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CONSOLIDATED REPORT OF SCRUTINIZER(S) ON VOTING THROUGH REMOTE E-VOTING AND THROUGH E-VOTING SYSTEM DURING ANNUAL GENERAL MEETING

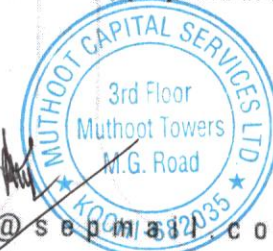
To,

Board of Directors,
Muthoot Capital Services Limited
3rd Floor, Muthoot Towers, M.G. Road,
Kochi - 682 035

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and as per MCA Circular No. 14/2020 dated 08.04.2020, Circular No.17/2020 dated 13.04.2020 and Circular No. 20/2020 dated 05.05.2020 as issued by MCA ,and voting through electronic system at the 26th Annual General Meeting of the Shareholders of Muthoot Capital Services Limited held on Monday, September 28, 2020, at 10.30 a.m. through video conferencing ('VC') / other audio visual means ('OAVM').

I, Puzhankara Sivakumar, Managing Partner of SEP & Associates, Company Secretaries, holding Membership No.FCS 3050 and Certificate of Practice No. 2210, having its Registered Office at Building No.CC 43/2695-A, Karya Parambil Lane, SRM Road, Kochi-682018 was appointed as Scrutinizer by the Board of Directors of M/s. Muthoot Capital Services Limited pursuant to Section 108 of the companies Act, 2013("the Act") read with Rule 20 of the Companies (Management and Administration) Rules,2014, as amended, to conduct the remote-evoting process during the period from 25th September, 2020 (9:00 a.m.) to 27th September, 2020 (5:00 p.m.) and to scrutinize the voting through poll at the 26th Annual General Meeting (AGM) of Muthoot Capital Services Limited held on Monday, September 28, 2020, at 10.30 a.m. through Video Conferencing(VC) facility in a fair and transparent manner for ascertaining the requisite majority on voting in respect of the below mentioned resolution(s) proposed at the said AGM held on September 28, 2020.



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The notice dated May 28, 2020, was sent to the shareholders in respect of the below mentioned resolutions to be passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

The Company has availed the e-voting facility offered by Central Depository Services of (India) Limited ('CDSL') for conducting remote e-voting prior to AGM and conducting voting through poll during the AGM by the members of the Company.

The shareholders of the Company holding equity shares as on the "cut-off" date of Sunday, 21st September, 2020 were entitled to vote on the resolutions as set out in the Notice of the 26th AGM by remote e-voting prior to 26th AGM and e-voting system during the 26th AGM.


The remote e- voting period remained open from 25th September, 2020 (9:00 a.m.) to 27th September, 2020 (5:00 p.m.) and was disabled for voting thereafter.

The Company had also provided voting by poll facility to the shareholders present at the AGM through VC and who had not cast their vote through remote e-voting.


After the closure of voting at the AGM, the report on voting done through electronic voting system and voting through poll at the AGM was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

Witness I:


Revathi K S
D/o. N N Subramanian
Karthika
Nettoor P O
Ernakulam-682040

Witness II:


Srilakshmi
D/o. V V Muralidharan
'Sreekripa'
Pandavath Road, Maradu P O
Ernakulam-682304



I have scrutinized and reviewed the votes cast by the shareholders through remote e-voting prior and voting through poll during the AGM of the Company, based on the data downloaded from the CDSL e-voting system and poll during the AGM of the Company.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the voting conducted through poll at the AGM on the resolutions as set out in the notice of the AGM.

My responsibility as scrutinizer for remote e-voting and the voting by poll conducted at the meeting is limited to prepare and submit a Scrutinizer's Report of the votes cast in favour or against the resolutions by the shareholders.

