



MCSL/SEC/24-25/203

September 26, 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, 975982, 976006, 727368,  
727488 and 727790**

**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: Voting Results and Scrutinizer Report under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Please note that the 30<sup>th</sup> Annual General Meeting of the Company was duly held on Wednesday, September 25, 2024, at 02.30 p.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue, to transact the business mentioned in the Notice of the Annual General Meeting dated August 07, 2024. In this regard, please find the consolidated voting results of Remote e-voting and e-voting at the 30<sup>th</sup> Annual General Meeting, pursuant to provisions of Regulation 44(3) of the Listing Regulations along with the Scrutinizer's Report, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration), Rules 2014 enclosed herewith as Annexure. Please note that the same would also be available on the website of the Company [www.muthootcap.com](http://www.muthootcap.com).

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

Thanking you,

Yours faithfully,

**For Muthoot Capital Services Limited**

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

**Encl:** as above

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

<b>Date of AGM/EGM</b>	25.09.2024
<b>Date of AGM Notice</b>	07.08.2024
<b>Voting start and end date</b>	20.09.2024 to 24.09.2024
<b>Total number of shareholders on Cut-off date, 18.09.2024</b>	20991
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	NIL
Public:	NIL
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group:	5
Public:	26

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

**Resolution No 1: To receive, consider and adopt the standalone Audited Financial Statement, including Audited Balance Sheet and Statement of Profit and Loss for the financial year ended March 31, 2024, together with the Cash Flow Statement, the Report of the Board of Directors and Independent Auditors, thereon.**

Resolution required: (Ordinary/ Special)                      Ordinary 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	9906555	9906555	100%	9906555	0	100%	0
	Poll							
	<b>Total</b>	<b>9906555</b>	<b>9906555</b>	<b>100%</b>	<b>9906555</b>	<b>0</b>	<b>100%</b>	<b>0</b>
Public-Institutions	E-Voting	133452	133452	100%	133452	0	100%	0
	Poll	0	0	0	0	0	0	0
	<b>Total</b>	<b>133452</b>	<b>133452</b>	<b>100%</b>	<b>133452</b>	<b>0</b>	<b>100%</b>	<b>0</b>
Public-Non Institutions	E-Voting	143019	143019	100%	142795	224	99.84%	0.16%
	Poll	0	0	0	0	0	0	0
	<b>Total</b>	<b>143019</b>	<b>143019</b>	<b>100%</b>	<b>142795</b>	<b>224</b>	<b>99.84%</b>	<b>0.16%</b>
<b>Total</b>		<b>10183026</b>	<b>10183026</b>	<b>100%</b>	<b>10182802</b>	<b>224</b>	<b>99.99%</b>	<b>0.16%</b>

**Resolution No.2: 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 being eligible, offers himself for re-appointment.**

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

Ordinary 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	9906555	9906555	100%	6829931	0	68.94%	0
	Poll							
	Total	<b>9906555</b>	<b>9906555</b>	<b>100%</b>	<b>6829931</b>	<b>0</b>	<b>100%</b>	<b>0</b>
Public-Institutions	E-Voting	133452	133452	100%	133452	0	100%	0
	Poll	0	0	0	0	0	0	0
	Total	<b>133452</b>	<b>133452</b>	<b>100%</b>	<b>133452</b>	<b>0</b>	<b>100%</b>	<b>0</b>
Public-Non Institutions	E-Voting	143019	143019	100%	142766	253	99.84%	0.18%
	Poll	0	0	0	0	0	0	0
	Total	<b>143019</b>	<b>143019</b>	<b>100%</b>	<b>142766</b>	<b>253</b>	<b>99.84%</b>	<b>0.18%</b>
<b>Total</b>		<b>10183026</b>	<b>10183026</b>	<b>100%</b>	<b>7106149</b>	<b>253</b>	<b>69.78%</b>	<b>0.002%</b>

