

Partners :

CS. Sivakumar P., M.Com, FICWA, FCS
CS. Vincent P.D., MBA, LL.B, FCS
CS. Jayan K., LL.B, ACS
CS. Sreekumar P.S., ACS
CS. Lekha Ashok, ACS
CS. Rohini Varma K., ACS

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**COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING AND POLL FOR
M/s. MUTHOOT CAPITAL SERVICES LIMITED**

To
Mr. Thomas John Muthoot
Chairman
M/s. Muthoot Capital Services Limited
3rd Floor, Muthoot Towers, M.G. Road
Kochi - 682035

21st Annual General Meeting of the Equity Shareholders of **M/s. Muthoot Capital Services Limited** held on Friday, 21st August, 2015 at 10.00 A.M. at The International Hotel, Veekshanam Road , Kochi - 682035.

Sub: Passing of Resolution through Remote E-Voting and Poll conducted at the 21st Annual General Meeting of the Equity Shareholders of **M/s. Muthoot Capital Services Limited**.

I, CS. sivakumar p., Company Secretary in Practice, holding Membership Number: FCS - 3050 and Certificate of Practice Number - 2210, Managing Partner, SVJS & Associates, Company Secretaries, 39/3519 B, 1st Floor, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682 016 have been appointed as Scrutinizer for the Remote Electronic Voting and for the purpose of the Poll taken on the below mentioned resolutions at the 21st Annual General Meeting of the Equity Shareholders of **M/s. MUTHOOT CAPITAL SERVICES LIMITED (CIN: L67120KL1994PLC007726)**, held on Friday, 21st August, 2015, at The International Hotel, Veekshanam Road , Kochi - 682035.

The Company had appointed Central Depository Services (India) Limited (CDSL) as the Service Provider, for extending the facility for the remote electronic voting to the shareholders of the Company from Tuesday, 18th August, 2015 (10.00 A.M.) to Thursday, 20th August 2015 (5.00 P.M.). M/s. Integrated Enterprises (India) Ltd is the Registrar and Share Transfer Agent of the Company. The remote e-voting results were unblocked by me



on 21st August, 2015 in the presence of two witnesses. For further details kindly refer my Scrutinizer report dated 21st August, 2015 attached herewith.

At the Annual General Meeting, the Company facilitated the members present in the meeting who could not participate in the remote e-voting to record their votes through poll process. For details kindly refer to my Scrutinizer report in MGT 13 dated 21st August, 2015 attached herewith.

The result of the Remote E-voting together with that of the Poll is as under:

Res. No.	Subject Matter of Resolution	Particulars of Business	Votes in favor of the resolution		Votes against the resolution	
			No.	%	No.	%
ORDINARY BUSINESS						
1	Adoption of Audited financial statements for the financial year ended 31 st March, 2015, the Report of the Board of Directors and Auditors thereon.	E-voting	9884825	99.99	30	0.0003
		Poll	1891	90.44	200	9.56
		Total	9886716	99.99	230	0.002
2	Declaration of dividend on equity shares for the financial year 2014-15.	E-voting	9884825	99.99	30	0.0003
		Poll	6891	98.57	100	1.43
		Total	9891716	99.99	130	0.001
3	Re-appointment of Retiring Director, Mr. Thomas John Muthoot (DIN: 00011618)	E-voting	9884825	99.99	30	0.0003
		Poll	6891	100	0	0
		Total	9891716	99.99	30	0.0003
4	Ratification of the appointment of M/s K. Venkatachalam Aiyer & Co., Chartered	E-voting	9884825	99.99	30	0.0003

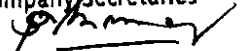


	Accountants as Auditors and fixation of remuneration thereof	Poll	6891	100	0	0
		Total	9891716	99.99	30	0.0003
SPECIAL BUSINESS (SPECIAL RESOLUTION)						
5	Approval of increase in borrowing powers of the Company pursuant to Section 180 (1) (c) of the Companies Act, 2013	E-voting	9884825	99.99	30	0.0009
		Poll	5531	81.45	1260	18.55
		Total	9890356	99.99	1290	0.01
SPECIAL BUSINESS (ORDINARY RESOLUTION)						
6	To consider and adopt Related Party Transaction(s) under Section 188 of the Companies Act, 2013	E-voting	539594	99.99	30	0.0055
		Poll	5631	82.92	1160	17.08
		Total	545225	99.78	1190	0.22

All the Resolutions stand passed under Remote E-Voting and Poll as Ordinary / Special Resolutions with requisite majority as specified under the Companies Act, 2013.

Thanking You

Fondur & Associates
Company Secretaries



P. SIVAKUMAR
Managing Partner
CP No: 2210

Kochi

21.08.2015

Partners :

CS. Sivakumar P., M.Com, FICWA, FCS
CS. Vincent P.D., MBA, LL.B, FCS
CS. Jayan K., LL.B, ACS
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21.08.2015

To

Chairman

M/s. Muthoot Capital Services Limited

3rd Floor, Muthoot Towers, M.G. Road

Kochi - 682035

Sir,

Sub: Report of the Scrutinizer on Electronic Voting

I, CS. sivakumar p., Company Secretary in Practice, holding Membership Number: FCS – 3050 and Certificate of Practice Number – 2210, Managing Partner, SVJS & Associates, Company Secretaries, 39/3519 B, 1st Floor, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala – 682 016, have been appointed by the Board of Directors of **M/s. MUTHOOT CAPITAL SERVICES LIMITED (CIN: L67120KL1994PLC007726)** as the Scrutinizer for the Electronic Voting of the resolutions included in the notice calling the proposed Annual General Meeting of the Company held on 21st August, 2015.

