



MCSL/SEC/19-20/46

June 18, 2019

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 of the 25th Annual General Meeting of the Company held on Monday, June 17, 2019, 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


Abhijith Jayan

Company Secretary and Compliance Officer



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	Monday, June 17, 2019
2.	Total number of shareholders on cut-off date i.e., June 10, 2019	14108
3.	No. of shareholders present in the meeting either in person or through proxy: (a) Promoters and Promoter Group: (b) Public: (i) Members : 38 (ii) Proxy : 19	3 57
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



ORDINARY BUSINESS:

Resolution No. 1: Adoption of Audited Statement of Profit and Loss for the financial year ended March 31, 2019, 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 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	10277972	10277972	100	10277972	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		10277972	100	10277972	0	100	0
Public	E - voting	6169561	2300107	37.28	2300107	0	100	0
	Poll		2873	0.05	2873	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		2302980	37.33	2302980	0	100	0
Total		16447533	12580952	76.49	12580952	0	100	0



Resolution No. 2: Re-appointment of Director retiring by rotation, 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?				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	10277972	0	0	0	0	0	0
	Poll		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	6169561	2300107	37.28	2300107	0	100	0
	Poll		2712	0.04	2712	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		2302819	37.32	2302819	0	100	0
Total		16447533	2302819	14.00	2302819	0	100	0



SPECIAL BUSINESS - ORDINARY RESOLUTION:

Resolution No. 3: Revision in remuneration of Mr. Thomas George Muthoot (DIN: 00011552), Managing Director of the Company: - **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	10277972	0	0	0	0	0	0
	Poll		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	6169561	2300107	37.28	2299066	1041	99.95	0.05
	Poll		2866	0.05	1846	1020	64.41	35.59
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		2302973	37.33	2300912	2061	99.91	0.09
Total		16447533	2302973	37.33	2300912	2061	99.91	0.09



SPECIAL BUSINESS - SPECIAL RESOLUTION:

Resolution No. 4: Approval for the issue of Non-Convertible Debentures upto an amount of ₹ 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 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	10277972	10277972	100	10277972	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		10277972	100	10277972	0	100	0
Public	E - voting	6169561	2300107	37.28	2300107	0	100	0
	Poll		2848	0.05	2848	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		2302955	37.33	2302955	0	100	0
Total		16447533	12580927	76.49	12580927	0	100	0



SPECIAL BUSINESS - SPECIAL RESOLUTION:

Resolution No. 5: Approval for re-appointment of Mr. A.P. Kurian (DIN: 00008022) as an Independent Director of the Company for a period of five years: - 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	10277972	10277972	100	10277972	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		10277972	100	10277972	0	100	0
Public	E - voting	6169561	2300107	37.28	1271358	1028749	55.28	44.72
	Poll		2877	0.05	2877	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		2302984	37.33	1274235	1028749	55.33	44.67
Total		16447533	12580956	76.49	11552207	1028749	91.82	8.18



RESOLUTION SPECIAL BUSINESS - SPECIAL RESOLUTION:

Resolution No. 6: Approval for re-appointment of Mrs. Radha Unni (DIN: 03242769) as an Independent Director of the Company for a period of five years: - 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	10277972	10277972	100	10277972	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		10277972	100	10277972	0	100	0
Public	E - voting	6169561	2266456	36.74	2232805	33651	98.52	1.48
	Poll		2877	0.05	2877	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		2269333	36.79	2235682	33651	98.52	1.48
Total		16447533	12547305	76.29	12513654	33651	99.73	0.27



SPECIAL BUSINESS - ORDINARY RESOLUTION:

Resolution No. 7: Approval for appointment of Mr. K.M. Abraham (DIN: 05178826) as an Independent Director of the Company for a period of five years: - 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	10277972	10277972	100	10277972	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		10277972	100	10277972	0	100	0
Public	E - voting	6169561	2300107	37.28	2300107	0	100	0
	Poll		2877	0.05	2877	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		2302984	37.33	230984	0	100	0
Total		16447533	12580956	76.49	12580956	0	100	0



ORDINARY RESOLUTION SPECIAL BUSINESS - ORDINARY RESOLUTION:

Resolution No. 8: Approval for appointment of Mr. Thomas Mathew (DIN: 01277149) as an Independent Director of the Company for a period of five years: - 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	10277972	10277972	100	10277972	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		10277972	100	10277972	0	100	0
Public	E - voting	6169561	2300107	37.28	2300107	0	100	0
	Poll		2766	0.04	2766	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		2302873	37.32	2302873	0	100	0
Total		16447533	12580845	76.49	12580849	0	100	0