**Resolution No. 3: To appoint Statutory Auditors and to fix their remuneration.**

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

Ordinary 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	9906555	9906555	100%	9906555	0	100%	0
	Poll							
	Total	<b>9906555</b>	<b>9906555</b>	<b>100%</b>	<b>9906555</b>	<b>0</b>	<b>100%</b>	<b>0</b>
Public-	E-	133452	133452	100%	133452	0	100%	0

Institutions	Voting							
	Poll	0	0	0	0	0	0	0
	Total	<b>133452</b>	<b>133452</b>	<b>100%</b>	<b>133452</b>	<b>0</b>	<b>100%</b>	<b>0</b>
Public-Non Institutions	E-Voting	143019	143019	100%	142795	224	99.84%	0.16%
	Poll	0	0	0	0	0	0	0
	Total	<b>143019</b>	<b>143019</b>	<b>100%</b>	<b>142795</b>	<b>224</b>	<b>99.84%</b>	<b>0.16%</b>
Total		<b>10183026</b>	<b>10183026</b>	<b>100%</b>	<b>10182802</b>	<b>224</b>	<b>99.99%</b>	<b>0.0021%</b>

*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

**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, 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 MCA Circular No. 14/2020 dated 08.04.2020, Circular No.17/2020 dated 13.04.2020, Circular No. 20/2020 dated 05.05.2020, Circular No.02/2021 dated 13.01.2021, Circular No. 19/2021 dated 08.12.2021, Circular No. 21/2021 dated 14.12.2021, Circular No. 02/2022 dated 05.05.2022, Circular No. 10/2022 dated 28.12.2022 and Circular No. 09/2023 dated 25.09.2023 as issued by MCA, and voting through electronic system at the 30<sup>th</sup> Annual General Meeting of Muthoot Capital Services Limited (CIN: L67120KL1994PLC007726) held on Wednesday, September 25<sup>th</sup>, 2024 at 02:30 P.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 Office at Building No. CC 31/1590, Felix Road, Thammanam, Cochin, 682032 was appointed as Scrutinizer by the Board of Directors of Muthoot Capital Services Limited ("the Company") with CIN: L67120KL1994PLC007726 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 Friday, September 20, 2024 (9.00 A.M.) and ended on Tuesday, September 24, 2024 (5.00 P.M.) and to scrutinize the voting through e-voting system at the 30<sup>th</sup> Annual General Meeting of the Company held on Wednesday, September 25, 2024 at 02:30 P.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 AGM held on September 25, 2024.

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 Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 02/2021 dated January 13, 2021, read with General Circular No. 19/2021 dated December 08, 2021, No. 21/2021 dated December 14, 2021, No. 02/2022 dated May 05, 2022, No. 10/2022 dated December 28, 2022 and Circular No. 09/2023 dated 25.09.2023 (collectively referred to as "MCA Circulars") has permitted the holding of the Annual 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 05, 2023 read with circulars dated May 13, 2022, January 15, 2021 and May 12, 2020 ("SEBI Circulars") has granted relaxation in respect of sending physical copies of Annual Report to shareholders and 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 30<sup>th</sup> Annual General Meeting of the Company was held through VC on Wednesday, September 25, 2024 at 02:30 P.M.



Further, pursuant to the MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report for the Financial Year 2023-24 was sent in electronic form only to those Members whose email addresses were registered with the Company/ Depositories. The Notice calling the 30<sup>th</sup> AGM had been uploaded on the website of the Company at [www.muthootcap.com](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM 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](http://www.evotingindia.com).

Since this AGM 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 who attended the meeting through VC has been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act 2013.

The notice dated 07<sup>th</sup> August, 2024 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 AGM of the Company.

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

The shareholders of the Company holding shares as on the "cut-off" date i.e., Wednesday, September 18, 2024 were entitled to vote on the resolutions as set out in the Notice of the 30<sup>th</sup> AGM by remote e-voting prior to 30<sup>th</sup> AGM and e-voting system during the 30<sup>th</sup> AGM.

