

MCSL/SEC/18-19/46

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: 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 24th Annual General Meeting of the Company held on Thursday, June 14, 2018, 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


Thomas George Muthoot
Managing Director

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	Thursday, June 14, 2018
2.	Total number of shareholders on cut-off date i.e., June 08, 2018	10280
3.	No. of shareholders present in the meeting either in person or through proxy: (a) Promoters and Promoter Group: (b) Public: (i) Members : 44 (ii) Proxy : 12	3 56
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

ORDINARY BUSINESS:

Resolution No. 1: Adoption of Audited Statement of Profit and Loss for the financial year ended 31st March, 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: - **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		10279992	10279992	0	100	0	
	Poll	10279992	0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Sub -Total		10279992	10279992	0	100	0	
Public	E - voting		1560827	1560827	0	100	0	
	Poll	6167541	2942	2941	1	99.97	0.03	
	Postal Ballot		0	0	0	0	0	
	Sub -Total		1563769	1563768	1	100	0	
Total		16447533	11843761	11843760	1	100	0	



Resolution No. 2: Re-appointment of retiring Director, Mr. Thomas Muthoot (DIN: 00082099): - Passed with requisite majority as an Ordinary Resolution.

Resolution required		Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda/resolution?		Yes, the promoters are interested in the agenda/resolution						
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		543487	5.28	543487	0	100	0
	Poll	10279992	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		543487	5.28	543487	0	100	0
Public	E - voting		1612255	26.14	1612255	0	100	0
	Poll	6167541	3175	0.05	3175	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		1615430	26.19	1615430	0	100	0
Total		16447533	2158917	13.12	2158917	0	100	0



Resolution No. 3: Ratification of the appointment of M/s. Varma & Varma, Chartered Accountants, as the Statutory Auditors 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		10279992	100	10279992	0	100	0
	Poll	10279992	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		10279992	100	10279992	0	100	0
Public	E - voting		1612255	26.14	1612255	0	100	0
	Poll	6167541	3175	0.05	3175	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		1615430	26.19	1615430	0	100	0
Total		16447533	11895422	72.32	11895422	0	100	0



SPECIAL BUSINESS - ORDINARY RESOLUTION:

Resolution No. 4: Approval of related party transactions with Muthoot Fincorp Limited and Muthoot Bankers: - **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	10279992	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		1612255	26.14	1612255	0	100	0
	Poll	6167541	3175	0.05	3065	110	96.54	3.46
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		1615430	26.19	1615320	110	100	0
Total		16447533	1615430	9.82	1615320	110	100	0



SPECIAL BUSINESS - SPECIAL RESOLUTION:

Resolution No. 5: Approval for increase of borrowing powers of the Company pursuant to Section 180 (1) (c) of the Companies Act, 2013: -
Passed with requisite majority as a Special 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		10279992	100	10279992	0	100	0
	Poll	10279992	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Sub - Total		10279992	100	10279992	0	100	0
Public	E - voting		1612255	26.14	1612255	0	100	0
	Poll	6167541	3175	0.05	3065	110	96.54	3.46
	Postal Ballot		0	0	0	0	0	0
	Sub - Total		1615430	26.19	1615320	110	100	0
Total		16447533	11895422	72.32	11895312	110	100	0



Resolution No. 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: - **Passed with requisite majority as a Special 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		10279992	100	10279992	0	100	0
	Poll	10279992	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Sub - Total		10279992	100	10279992	0	100	0
Public	E - voting		1612255	26.14	1612255	0	100	0
	Poll	6167541	3065	0.04	2955	110	96.41	3.59
	Postal Ballot		0	0	0	0	0	0
	Sub - Total		1615320	26.18	1615210	110	100	0
Total		16447533	11895312	72.32	11895202	110	100	0



Resolution No. 7: Approval for MCSL Employee Stock Option Scheme 2018 - "Scheme - I": - Passed with requisite majority as a Special Resolution.

Resolution required		Ordinary 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		10279992	100	10279992	0	100	0
	Poll	10279992	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		10279992	100	10279992	0	100	0
Public	E - voting		1612255	26.14	1577266	34989	97.83	2.17
	Poll	6167541	3065	0.04	3032	33	98.92	1.08
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		1615320	26.18	1580298	35022	97.83	2.17
Total		16447533	11895312	72.32	11860290	35022	99.71	0.29



Resolution No. 8: Approval for MCSL Employee Stock Option Scheme 2018 - "Scheme - II": - Passed with requisite majority as a Special Resolution.

Resolution required		Ordinary 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		10279992	100	10279992	0	100	0
	Poll	10279992	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		10279992	100	10279992	0	100	0
Public	E - voting		1612255	26.14	1553338	58917	96.35	3.65
	Poll	6167541	2955	0.04	2922	33	98.88	1.12
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		1615210	26.18	1556260	58950	96.35	3.65
Total		16447533	11895202	72.32	11836252	58950	99.50	0.50



Resolution No. 9: Approval for MCSL Employee Stock Option Scheme 2018 - "Scheme - III": - Passed with requisite majority as a Special 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		10279992	100	10279992	0	100	0
	Poll	10279992	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Sub - Total		10279992	100	10279992	0	100	0
Public	E - voting		1612255	26.14	15533338	58917	96.35	3.65
	Poll	6167541	3065	0.04	3032	33	98.92	1.08
	Postal Ballot		0	0	0	0	0	0
	Sub - Total		1615320	26.18	1556370	58950	96.35	3.65
Total		16447533	11895312	72.32	11836362	58950	99.50	0.50



Resolution No. 10: Approval for MCSL Employee Stock Option Scheme 2018 - "Scheme - IV" - Passed with requisite majority as a Special Resolution.

Resolution required		Ordinary 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		10279992	100	10279992	0	100	0
	Poll	10279992	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Sub - Total		10279992	100	10279992	0	100	0
Public	E - voting		1612255	26.14	1577266	34989	97.83	2.17
	Poll	6167541	2955	0.04	2922	33	98.88	1.12
	Postal Ballot		0	0	0	0	0	0
	Sub - Total		1615210	26.18	1580188	35022	97.83	2.17
Total		16447533	11895202	72.32	11860180	35022	99.71	0.29