As the Scrutinizer, I report that in compliance of the provisions of Rule 20 (4) (vi) of the Companies (Management and Administration) Rules 2014, as amended, the above remote electronic voting remained open to the members from Tuesday, 18th August, 2015 (10.00 A.M.) to Thursday, 20th August, 2015 (5.00 P.M.). Further the e-voting period was completed on the date preceding the date of Annual General Meeting.

On completion of the e-voting period, in compliance of the provisions of Rule 20 (4) (viii) and (xii) of the Companies (Management and Administration) Rules 2014, as amended, I have unblocked the votes on 21st August, 2015, in the presence of two witnesses, who were not the employees of the Company. The names and signatures of the witnesses appear elsewhere in this report.



Regd. Office : 39/3525, Kausthubham, Manikkath Road, Ravipuram, Kochi, Ernakulam, Kerala, India - 682 016
Corp. Office : 39/3519 B, Ist Floor, Padmam Apartments, Ravipuram, Kochi, Ernakulam, Kerala, India - 682 016

Also at Bangalore, Chennai & Thiruvananthapuram

The following is the summary of e-voting result:

			ASSENT / IN FAVOUR OF			DISSENT / AGAINST	
Res olut ion No.	Subject Matter of Resolution	Total No. Of shares through E-voting	No. of Votes through E-voting	% of votes in favour on votes through E-voting	% of Paid Up Capital	No. of Votes through E- voting	% of votes against on votes through E-voting
ORDINARY BUSINESS							
1	Adoption of Audited financial statements for the financial year ended 31 st March, 2015, the Report of the Board of Directors and Auditors thereon.	9884855	9884825	99.99	79.25	30	0.0003
2	Declaration of dividend on equity shares for the financial year 2014-15.	9884855	9884825	99.99	79.25	30	0.0003
3	Re-appointment of Retiring Director, Mr. Thomas John Muthoot (DIN: 00011618)	9884855	9884825	99.99	79.25	30	0.0003
4	Ratification of the appointment of M/s K. Venkatachalam Aiyer & Co., Chartered Accountants as Auditors and fixation of remuneration thereof	9884855	9884825	99.99	79.25	30	0.0003
SPECIAL BUSINESS (SPECIAL RESOLUTION)							
5	Approval of increase in borrowing powers of the Company pursuant to Section 180 (1) (c) of the Companies Act, 2013	9884855	9884825	99.99	79.25	30	0.0003

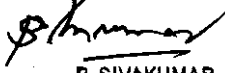


SPECIAL BUSINESS (ORDINARY RESOLUTION)

6	To consider and adopt Related Party Transaction(s) under Section 188 of the Companies Act, 2013	539624	539594	99.99	4.33	30	0.0055
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Thank you

Yours faithfully,
Company Secretaries

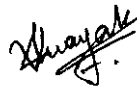


P. SIVAKUMAR
Managing Partner
CP No: 2210

Witnesses to the unblocking of votes:

1. VINAYAK NADESH

SINAS
SREEKUMAR BLDG.
C. C. S. B Road
Alappuzha



2. ARUN WILSON

MOOLSHALIL (M)
KAMAKSHY P.O
KATTAPPANA.
IDUKKI



Partners :

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CS. Vincent P.D., MBA, LL.B, FCS
CS. Jayan K., LL.B, ACS
CS. Sreekumar P.S., ACS
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FORM No. MGT-13
Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To

Mr. Thomas John Muthoot
Chairman
M/s. Muthoot Capital Services Limited
3rd Floor, Muthoot Towers, M.G. Road
Kochi - 682035

21st Annual General Meeting of the Equity Shareholders of **M/s. Muthoot Capital Services Limited** held on Friday, 21st day of August, 2015 at 10.00 a.m. at The International Hotel, Veekshanam Road, Kochi - 682035.

Dear Sir,

I, CS. sivakumar P., Company Secretary in Practice, holding Membership Number: FCS - 3050 and Certificate of Practice Number - 2210, Managing Partner, SVJS & Associates, Company Secretaries, 39/3519 B, 1st Floor, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682 016 appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 21st Annual General Meeting of the Equity Shareholders of **M/s. Muthoot Capital Services Limited** (CIN: L67120KL1994PLC007726), held on Friday, 21st day of August, 2015 at the International Hotel, Veekshanam Road, Kochi - 682035 submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 2 (two) ballot boxes kept for polling was locked in my presence with due identification mark placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorisations / proxies lodged with the Company.
3. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:



(a) Resolution 1:

Adoption of Audited financial statements for the financial year ended 31st March, 2015, the Report of the Board of Directors and Auditors thereon:

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	1891	90.44

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	200	9.56

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
2	4000

(b) Resolution 2:

Declaration of dividend on equity shares for the financial year 2014-15:

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	6891	98.57

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	100	1.43



(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

(c) **Resolution 3:**

Re-appointment of Retiring Director, Mr. Thomas John Muthoot (DIN: 00011618):

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	6891	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

(d) **Resolution 4:**

Ratification of the appointment of M/s K. Venkatachalam Aiyer & Co., Chartered Accountants as Auditors and fixation of remuneration thereof:

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	6891	100



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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

(e) **Resolution 5:**

Approval of increase in borrowing powers of the Company pursuant to Section 180 (1) (c) of the Companies Act, 2013:

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	5531	81.45

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	1260	18.55

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

(f) **Resolution 6:**

To consider and adopt Related Party Transaction(s) under Section 188 of the Companies Act, 2013:



(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
20	5631	82.92

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	1160	17.08

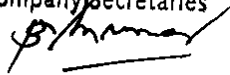
(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking You

Yours faithfully
For SVJS & Associates
Company Secretaries



P. SIVAKUMAR
Managing Partner
CP No: 2210

Kochi

21.08.2015