



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/Madam,

Sub: Proceedings of 25th Annual General Meeting of Muthoot Capital Services Limited held on Monday, June 17, 2019

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 25th Annual General Meeting (AGM) of the Company was held on Monday, June 17, 2019, 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 April 24, 2019 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, 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.
2. Re-appointment of Director retiring by rotation, Mr. Thomas John Muthoot (DIN: 00011618).

B. Special Business:

3. Approval for revision in the remuneration of Mr. Thomas George Muthoot (DIN: 00011552), Managing Director of the Company.



4. 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.
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.
6. Approval for re-appointment of Mrs. Radha Unni (DIN: 03242769) as an Independent Director of the Company for a period of five years.
7. Approval for appointment of Mr. K.M. Abraham (DIN: 05178826) as an Independent Director of the Company for a period of five years.
8. Approval for appointment of Mr. Thomas Mathew (DIN: 01277149) as an Independent Director of the Company for a period of five years.

E-voting facility was provided to the Members from June 14, 2019 at 9.00 a.m. to June 16, 2019 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 25th 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


Abhijith Jayan

Company Secretary & Compliance Officer



A copy of the combined Scrutinizer's Report on remote e-voting and poll at the venue of the 25th AGM is also attached herewith.

Encl: As above.

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

Thanking you,

Yours faithfully,

For Muthoot Capital Services Limited

**CaesarPintoJohn
& Associates LLP**
Company Secretaries



+ 91 9497274805, + 91 9846949009



caesarpintojohn@gmail.com

17.06.2019

To

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

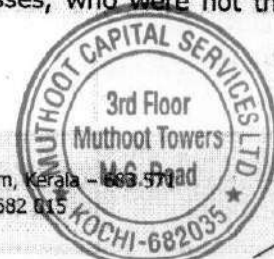
Sir,

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), 3rd 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 25th Annual General Meeting of the Company held on Monday, 17th June, 2019.

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, June 14th, 2019 (9.00 A.M.) to Sunday, June 16th, 2019 (5.00 P.M.). Further the remote e-voting period was completed on the date preceding the date of Annual General Meeting.

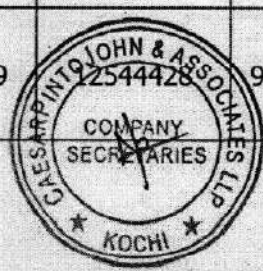
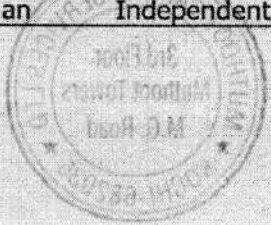
On completion of the remote e-voting period, in compliance of the provisions of Rule 20 (4) (viii) and (xii) of the Companies (Management and Administration) Rules 2014, as amended, I have unblocked the votes on 17th June 2019, in the presence of two witnesses, who were not the



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:

			ASSENT / IN FAVOUR OF			DISSENT / AGAINST	
Resolution No.	Subject Matter of Resolution	Total No. of shares through Remote E-voting	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
ORDINARY BUSINESS							
1	Approval of Audited Financial Statements for the year ended 31.03.2019	12578079	12578079	100%	76.47%	0	0
2	To appoint a Director in place of Mr. Thomas John Muthoot (DIN 00011618)	2300107	2300107	100%	13.98%	0	0
SPECIAL BUSINESS – ORDINARY RESOLUTION							
3	Revision In remuneration of Mr. Thomas George Muthoot (DIN: 00011552), Managing Director of the Company	2300107	2299066	99.95%	13.98%	1041	0.05%
SPECIAL BUSINESS – SPECIAL RESOLUTION							
4	Issue of Non - Convertible Debentures (NCDs) on Private Placement basis	12578079	12578079	100%	76.47%	0	0
5	Re-appointment of Mr. A.P. Kurian (DIN: 00008022) as an Independent Director of the Company	12578079	11549330	91.82%	70.22%	1028749	8.18%
6	Re-appointment of Mrs. Radha Unni (DIN: 03242769) as an Independent	12578079	12544428	99.73%	76.27%	33651	0.27%



	Director of the Company						
SPECIAL BUSINESS – ORDINARY RESOLUTION							
7	Appointment of Mr. K.M. Abraham (DIN: 05178826) as Non-Executive Independent Director	12578079	12578079	100%	76.47%	0	0
8	Appointment of Mr. Thomas Mathew (DIN: 01277149) as Non-Executive Independent Director	12578079	12578079	100%	76.47%	0	0

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.