The consolidated Report on the result of voting through remote e-voting and the voting through poll at the AGM in respect of the said resolutions are as under:

ORDINARY BUSINESS

Item No. 1: Ordinary Resolution

To receive, consider and adopt the standalone Audited Statement of Profit and Loss for the financial year ended March 31, 2020, the Audited Balance Sheet as at that date, together with the Cash Flow Statement, the Reports of the Board of Directors and Independent Auditors, thereon.

(i) Voted in favour of the resolution:

| Voting Description | Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|--------------------------------------|-------------------------|------------------------------------|---------------------------------------|
| Remote E-Voting | 67 | 11946390 | 99.99999% |
| E voting through poll during the AGM | 0 | 0 | 0 |
| TOTAL | 67 | 11946390 | 99.99999% |



(ii) Voted against the resolution:

| Voting Description | Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|--------------------------------------|-------------------------|------------------------------------|---------------------------------------|
| Remote E-Voting | 1 | 1 | 0.00001% |
| E voting through poll during the AGM | 0 | 0 | 0 |
| TOTAL | 1 | 1 | 0.00001% |

(iii) Invalid Votes

| Voting Description | Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|--------------------------------------|---|--------------------------------------|
| Remote E-Voting | NIL | NIL |
| E voting through poll during the AGM | NIL | NIL |
| TOTAL | NIL | NIL |

Item No. 2: Ordinary Resolution

To appoint a Director in place of Mr. Thomas Muthoot (DIN: 00082099), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and Article 97 of the Articles of Association, and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

| Voting Description | Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|--------------------------------------|-------------------------|------------------------------------|---------------------------------------|
| Remote E-Voting | 55 | 1647489 | 99.99988% |
| E voting through poll during the AGM | 0 | 0 | 0 |
| TOTAL | 55 | 1647489 | 99.99988% |



(ii) Voted against the resolution:

| Voting Description | Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|--------------------------------------|-------------------------|------------------------------------|---------------------------------------|
| Remote E-Voting | 2 | 2 | 0.00012% |
| E voting through poll during the AGM | 0 | 0 | 0 |
| TOTAL | 2 | 2 | 0.00012% |

(iii) Invalid Votes

| Voting Description | Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|--------------------------------------|---|--------------------------------------|
| Remote E-Voting | NIL | NIL |
| E voting through poll during the AGM | NIL | NIL |
| TOTAL | NIL | NIL |

SPECIAL BUSINESS

Item No. 3: Ordinary Resolution

Approval for entering into related party transactions with Muthoot Fincorp Limited.

(i) Voted in favour of the resolution:

| Voting Description | Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|--------------------------------------|-------------------------|------------------------------------|---------------------------------------|
| Remote E-Voting | 56 | 1647490 | 99.99994% |
| E voting through poll during the AGM | 0 | 0 | 0 |
| TOTAL | 56 | 1647490 | 99.99994% |



(ii) Voted against the resolution:

| Voting Description | Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|--------------------------------------|-------------------------|------------------------------------|---------------------------------------|
| Remote E-Voting | 1 | 1 | 0.00006% |
| E voting through poll during the AGM | 0 | 0 | 0 |
| TOTAL | 1 | 1 | 0.00006% |

(iii) Invalid Votes

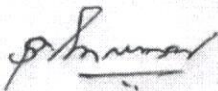
| Voting Description | Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|--------------------------------------|---|--------------------------------------|
| Remote E-Voting | NIL | NIL |
| E voting through poll during the AGM | NIL | NIL |
| TOTAL | NIL | NIL |

Based on the aforesaid results, I report that all the resolutions as set out in the Notice dated 28th May, 2020 vide Item Nos. 1 to 3 have been passed with requisite majority.

Thanking You
Yours Faithfully,

UDIN: F003050B000792531

For SEP & Associates, Company Secretaries
(ICSI Unique Code: P2019KE075600)



CS Puzhankara Sivakumar
Managing Partner
M. No. 3050 CP No. 2210



Date: 28.09.2020
Place: Kochi