

Partners:

CS Puzhankara Sivakumar. M.Com, FCMA, FCS

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CS Anju Panicker. BA, LLB (Hons.), ACS

Reg. Office: Building No. C.C 56/172

K.C. Abraham Master Road,

Panampilly Nagar, Kochi-682036

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**CONSOLIDATED REPORT OF SCRUTINIZER'S ON VOTING THROUGH REMOTE E-VOTING AND
THROUGH E-VOTING SYSTEM DURING EXTRA ORDINARY GENERAL MEETING**

To,

Board of Directors,

Muthoot Capital Services Limited

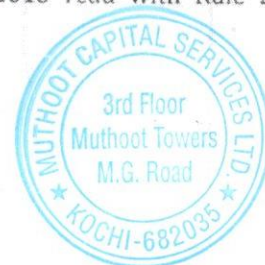
3rd Floor, Muthoot Towers,

M.G. Road, Kochi, Kerala- 682035

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of 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 General Circular No. 14/2020 dated 08.04.2020, Circular No.17/2020 dated 13.04.2020, Circular No. 22/2020 dated 15.06.2020, Circular No. 33/2020 dated 28.09.2020, Circular No. 39/2020 dated 31.12.2020 and Circular No.10/2021 dated 23.06.2021 as issued by MCA, and voting through electronic system at the Extra Ordinary General Meeting of Muthoot Capital Services Limited held on Wednesday, December 29th, 2021 at 10:30 a.m. through Video Conferencing ('VC').

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 First Floor, Building No. C.C 56/172 K.C. Abraham Master Road, Panampilly Nagar, Kochi-682036 was appointed as Scrutinizer by the Board of Directors of Muthoot Capital Services Limited ("the Company") pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the



Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process during the period from Sunday, December 26, 2021 (9.00 a.m) and ended on Tuesday, December 28, 2021 (5.00 p.m.) and to scrutinize the voting through e-voting system at the Extra Ordinary General Meeting (EGM) of the Company held on Wednesday, December 29, 2021 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 resolutions proposed at the said EGM held on December 26, 2021.

In view of the global outbreak of the Covid-19 pandemic, social distancing is a norm to be followed. Accordingly, the Ministry of Corporate Affairs ("MCA") vide its General Circular No. 14/2020 dated 08.04.2020, Circular No.17/2020 dated 13.04.2020, Circular No. 22/2020 dated 15.06.2020, Circular No. 33/2020 dated 28.09.2020, Circular No. 39/2020 dated 31.12.2020 and Circular No.10/2021 dated 23.06.2021 (collectively referred to as "MCA Circulars") has permitted the holding of the Extra Ordinary General Meeting through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. The Securities and Exchange Board of India ("SEBI") vide its circular dated January 15, 2021 read with May 12, 2020 ("SEBI Circulars") has granted relaxation in respect of the requirement of proxy for general meetings held through electronic mode.

In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and SEBI Circulars, the Extra Ordinary General Meeting of the Company was held through VC on Wednesday, December 29, 2021 at 10:30 a.m.

Further, pursuant to the MCA and SEBI Circulars, the Notice of the EGM along with Explanatory Statement was sent in electronic form only to those Members whose email addresses were registered with the Company/ Depositories. The Notice calling the EGM had been uploaded on the website of the Company at www.muthootcap.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is



also available on the website of Central Depository Services (India) Limited ("CDSL") (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.

Since this EGM was held pursuant to the MCA Circulars through VC, physical attendance of Members had been dispensed with. Accordingly, in terms of the above-mentioned MCA and SEBI circulars, the facility for appointment of proxies by the Members were also dispensed with. Members attended the meeting through VC had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act 2013.

The notice dated November 25, 2021 along with the statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the resolutions proposed at the EGM of the Company.

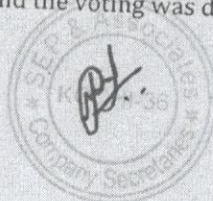
The Company has availed the e-voting facility offered by CDSL for conducting remote e-voting prior to EGM and conducting e-voting during the EGM by the members of the Company.

The shareholders of the Company holding shares as on the "cut-off" date i.e., Thursday, December 23, 2021 were entitled to vote on the resolutions as set out in the Notice of the EGM by remote e-voting prior EGM and e-voting system during the EGM.


The remote e-voting period remained open from Sunday, December 26, 2021 (9.00 a.m) and ended on Tuesday, December 28, 2021 (5.00 p.m.) and the CDSL e-voting platform was disabled for voting thereafter.

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

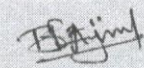
After the closure of voting at the EGM, the report on voting done through electronic voting system at the EGM was generated in my presence and the voting was diligently scrutinized.



The votes cast under remote e-voting facility and e-voting during the EGM 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
Karthika,
Nettoor P O,
Ernakulam-682040

Witness II: 

Blessymol Benny
Chirakal
Vazhavara P O
Kattappana-685515

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

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 electronic system at the EGM on the resolutions as set out in the notice of the EGM.

My responsibility as scrutinizer for remote e-voting and the voting conducted through electronic voting system at the meeting is limited to prepare and submit a Consolidated Scrutinizer's Report of the votes cast in favour or against the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by the Agency authorized under the Rules and engaged by the Company to provide e-voting facility.

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



SPECIAL BUSINESSES

Item No. 1: Ordinary Resolution

Appointment of Statutory Auditors for the financial year ending March 31, 2022 and payment of remuneration thereof.

(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 (Including E-Voting by shareholders during EGM)	25	8584522	100%
TOTAL	25	8584522	100%

(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 (Including E-Voting by shareholders during EGM)	0	0	0
TOTAL	0	0	0

(iii) **Invalid Votes**

Voting Description	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Remote E-Voting (Including E-Voting by shareholders during EGM)	0	0
TOTAL	0	0



Item No. 2: Special Resolution

Appointment of Mrs. Shirley Thomas (DIN: 08586100) as Non-Executive Independent Woman Director.

(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 (Including E-Voting by shareholders during EGM)	25	8584522	100%
TOTAL	25	8584522	100%

(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 (Including E-Voting by shareholders during EGM)	0	0	0
TOTAL	0	0	0

(iii) Invalid Votes

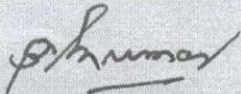
Voting Description	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Remote E-Voting (Including E-Voting by shareholders during EGM)	0	0
TOTAL	0	0



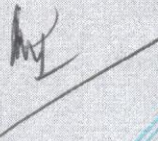
Based on the aforesaid results, I report that all the resolutions as set out in the Notice vide Item Nos. 1 and 2 have been passed as per the provisions of SEBI/Companies Act, 2013.

Thanking You
Yours Faithfully,

UDIN: F003050C001989023



CS Puzhankara Sivakumar
Managing Partner
SEP & Associates, Company Secretaries
(ICSI Unique Code: P2019KE075600)
M. No. F3050 COP No. 2210



Date: 29.12.2021
Place: Kochi