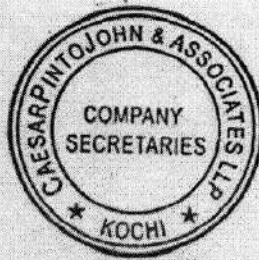
Yours faithfully,

**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 House
Thuravoor P.O
Cherthala
Pin : 688532



2. Kuriaippu Mathachan Mangaly
Mangaly(h)
Mookkannoor po
Angamaly
Pin : 683577

**CaesarPintoJohn
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Company Secretaries

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

25th Annual General Meeting of the Equity Shareholders of **Muthoot Capital Services Limited** held on Monday, 17th June, 2019 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 Monday, 17th June 2019 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.

4. The result of the Poll is as under:

(a) Resolution 1

Approval of Audited Financial Statements for the year ended 31.03.2019.

(i) Voted **in favour** 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
22	2873	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**

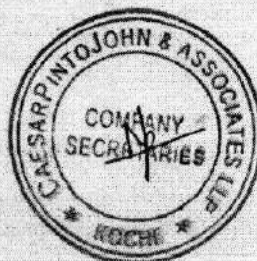
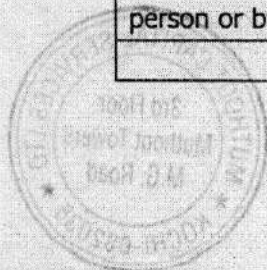
Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
3	4

(b) Resolution 2

To appoint a Director in place of Mr. Thomas John Muthoot (DIN: 00011618).

(i) Voted **in favour** 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
22	2712	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
3	165

(c) **Resolution 3**

Revision in remuneration of Mr. Thomas George Muthoot (DIN: 00011552) Managing Director of the Company.

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

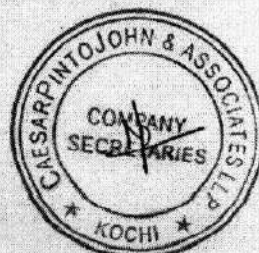
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	1846	64.41%

(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
07	1020	35.59%

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
1	11



(d) Resolution 4

Issue of Non - Convertible Debentures (NCDs) on Private Placement basis.

(i) Voted **in favour** 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
20	2848	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

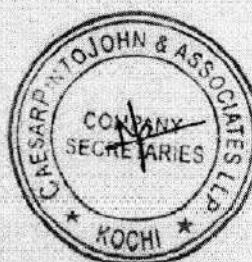
Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
5	29

(e) Resolution 5

Re-appointment of Mr. A.P. Kurian (DIN: 00008022) as an Independent Director of the Company.

(i) Voted **in favour** 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	2877	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
0	0

(f) **Resolution 6**

Re-appointment of Mrs. Radha Unni (DIN: 03242769) as an Independent Director of the Company.

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

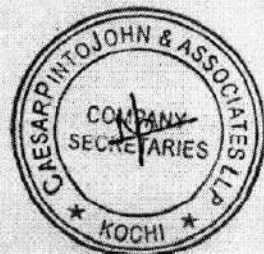
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	2877	100%

(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
0	0



(g) Resolution 7

Appointment of Mr. K.M. Abraham (DIN: 05178826) as Non-Executive Independent Director.

(i) Voted **in favour** 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	2877	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**

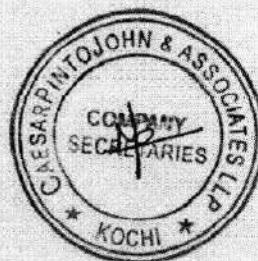
Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

(h) Resolution 8

Appointment of Mr. Thomas Mathew (DIN: 01277149) as Non-Executive Independent Director.

