



MCSL/SEC/24-25/81

June 17, 2024

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001

**Scrip Code - Scrip Code (Equity) -
511766**

**Scrip Code (Debenture & CP) - 974915,
974292, 974550, 974552, 975282, 975513,
975662, 975739, 726798, 726950 &
726964**

**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: Outcome of Postal Ballot under Regulation 30 of SEBI (LODR) Regulations, 2015

Ref: Our letter no. MCSL/SEC/24-25/40 dated May 25, 2024

This communication is in furtherance to our above referred letter enclosing the Postal Ballot Notice along with the explanatory statement seeking the consent of the members by means of electronic voting (remote e-voting) under section 102 of Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 thereto for the following special businesses proposed to be passed by the way of Special resolution and Ordinary resolution:

1. Approval of Alteration of Object Clause of Memorandum of Association of the Company: **as Special Resolution**
2. Approval of Related Party Transactions: **as Ordinary Resolution**
3. Re-appointment of Mr. Thomas Mathew (DIN:01277149) as Non-Executive Independent Director: **as Special Resolution**

Members whose names appeared in the Register of Members / List of Beneficial Owners as on the cut-off date i.e. **Friday, May 10, 2024** were eligible for voting. The Postal Ballot Notice was sent in electronic mode to those shareholders whose email addresses were registered with the Company's Registrar and Share Transfer Agent or Depository Participants. The Notice was also placed on the website of the Company i.e. www.muthootcap.com and also published in The Hindu Business Line, All India Edition (English) and Mangalam, Kochi Edition (Malayalam) newspaper on 16th May, 2024. The remote e-voting commenced from Friday, 17th May 2024 (9.00 a.m. IST) and ended on Saturday, 15th June 2024 (5.00 p.m. IST). The results of the Postal Ballot were announced on Monday, 17th June 2024

We would like to inform you that the resolutions mentioned above have been deemed to be passed by the members of the Company on 15th June 2024 with requisite majority. Pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015, the voting results and scrutinizer's report are enclosed herewith as **Annexure 1**. The same is also available on the website of the Company at www.muthootcap.com.



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

Thanking you,

For Muthoot Capital Services Limited

Srikanth G Menon
Company Secretary and Compliance Officer
(Membership No: F11743)

Disclosure as per Regulation 44 of SEBI (LODR) Regulation, 2015
Voting Results

Date of AGM/EGM	Not Applicable (Resolution passed through Postal Ballot)
Date of Postal Ballot Notice	15/05/2024
Voting start and end date	17/05/2024 to 15/06/2024
Total number of shareholders on Cut-off date, 10/05/2024	20122
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	NA
Public:	NA
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	NA
Public:	NA

Agenda- wise disclosure (to be disclosed separately for each agenda item)

Resolution No 1: Approval of Alteration of Object Clause of Memorandum of Association of the Company

Resolution required: (Ordinary/ Special)	Special 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
Promoter and Promoter Group	E-Voting Poll Postal Ballot (if applicable)	9906555	9906555	100%	9906555	0	100%	0
Public-Institutions	Total E-Voting Poll Postal Ballot (if applicable)	133452	133452	100%	133452	0	100%	0
Public-Non Institutions	Total E-Voting Poll Postal Ballot (if applicable)	57800	57450	99.39%	57302	148	99.74%	0.26%

Total 10097807 10097457 10097309 148
 Total

Resolution No.2: Approval of Related Party Transactions

Resolution required: (Ordinary/ Special) Ordinary Resolution
 Whether promoter/ promoter group are interested in the agenda/resolution? Yes

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
Promoter and Promoter Group	E-Voting Poll Postal Ballot (if applicable)	9906555	0	0	0	0	0	0
Public-Institutions	Total E-Voting Poll Postal Ballot (if applicable)	133452	133452	100%	133452	0	100%	0
Public-Non Institutions	Total E-Voting Poll Postal Ballot (if applicable)	57800	57450	99.39%	57306	144	99.75%	0.25%
Total	Total	191252	190902		190758	144		

*this fields are optional:

Details of Invalid Vote	
Category	No. of Votes
Promoter and Promoter Group	9906555
Public Institutions	
Public Non-Institutions	

Agenda Item 3: Re-appointment of Mr. Thomas Mathew (DIN:01277149) as Non-Executive Independent Director

Resolution required: (Ordinary/ Special)
Whether promoter/ promoter group are interested in the agenda/resolution?

Special 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
Promoter and Promoter Group	E-Voting Poll Postal Ballot (if applicable)	9906555	9906555	100%	9906555	0	100%	0
Public-Institutions	Total E-Voting Poll Postal Ballot (if applicable)	133452	133452	100%	133452	0	100%	0
Public-Non Institutions	Total E-Voting Poll Postal Ballot (if applicable)	57800	57800	100%	57600	200	99.65%	0.35%
Total	Total	10097807	10097807		10097607	200		

Partners:

CS Puzhankara Sivakumar. M.com, FCMA, FCS

CS Syam Kumar R. BSc, FCS, LLB, IP

CS Madhusudhanan E.P. M.com, FCS, FCMA, IP, RV, DIA (ICSI)

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

CS Revathi K S. BSc, ACS

REPORT OF SCRUTINIZER

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
M/s. Muthoot Capital Services Limited
CIN: L67120KL1994PLC007726
3rd Floor, Muthoot Towers,
M.G. Road, Kochi, Kerala- 682035

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot conducted through Remote E-Voting by the Equity Shareholders of Muthoot Capital Services Limited (CIN: L67120KL1994PLC007726) pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended.