The remote e-voting period remained open from Friday, September 20, 2024 (9.00 A.M.) and ended on Tuesday, September 24, 2024 (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 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 at the AGM was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility and e-voting during the AGM 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:

Lakshmi K

Lakshmi K  
D/o K Radhakrishnan  
31/42, Kolathapilly House,  
Chakoth Lane, Poonkunnam,  
Thrissur-680002  
Occupation: Apprenticeship Trainee

Witness II:

Aparna Dileep

Aparna Dileep  
D/o Dileep Kumar M  
Sankari Varanat  
Puthiyedom  
Kanjoor - 683575  
Occupation: Apprenticeship Trainee

I have scrutinized and reviewed the votes cast by the shareholders through remote e-voting prior and e-voting during the AGM 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 AGM on the resolutions as set out in the notice of the AGM.

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 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 Financial Statement, including Audited Balance Sheet and Statement of Profit and Loss for the financial year ended March 31, 2024, together with the Cash Flow Statement, the Report 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 (Including E-Voting by shareholders during AGM)	63	1,01,82,802	100%
<b>TOTAL</b>	<b>63</b>	<b>1,01,82,802</b>	<b>100%</b>

(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 AGM)	4	224	0%
<b>TOTAL</b>	<b>4</b>	<b>224</b>	<b>0%</b>



(i) **Invalid Votes:**

<b>Voting Description</b>	<b>Number of members whose votes were declared invalid</b>	<b>Number of invalid votes cast by them</b>
Remote E-Voting (Including E-Voting by shareholders during AGM)	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>

**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 being eligible, offers himself for re-appointment.

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

<b>Voting Description</b>	<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote E-Voting (Including E-Voting by shareholders during AGM)	61	71,06,149	100%
<b>TOTAL</b>	<b>61</b>	<b>71,06,149</b>	<b>100%</b>

(ii) Voted **against** the resolution

<b>Voting Description</b>	<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote E-Voting (Including E-Voting by shareholders during AGM)	5	253	0%



<b>TOTAL</b>	<b>5</b>	<b>253</b>	<b>0%</b>
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(iii) **Invalid Votes**

<b>Voting Description</b>	<b>Number of members whose votes were declared invalid</b>	<b>Number of invalid votes cast by them</b>
Remote E-Voting (Including E-Voting by shareholders during AGM)	1	30,76,624
<b>TOTAL</b>	<b>1</b>	<b>30,76,624</b>

**Item No. 3: Ordinary Resolution**

**To appoint Statutory Auditors and to fix their remuneration.**

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

<b>Voting Description</b>	<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote E-Voting (Including E-Voting by shareholders during AGM)	63	1,01,82,802	100%
<b>TOTAL</b>	<b>63</b>	<b>1,01,82,802</b>	<b>100%</b>

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

<b>Voting Description</b>	<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote E-Voting (Including E-Voting by shareholders during AGM)	4	224	0%
<b>TOTAL</b>	<b>4</b>	<b>224</b>	<b>0%</b>



(iii) **Invalid Votes**

<b>Voting Description</b>	<b>Number of members whose votes were declared invalid</b>	<b>Number of invalid votes cast by them</b>
Remote E-Voting (Including E-Voting by shareholders during AGM)	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>

Based on the aforesaid results, I report that the resolutions as set out in the Notice vide Item Nos. 1 to 3 have been duly passed as per the provisions of SEBI/Companies Act, 2013.

Thanking You

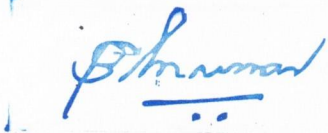
**UDIN: F003050F001327483**

Yours Faithfully

For **SEP & Associates**

Company Secretaries

(Peer Review Certificate no. 3693/2023)



**CS Puzhankara Sivakumar**

Managing Partner

M. No. F3050 COP No. 2210

Place: Kochi

Date: 26.09.2024