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Reg. Office:

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Panampilly Nagar, Kochi-682036
0484 4873636/ 4874242

**COMBINED SCRUTINIZER REPORT FOR POSTAL BALLOT & REMOTE E-VOTING OF M/S
MUTHOOT CAPITAL SERVICES LIMITED**

To,

The Chairman,

M/s Muthoot Capital Services Limited

3rd Floor, Muthoot Towers
M.G Road, Kochi, Kerala- 682035

Sub: Consolidated Scrutinizer's Report on the Postal Ballot and remote E-voting conducted pursuant to Sections 108, 110 of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") (including any statutory modifications or re-enactments thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended, Secretarial Standards on General Meetings (SS-2) to the extent applicable read with applicable General Circulars issued by Ministry of Corporate Affairs, Government of India and pursuant to other applicable laws and regulations, as amended from time to time, of M/s. Muthoot Capital Services Limited (CIN: L67120KL1994PLC007726) commenced from Thursday, December 29, 2022 at 9.00 am to Friday, January 27, 2023 at 5.00 pm

I, Sivakumar P, Company Secretary in Practice holding Membership Number: FCS- 3050 and Certificate of Practice Number - 2210, Managing Partner, SEP & Associates, Company Secretaries, First Floor, Building No. C.C 56/172, K.C. Abraham Master Road, Panampilly Nagar, Kochi-682036, have been appointed by the Board of Directors of M/s. Muthoot Capital Services Limited (CIN:L67120KL1994PLC007726), 3rd Floor, Muthoot Towers, M.G Road, Kochi, Kerala - 682035 as the Scrutinizer for the Postal Ballot and Remote Electronic Voting process in respect of the below mentioned resolutions of the company pursuant to Sections 108, 110 of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") (including any statutory modifications or re-enactments thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as




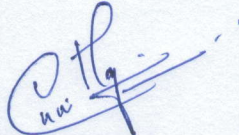
amended, Secretarial Standards on General Meetings (SS-2) to the extent applicable read with applicable General Circulars issued by Ministry of Corporate Affairs, Government of India and pursuant to other applicable laws and regulations, as amended from time to time, commenced from Thursday, December 29, 2022 at 9.00 am to Friday, January 27, 2023 at 5.00 pm.

Further, pursuant to the MCA and SEBI Circulars, the Notice of the Postal Ballot dated November 10, 2022 along with the statement setting out material facts under Section 102 of the Act were sent by e-mail to those Members who had registered their e-mail address with the Company or with their Depository Participants ("DP"). Members who had not registered their e-mail address were sent the Postal Ballot Notice along with the Postal Ballot Form ("Ballot Form") through permitted mode along with a pre-paid self-addressed Envelope. The Postal Ballot Notice was uploaded on the website of the Company at www.muthootcap.com. The Notice was also hosted on 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 same was 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.

The Postal Ballot Notice was sent to all the Members, whose names appeared in the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the close of business hours on Friday, 23.12.2022 (cut-off date). The postal ballot and remote e-voting period remained open from 9:00 A.M on Thursday, December 29, 2022 to 5 P.M on Friday, January 27, 2023. 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.

Witnesses to the unblocking of votes:


1. Teresita Varghese
D/o Joseph Joy
Puthenpurackal House,
Kaipencherry, Sulthan Bathery P O
Wayanad- 673592
Apprenticeship Trainee


2. Unnimaya T P
D/o Pankajakshan T B
Thareparambil House
Nettoor P O, Maradu
Ernakulam-682040
Apprenticeship Trainee



I have scrutinized and reviewed the votes cast by the shareholders through postal ballot and remote e-voting prior based on the duly received postal ballot forms and the data downloaded from the CDSL e-voting system.

My responsibility as scrutinizer for remote e-voting 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 postal ballot and remote e-voting through electronic system in respect of the said resolutions are as under:

SPECIAL BUSINESS:

Item No. 1: Special Resolution

Approval of remuneration to Managing Director in the event of loss for the FY 2021-2022.

(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
Postal Ballot	08	31820	87.55
Remote e-Voting	22	1069	2.94
TOTAL	30	32889	90.49

(i) Voted **against** the resolution:

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Postal Ballot	01	110	0.30
Remote E-Voting	15	3348	9.21
TOTAL	16	3458	9.51



(i) **Invalid Votes**

Voting Description	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Postal Ballot	05	1620
Remote E-Voting	0	0

Item No. 2: Ordinary Resolution

Approval of remuneration to the Managing Director for a period of three years w.e.f. July 12, 2022 till July 11, 2025.

(ii) 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
Postal Ballot	06	31700	87.51
Remote e-Voting	21	1019	2.81
TOTAL	27	32719	90.32

(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
Postal Ballot	01	110	0.30
Remote e-Voting	16	3398	9.38
TOTAL	17	3508	9.68



(ii) **Invalid Votes**

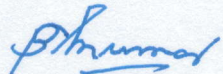
Voting Description	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Postal Ballot	06	1730
Remote e-Voting	0	0

The resolutions were passed in consolidation of the two methods, Remote e- voting and postal ballot as special resolution and ordinary resolution respectively with requisite majority as specified under the Companies Act, 2013.

Thanking You
Yours Faithfully

**For SEP & Associates
Company Secretaries**

UDIN: F003050D003071313


Sivakumār P.
Managing Partner
M. No. : 3050
COP No : 2210



Place: Ernakulam
Date : 30.01.2023