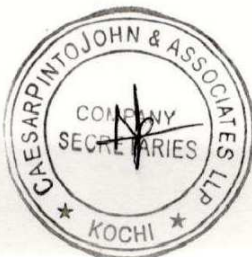
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	3032	98.92

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	33	1.08

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
10	2347



(j) **Resolution 10**

**Approval of MCSL Employee Stock Option Scheme 2018- "Scheme-IV"**

(iii) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	2922	98.88

(iv) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	33	1.12

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
11	2457

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.





7. All resolutions stand passed under the poll as Ordinary/ Special resolutions 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



14.06.2018  
Kochi