(i) Voted **in favour** 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
23	2766	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
2	111

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

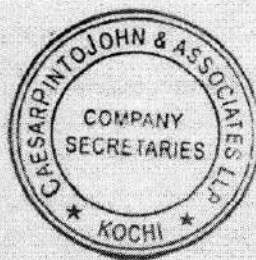
Yours faithfully

**For CaesarPintoJohn
& Associates LLP
Company Secretaries**



**Nikhil George Pinto
Partner**

M. No. 39471
CP. No. 16059
17.06.2019
Kochi



**CaesarPintoJohn
& Associates LLP**
Company Secretaries

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caesarpintojohn@gmail.com

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

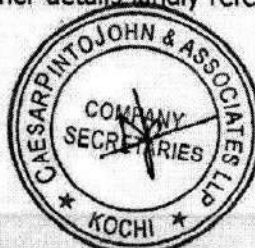
To
Thomas George Muthoot
Managing Director
Muthoot Capital Services Limited
3rd Floor, Muthoot Towers,
M.G. Road, Kochi, Kerala - 682035

25th Annual General Meeting of the Equity Shareholders of **Muthoot Capital Services Limited** held on Monday, 17th June, 2019 at The International Hotel, Veekshanam Road, Kochi, Kerala - 682 035.

Sub: Passing of Resolutions through Remote E-Voting and Poll conducted at the 25th 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 Monday, 17th June, 2019 at The International Hotel, Veekshanam Road, Kochi, Kerala - 682 035.

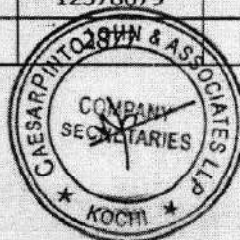
The Company had appointed Central Depository Services Limited (CDSL) as the Service Provider, for extending the facility for the remote electronic voting to the shareholders of the Company from Friday, 14th June, 2019 (9.00 A.M.) to Sunday, 16th June, 2019 (5.00 P.M.). Integrated Registry Management Services Private Limited is the Registrar and Share Transfer Agent of the Company. The remote e-voting results were unblocked by me on 17th June, 2019 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 favour of the resolution		Votes against the resolution	
			No.	%	No.	%
ORDINARY BUSINESS						
1	Approval of Audited Financial Statements for the year ended 31.03.2019	E-voting	12578079	100	0	0
		Poll	2873	100	0	0
		Total	12580952	100%	0	0
2	To appoint a Director in place of Mr. Thomas John Muthoot (DIN 00011618)	E-voting	2300107	100	0	0
		Poll	2712	100	0	0
		Total	2302819	100%	0	0
SPECIAL BUSINESS – ORDINARY RESOLUTION						
3	Revision in remuneration of Mr. Thomas George Muthoot (DIN: 00011552), Managing Director of the Company	E-voting	2299066	99.95	1041	0.05
		Poll	1846	64.41	1020	35.59
		Total	2300912	99.91%	2061	0.09%
SPECIAL BUSINESS – SPECIAL RESOLUTION						
4	Issue of Non - Convertible Debentures (NCDs) on Private Placement basis.	E-voting	12578079	100	0	0
		Poll	2848	100	0	0
		Total	12580927	100%	0	0
5	Re-appointment of Mr. A.P. Kurian (DIN: 00008022) as an Independent Director of the Company.	E-voting	11549330	91.82	1028749	8.18
		Poll	2877	100	0	0
		Total	11552207	91.82%	1028749	8.18%
6	Re-appointment of Mrs. Radha Unni (DIN: 03242769) as an Independent Director of the Company	E-voting	12544428	99.73	33651	0.27
		Poll	2877	100	0	0
		Total	12547305	99.73%	33651	0.27%
SPECIAL BUSINESS – ORDINARY RESOLUTION						
7	Appointment of Mr. K.M. Abraham (DIN: 05178826) as Non-Executive	E-voting	12578079	100	0	0
		Poll		100	0	0



	Independent Director.	Total	12580956	100%	0	0
8	Appointment of Mr. Thomas Mathew (DIN: 01277149) as Non-Executive Independent Director".	E-voting	12578079	100	0	0
		Poll	2766	100	0	0
		Total	12580845	100%	0	0

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.

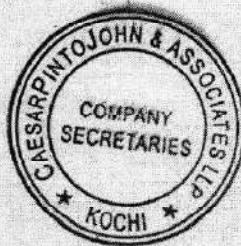
Thanking You

Yours faithfully

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



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



17.06.2019
Kochi