I, Puzhankara Sivakumar, Managing Partner of SEP & Associates, Company Secretaries, holding Membership No. FCS 3050 and Certificate of Practice No. 2210, having office at, Building No. C.C 31/1590, Felix Road, Thammanam, Cochin-682032, was appointed as Scrutinizer on 26th March, 2024 by the Board of Directors of Muthoot Capital Services Limited ("the Company") having CIN: L67120KL1994PLC007726, for the purpose of scrutinizing in a fair and transparent manner, the postal ballot voting process conducted through remote e-voting in respect of the resolutions proposed in the Postal Ballot Notice dated 15th May, 2024.

We hereby submit our report as under:



The Management of the Company is responsible in ensuring compliance with the provisions of sections 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), read with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 02/2021 dated 13/01/2021, General Circular No. 19/2021 dated 08/12/2021, General Circular No. 21/2021 dated 14/12/2021, General Circular No. 10/2022 dated 28/12/2022 and General Circular No. 09/2023 dated 25.09.2023 as issued by Ministry of Corporate Affairs ("MCA Circulars"), SEBI Circulars, Secretarial Standards -2 issued by the Institute of Company Secretaries of India (ICSI), as well as the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") relating to voting through electronic means on the resolutions contained in the Postal Ballot Notice.

Pursuant to the MCA Circulars and other applicable provisions above, the Postal Ballot Notice dated 15th May, 2024 was sent only through electronic mode to those members whose name appeared on the Register of Members as on the cut-off date reckoning the eligibility to vote, i.e., 10th May, 2024 and whose e-mail ids are registered with the Depositories/RTA. A note on detailed procedure for casting vote via remote e-voting as well as a statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution(s) mentioned in the Postal Ballot Notice formed part of the Notice.

The Notice was also placed on the website of the Company at www.muthootcap.com and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com and was also accessible from the website of the Stock Exchanges i.e. Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively.

The Company had also published advertisements on 16th May, 2024 in The Hindu Business Line, an English newspaper, and Mangalam, a Malayalam newspaper regarding completion of dispatch of notice of Postal Ballot, along with the other prescribed disclosures with regard to the timelines and e-voting.



The Company availed the services of Central Depository Services (India) Limited ("CDSL") for extending the facility of providing remote e-voting to the Shareholders of the Company.

The remote e-voting facility commenced on Friday, 17th May, 2024 at 09:00 a.m. (IST) and ended on Saturday, 15th June, 2024 at 05:00 p.m. (IST). The remote e-voting was disabled by CDSL thereafter.

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 1:

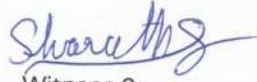
Megha S Prabhu

D/o. Sivaram B Prabhu

Puliparambil House, Basin Road,

Ernakulam, Cochin-682035

Occupation: Apprenticeship Trainee



Witness 2:

Sharath S Menon

S/o. Suresh R Menon

Mukkottil Temple Road, Poonithura P.O.,

Ernakulam – 682035

Occupation: Apprenticeship Trainee

I have scrutinized and reviewed the votes cast by the shareholders through remote e-voting based on the data downloaded from the CDSL e-voting system at www.evotingindia.com.

My responsibility as scrutinizor for remote e-voting is limited to prepare and submit a 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 CDSL.

The Report on the result of voting through remote e-voting in respect of the said resolutions are as under:

SPECIAL BUSINESS:

Item No. 1: Special Resolution



To Approve the Alteration of the Object Clause of Memorandum of Association of the Company

(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	69	10097309	99.999%
TOTAL	69	10097309	99.999%

(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	8	148	0.001%
TOTAL	8	148	0.001%

(iii) **Invalid Votes:**

Voting Description	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Remote E-Voting	0	0
TOTAL	0	0

The total number of votes cast in favour of the resolution is more than three times of the number of votes cast against the resolution. Thus, the Special Resolution as given in Item No. 1 has been passed.



Item No.2: Ordinary Resolution

To Approve the Related Party Transactions

(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	61	190758	99.92%
TOTAL	61	190758	99.92%

(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	8	144	0.08%
TOTAL	8	144	0.08%

(iii) **Invalid** Votes:

Voting Description	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Remote E-Voting	8	9906555
TOTAL	8	9906555

The total number of votes cast in favour of the resolution is more than the number of votes cast against the resolution Thus, the Ordinary Resolution as given in Item No. 2 has been passed.



Item No.3: Special Resolution

To Approve the Re-Appointment of Mr. Thomas Mathew (DIN: 01277149) as a Non-Executive Independent 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	70	10097607	99.998%
TOTAL	70	10097607	99.998%

(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	8	200	0.002%
TOTAL	8	200	0.002%

(iii) Invalid Votes:

Voting Description	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Remote E-Voting	0	0
TOTAL	0	0



The total number of votes cast in favour of the resolution is more than three times of the number of votes cast against the resolution. Thus, the Special Resolution as given in Item No. 3 has been passed.

Based on the aforesaid results, I report that the resolutions as set out in Item Nos. 1 to 3 of the Postal Ballot Notice dated 15th May, 2024 have been duly passed.

All electronic data and other relevant records in connection with this e-voting has been handed over to the Company Secretary of the Company for safe-keeping.

Thanking You

UDIN: F003050F000578746

Yours Faithfully



**CS Puzhankara Sivakumar
Managing Partner
SEP & Associates, Company Secretaries
(Peer Review Certificate no. 3693/2023)
M. No. F3050 COP No. 2210**



Date: 17/06/2024

Place: Kochi