



MCSL/SEC/17-18/54

07th June, 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 (3) of SEBI (LODR) Regulations, 2015

Pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consolidated voting results at the 23rd Annual General Meeting of the Company held on Tuesday, 06th June, 2017, at The Hotel International, Veekshanam Road, Kochi - 35, at 10.30 a.m. is enclosed herewith as **Annexure 1** to this letter in the prescribed format.

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

Thanking you

Yours faithfully

For Muthoot Capital Services Limited

A handwritten signature in black ink, appearing to read 'Syam Kumar R.', is written over a horizontal line.

Syam Kumar R.
Company Secretary & Head - Governance

Encl: as above.

Annexure 1

Disclosure as per Regulation 44 (3) of SEBI (LODR) Regulations, 2015

VOTING RESULTS

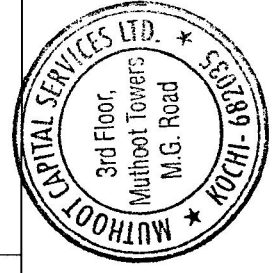
Sl. No.	Particulars	Details
1.	Date of the Annual General Meeting	Tuesday, 06th June, 2017
2.	Total number of shareholders on cut-off date i.e., 30 th May, 2017	7823
3.	No. of shareholders present in the meeting either in person or through proxy: (a) Promoters and Promoter Group: (b) Public: (i) Members : 41 (ii) Proxy : 22	3 63
4.	No. of Shareholders attended the meeting through Video Conferencing (a) Promoters and Promoter Group: (b) Public: (i) Members : Nil (ii) Proxy : Nil	Nil Nil



AGENDA-WISE DISCLOSURE

Resolution No. 1: Adoption of Audited Statement of Profit and Loss for the financial year ended 31st March, 2017, 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: - **Passed with requisite majority as an Ordinary Resolution.**

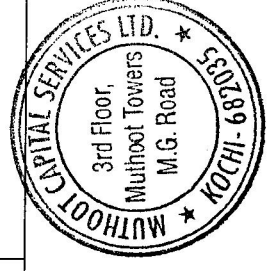
Resolution required		Ordinary Resolution									
Whether promoter/promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled	No. of Votes Polled	% of Votes Favour	% of Votes Against
		(1)	(2)	(3) = (2) / (1) * 100	(4)	(5)	(6) = (4) / (2) * 100	(7) = (5) / (2) * 100			
Promoters & Promoter Group	E - voting		9259177	99.08	9259177	0	99.08	0			0
	Poll	9345231	86054	0.92	86054	0	0.92	0			0
	Postal Ballot		0	0	0	0	0	0			0
	Sub -Total		9345231	100	9345231	0	100	0			0
Public	E - voting		402002	12.85	402002	0	100	0			0
	Poll	3127344	3585	0.11	3485	100	97.21	2.79			2.79
	Postal Ballot		0	0	0	0	0	0			0
	Sub -Total		405587	12.96	405487	100	99.97	0.03			0.03
Total		12472575	9750818	78.18	9750718	100	99.99	0.01			0.01



[Handwritten Signature]

Resolution No. 2: Re-appointment of retiring Director, Mr. Thomas John Muthoot (DIN: 00011618):- Passed with requisite majority as an Ordinary Resolution.

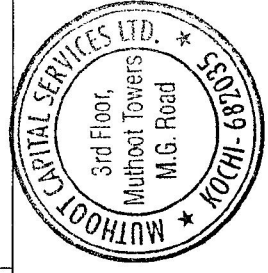
Resolution required				Ordinary Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of Votes in Favour on 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		9259177	99.08	9259177	0	99.08	0
	Poll	9345231	86054	0.92	86054	0	0.92	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		9345231	100	9345231	0	100	0
Public	E - voting		402002	12.85	402002	0	100	0
	Poll	3127344	3735	0.12	3535	200	94.65	5.35
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		405737	12.97	405537	200	99.95	0.05
Total		12472575	9750968	78.18	9750768	200	99.99	0.01



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Resolution No. 3: Appointment of M/s. Varma & Varma, Chartered Accountants as the Statutory Auditors of the Company for a period of five years and fixation of remuneration thereof: - **Passed with requisite majority as an Ordinary Resolution.**

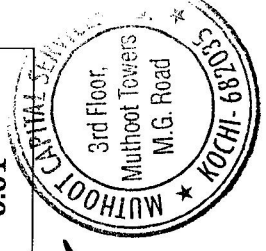
Resolution required		Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of Votes in Favour on 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		9259177	99.08	9259177	0	99.08	0
	Poll	9345231	86054	0.92	86054	0	0.92	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		9345231	100	9345231	0	100	0
Public	E - voting		402002	12.85	402002	0	100	0
	Poll	3127344	3735	0.12	3535	200	94.65	5.35
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		405737	12.97	405537	200	99.95	0.05
Total		12472575	9750968	78.18	9750768	200	99.99	0.01



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Resolution No. 4: Approval for the issue of Bonus Shares to the Members in the ratio of 1:10 (one share for each ten shares held as on the record date): - **Passed with requisite majority as an Ordinary Resolution.**

