

**Corp. Office :** 39/3519 B, Ist Floor  
Padmam Apartments, Ravipuram, Kochi  
Ernakulam, Kerala, India - 682 016

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**COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING & POLL FOR  
M/s. MUTHOOT CAPITAL SERVICES LIMITED**

To

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

22<sup>nd</sup> Annual General Meeting of the Equity Shareholders of **M/s. MUTHOOT CAPITAL SERVICES LIMITED** held on Monday, 06<sup>th</sup> June 2016 at International Hotel, Veekshanam Road, Kochi, Kerala - 682 035.

**Sub: Passing of Resolution through Remote e-Voting and Poll conducted at the  
22<sup>nd</sup> Annual General Meeting of the Equity Shareholders of M/s. Muthoot  
Capital Services Limited**

I, CS. Sivakumar P., Company Secretary in Practice, holding Membership Number : FCS - 3050 and Certificate of Practice Number - 2210, Managing Partner, SVJS & Associates, Company Secretaries, 39/3519 B, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682 016 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 22<sup>nd</sup> Annual General Meeting of the Equity Shareholders of M/s. Muthoot Capital Services Limited (CIN: L67120KL1994PLC007726) held on Monday, 06<sup>th</sup> June, 2016 at International Hotel, Veekshanam Road, Kochi - 682 035, Kerala.

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 Friday, 03<sup>rd</sup> June 2016 (9.00 A.M.) till Sunday, 05<sup>th</sup> June 2016 (5.00 P.M.). M/s. Integrated Enterprises (India) Limited is the Registrar and Share Transfer Agent of the Company. The remote e-voting results were unblocked by me on 06<sup>th</sup> June 2016 in the presence of two witnesses. For further details kindly refer my Scrutinizer report dated 07<sup>th</sup> June, 2016 attached herewith.



At the Annual General Meeting, the Company facilitated the members present in the meeting who could not participate in the remote e-voting to cast their votes through poll process. For details kindly refer to my Scrutinizer report in Form MGT-13 dated 07<sup>th</sup> June, 2016 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	Adoption of audited Financial Statements for the financial year ended 31 <sup>st</sup> March, 2016 together with the Reports of the Board of Directors and the Auditors	E-voting	9882648	100%	0	0.00%
		Poll	4302	100%	0	0.00%
		<b>Total</b>	<b>9886950</b>	<b>100%</b>	<b>0</b>	<b>0.00%</b>
2	Ratification of Interim dividend of Rs. 5.50/- per equity share of Rs. 10/- each for the Financial Year 2015-16	E-voting	9882648	100%	0	0.00%
		Poll	3902	100%	0	0.00%
		<b>Total</b>	<b>9886550</b>	<b>100%</b>	<b>0</b>	<b>0.00%</b>
3	Appointment of Director Mr. Thomas Muthoot (DIN: 00082099) who retire by rotation	E-voting	9882648	100%	0	0.00%
		Poll	3902	100%	0	0.00%
		<b>Total</b>	<b>9886550</b>	<b>100%</b>	<b>0</b>	<b>0.00%</b>

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4	Ratification of appointment of M/s. K Venkatachalam Aiyer & Co., as the Statutory Auditors and fixation of remuneration thereof	E-voting	9882648	100%	0	0.00%
		Poll	3902	100%	0	0.00%
		<b>Total</b>	<b>9886550</b>	<b>100%</b>	<b>0</b>	<b>0.00%</b>
<b>SPECIAL BUSINESS (SPECIAL RESOLUTION)</b>						
5	Re-appointment of Mr. Thomas George Muthoot (DIN: 00011552) as Managing Director of the Company and fixation of his remuneration	E-voting	418918	100%	0	0.00%
		Poll	3802	100%	0	0.00%
		<b>Total</b>	<b>422720</b>	<b>100%</b>	<b>0</b>	<b>0.00%</b>

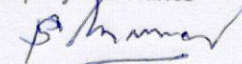
All Resolutions stand passed under Remote e-Voting and Poll as Ordinary / Special Resolutions with requisite majority as specified under the Companies Act, 2013.

Thanking You  
Yours faithfully




Kochi  
07.06.2016

For SVJS & Associates  
Company Secretaries



P. SIVAKUMAR  
Managing Partner  
CP No: 2210

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07.06.2016

To

Mr. Thomas John Muthoot  
Chairman  
M/s. 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. Sivakumar P., Company Secretary in Practice, holding Membership Number : FCS - 3050 and Certificate of Practice Number - 2210, Managing Partner, SVJS & Associates, Company Secretaries, 39/3519 B, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682 016, have been appointed by the Board of Directors of M/s. **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 22<sup>nd</sup> Annual General Meeting of the Company held on 06<sup>th</sup> June, 2016.