Resolution required				Ordinary 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		9259177	99.08	9259177	0	99.08	0
	Poll	9345231	86054	0.92	86054	0	0.92	0
	Postal Ballot		0	0	0	0	0	0
	Sub - Total		9345231	100	9345231	0	100	0
Public	E - voting		402002	12.85	402002	0	100	0
	Poll	3127344	3835	0.13	3635	200	94.78	5.22
	Postal Ballot		0	0	0	0	0	0
	Sub - Total		405837	12.98	405637	200	99.95	0.05
Total		12472575	9751068	78.18	9750868	200	99.99	0.01



Resolution No. 5: Approval for the increase in Authorised Share Capital of the Company from the existing Rs. 15 crores to Rs. 25 crores: - Passed with requisite majority as an Ordinary Resolution.

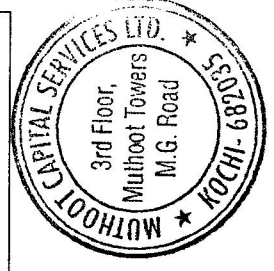
Resolution required			Ordinary Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?			No				
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	No. of Votes in Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
		(1)	(2)	(4)	(5)	(6) = (4) / (2) * 100	(7) = (5) / (2) * 100
Promoters & Promoter Group	E - voting		9259177	9259177	0	99.08	0
	Poll	9345231	86054	86054	0	0.92	0
	Postal Ballot		0	0	0	0	0
	Sub -Total		9345231	9345231	0	100	0
Public	E - voting		402002	402002	0	100	0
	Poll	3127344	3735	3534	201	94.61	5.39
	Postal Ballot		0	0	0	0	0
	Sub -Total		405737	405536	201	99.95	0.5
Total		12472575	9750968	9750767	201	99.99	0.01



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Resolution No. 6: Approval for the alteration of Memorandum of Association of the Company consequent to the increase in Authorised Share Capital: - Passed with requisite majority as an Ordinary Resolution.

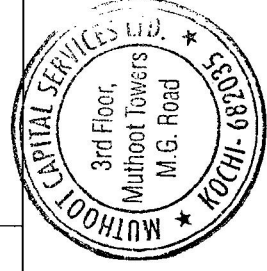
Resolution required		Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of Votes in Favour on 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		9259177	99.08	9259177	0	99.08	0
	Poll	9345231	86054	0.92	86054	0	0.92	0
	Postal Ballot		0	0	0	0	0	0
	Sub - Total		9345231	100	9345231	0	100	0
Public	E - voting		402002	12.85	402002	0	100	0
	Poll	3127344	3635	0.12	3434	201	94.47	5.53
	Postal Ballot		0	0	0	0	0	0
	Sub - Total		405637	12.97	405436	201	99.95	0.05
Total		12472575	9750868	78.18	9750667	201	99.99	0.01



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Resolution No. 7: Approval for the alteration of Articles of Association of the Company consequent to the increase in Authorised Share Capital: - Passed with requisite majority as a Special Resolution.

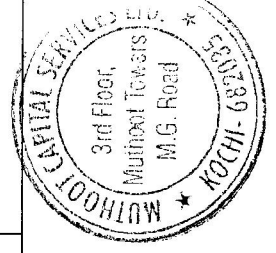
Resolution required		Special Resolution						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3) = (2) / (1) * 100	No. of Votes in Favour (4)	No. of Votes Against (5)	% of Votes in Favour on Votes Polled (6) = (4) / (2) * 100	% of Votes Against on Votes Polled (7) = (5) / (2) * 100
Promoters & Promoter Group	E - voting		9259177	99.08	9259177	0	99.08	0
	Poll	9345231	86054	0.92	86054	0	0.92	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		9345231	100	9345231	0	100	0
Public	E - voting		402002	12.85	402002	0	100	0
	Poll	3127344	3735	0.12	3534	201	94.61	5.39
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		405737	12.97	405536	201	99.95	0.5
Total		12472575	9750968	78.18	9750767	201	99.99	0.01



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Resolution No. 8: 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: - **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 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		9259177	99.08	9259177	0	99.08	0
	Poll	9345231	86054	0.92	86054	0	0.92	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		9345231	100	9345231	0	100	0
Public	E - voting		402002	12.85	402002	0	100	0
	Poll	3127344	3705	0.12	3505	200	94.60	5.40
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		405707	12.97	405507	200	99.95	0.05
Total		12472575	9750938	78.18	9750738	200	99.99	0.01



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Resolution No. 9: Approval to enter into the related party transaction with Muthoot Microfin Limited to the extent of Rs. 1000.00 lakhs per annum for a period of 5 years: - **Passed with requisite majority as an Ordinary Resolution.**

Resolution required				Ordinary Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
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		0	0	0	0	0	0
	Poll	9345231	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		0	0	0	0	0	0
Public	E - voting		402002	12.85	402002	0	100	0
	Poll	3127344	3705	0.12	3504	201	94.57	5.43
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		405707	12.97	405506	201	99.95	0.05
Total		12472575	405707	3.25	405506	201	99.95	0.05