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 Friday, 03<sup>rd</sup> June 2016 (9.00 A.M.) to Sunday, 05<sup>th</sup> June 2016 (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 06<sup>th</sup> June 2016, 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:

Resol- ution No.	Subject Matter of Resolution	Total No. of shares through E-voting	ASSENT / IN FAVOUR OF			DISSENT / AGAINST	
			No. of Votes through E- voting	% of votes in favour on votes through E-voting	% of Paid Up Capital	No. of Votes through E-voting	% of votes against on votes through E-voting
<b>ORDINARY BUSINESS</b>							
1	Adoption of audited Financial Statements for the financial year ended 31 <sup>st</sup> March, 2016 together with the Reports of the Board of Directors and the Auditors thereon.	9,882,648	9,882,648	100%	79.24%	0	0.00%
2	Ratification of Interim dividend of Rs. 5.50/- per equity share of Rs. 10/- each for the Financial Year 2015 - 16	9,882,648	9,882,648	100%	79.24%	0	0.00%
3	Appointment of Director Mr. Thomas Muthoot (DIN: 00082099) who retires by rotation	9,882,648	9,882,648	100%	79.24%	0	0.00%
4	Ratification of appointment of M/s. K Venkatachalam Aiyer & Co., as the Statutory Auditors and fixation of remuneration thereof.	9,882,648	9,882,648	100%	79.24%	0	0.00%

*[Handwritten Signature]*



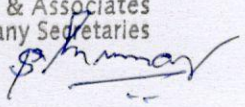
**SPECIAL BUSINESS – SPECIAL RESOLUTION**


5	Re-appointment of Mr. Thomas George Muthoot (DIN: 00011552) as the Managing Director of the Company and fixation of his remuneration.	418,918	418,918	100%	3.36%	0	0.00%
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All resolutions stand passed under Remote e-Voting as Ordinary / Special Resolutions with requisite majority as specified under the Companies Act, 2013.

Thank you

Yours faithfully,

For SVJS & Associates  
Company Secretaries  
  
P. SIVAKUMAR  
Managing Partner  
CP No: 2210

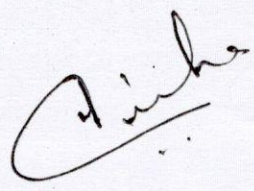


Witnesses to the unblocking of votes:

1. Nikhil George Pinto  
Breeze College  
Perumanoor  
Cochin - 682015



2. NISHA ROY  
KATTETH HOUSE  
PALLICHAL ROAD  
THOPPUMPADDY  
KOCHI - 5



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**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 John Muthoot  
Chairman  
M/s. Muthoot Capital Services Limited  
3<sup>rd</sup> Floor, Muthoot Towers,  
M.G. Road, Kochi, Kerala - 682 035

22<sup>nd</sup> Annual General Meeting of the Equity Shareholders of **M/s. Muthoot Capital Services Limited** held on Monday, 06<sup>th</sup> June, 2016 at International Hotel, Veekshanam Road, Kochi, Kerala - 682 035.

Dear Sir,

I, CS Sivakumar P., Company Secretary in Practice, holding Membership Number: FCS-3050 and Certificate of Practice Number - 2210, Managing Partner, SVJS & Associates, Company Secretaries, 39/3519 B, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682 016 appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 22<sup>nd</sup> Annual General Meeting of the Equity Shareholders of M/s. Muthoot Capital Services Limited (CIN: L67120KL1994PLC007726) held on Monday, 06<sup>th</sup> June, 2016 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 was 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 found defective have been treated as invalid and kept separately.



4. The result of the Poll is as under:

**(a) Resolution 1**

**Adoption of audited Financial Statements for the year ended 31<sup>st</sup> March, 2016 together with the Reports of the Board of Directors and the Auditors thereon:**

(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
29	4302	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
Nil	Nil	Nil

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
8	514

**(b) Resolution 2**

**Ratification of Interim dividend of Rs. 5.50/- per equity share of Rs. 10/- each for the Financial Year 2015-16:**

(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	3902	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
Nil	Nil	Nil





(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
8	514

(c) **Resolution 3**

**Appointment of 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
26	3902	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
Nil	Nil	Nil

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
8	514

(d) **Resolution 4**

**Ratification of appointment of M/s. K. Venkatachalam Aiyer & Co. 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
26	3902	100%

*Handwritten signature*



(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
Nil	Nil	Nil

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
8	514

**(e) Resolution 5**

**Re-appointment of Mr. Thomas George Muthoot (DIN: 00011552) as the Managing Director of the Company and fixation of his remuneration:**

(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	3802	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
Nil	Nil	Nil

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
8	514

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.

*[Handwritten signature]*

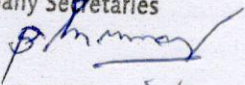


7. All Resolutions stand passed under Poll as Ordinary/ Special Resolutions with requisite majority as specified under the Companies Act, 2013.

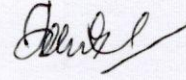
Thanking You

Yours faithfully

For SVJS & Associates  
Company Secretaries

  
P. SIVAKUMAR  
Managing Partner  
CP No: 2210





Kochi

07.06.2016