Muthoot Finance Limited
Registered Office :
2nd floor, Muthoot Chambers,
Banerji Road, Kochi - 682 018
Kerala, India.
CIN : L65910KL1997PLC 011300

Phone : +91 484 2396478, 2394712
Fax : +91 484 2396506, 2397399
mails@muthootgroup.com
www.muthootgroup.com

Ref: SEC/MFL/SE/2015/ ൨ ००൨

01.10.2015

Scrip Code: **533398**
Symbol: **MUTHOOTFIN**

Department of Corporate Services
BSE Limited
P.J Tower, Dalal Street,
Mumbai 400 001

Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Plot no. C/1, G Block
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051

Dear Sir,

Sub: Outcome of AGM and details under Clause 35A: Muthoot Finance Limited

The 18th Annual General Meeting of the shareholders of the company was held on Wedenesday, September 30, 2015 at Kerala Fine Arts Society Hall , Fine Arts Avenue, Fore Shore Road, Kochi, Kerala – 682016. We are enclosing the details regarding the voting results of various items in the AGM notice for your records as required under Clause 35A of the listing Agreement along with the Scrutinizer's Report.

Kindly acknowledge the receipt.

Thanking You,

For Muthoot Finance Limited

MUTHOOT FINANCE LIMITED KOCHI-18

Maxin James
Company Secretary

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Muthoot Group

Details under Clause 35A of the Listing Agreement

1. Date of the AGM : **September 30, 2015**

2. Total number of shareholders on record date : **40931**

3. No. of shareholders present in the meeting either in person or through proxy:

Sl.No	Category	In Person	Through Proxy
1.	Promoters & Promoters Group	9	4
2.	Public	118	22

4. No. of Shareholders attended the meeting through Video Conferencing : **NIL**

5. Details of business transacted at the meeting:

Sl. No.	Agenda Item	Type of Resolution	Mode of Voting	Result
1	To adopt Financial Results for the year ended 31st March, 2015	Ordinary Resolution	E-voting	Unanimously passed
2	To declare a dividend.	Ordinary Resolution	E-voting	Unanimously passed
3	To appoint M/s Rangamani & Co., as Statutory Auditors and fixing their remuneration.	Ordinary Resolution	E-voting	Unanimously passed
4	To reappoint Mr. George Jacob Muthoot who retires by rotation and being eligible offers himself for reappointment	Ordinary Resolution	E-voting	Unanimously passed
5	To appoint Ms.Pamela Anna Mathew as Independent Director	Ordinary Resolution	E-voting	Unanimously passed
6	To appoint Mr. Alexander M George John as Whole Time Director	Ordinary Resolution	E-voting	Unanimously passed
7	To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement basis	Special Resolution	E-voting	Unanimously passed

6. In case of Poll/Postal ballot/E-voting :

The results of e-voting as per the Scrutinizer's report dated October 01, 2015.

Sl. No.	Agenda Item	No. of votes cast in favour	No. of votes against	% of votes cast in favour	% of votes against
1	To adopt Financial Results for the year ended 31st March, 2015	349952910	88	87.92%	0.00%
2	To declare a dividend.	351984092	88	88.43%	0.00%
3	To appoint M/s Rangamani & Co., as Statutory Auditors and fixing their remuneration.	349952776	2031404	87.92%	0.51%
4	To reappoint Mr. George Jacob Muthoot who retires by rotation and being eligible offers himself for reappointment	351983500	680	88.43%	0.00%
5	To appoint Ms. Pamela Anna Mathew as Independent Director	351983575	605	88.43%	0.00%
6	To appoint Mr. Alexander M George John as Whole Time Director	351983365	815	88.43%	0.00%
7	To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement basis	339304775	12519014	85.24%	3.15%

For MUTHOOT FINANCE LIMITED

MAXIN JAMES
Company Secretary

KSR & CO COMPANY SECRETARIES LLP
PRACTISING COMPANY SECRETARIES & TRADE MARK AGENTS
Assuring Compliances & Solutions – beyond challenge™

KSR/CBE/M154/647/2015-16 October 01, 2015

Mr.M.G.George Muthoot
Chairman,
'Muthoot Finance Limited',
Muthoot Chambers,
2nd Floor, Opposite Saritha Theatre Complex,
Kochi – 682 018.

Dear Sir,

Sub: Report of the Scrutinizer on the remote e-voting, voting at Annual General Meeting vide Notice Dated 22nd, July 2015 under Section 108 of the Companies Act, 2013 read with Clause 35B of the Listing Agreement.

1. The undersigned was appointed as Scrutinizer for the Remote e-voting and voting at Annual General Meeting in respect of resolutions proposed vide Notice dated 22nd, July 2015 of Muthoot Finance Limited (the Company) as per the provisions of Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 in connection with the 18th Annual General Meeting (AGM) of the Company convened and held on Wednesday, the 30th September 2015.

2. As per the said Notice, the cutoff date for ascertaining voting rights of shareholders for remote e-voting and voting by ballot at AGM is 23rd September 2015.

3. The remote e-voting commenced on Saturday, 26th September 2015 at 09.00 am (IST) and ended on Tuesday 29th September, 2015 at 5.00pm (IST).

4. **As regards voting by ballot at the AGM;**

   Members did not exercise voting by ballot at the venue of the Annual General Meeting.

5. **As regards the Remote e-voting, prior to the date of AGM:**

   i. The reports made available at the portal of Central Depositary Services (India) Limited (CDSL) was opened and downloaded in the presence of two witnesses after counting the votes cast by ballot at the AGM, in respect of the resolutions as proposed in the said Notice.

   ii. A total of 244 shareholders have voted successfully using the Remote e-voting facility. The summary of the votes cast for and against the 7 (Seven) resolutions as per the said Notice and as extracted from the summary report of Remote e-voting and also the complete voting list from the said CDSL portal is annexed as **Annexure-1.**

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6. The detailed shareholder wise voting pattern by remote e-voting has been submitted separately by e-mail to the Company Secretary of the company.

7. As a Scrutinizer, I have performed my duties in compliance of the provisions of Section 108 read with Companies (Management and Administration) Rules, 2014 and further read with Clause 35B of the Listing Agreement.

Place: Coimbatore
Date : 01/10/2015

For **KSR & Co Company Secretaries LLP**

Mr.C.V.Madhusudhanan
Partner
SCRUTINIZER

KSR & CO COMPANY SECRETARIES LLP

PRACTISING COMPANY SECRETARIES & TRADE MARK AGENTS

ANNEXURE - 1

E-VOTING POSITION OF MUTHOOT FINANCE LIMITED

RES. NO	SUBJECT MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	FOR	AGAINST	TOTAL	RESULT
1.	Adoption of Annual Accounts for the year ended 31st March 2015	Ordinary	349952910	88	349952998	PASSED
2.	To deciare final dividend of Rs.2/-per equity share for the financial year ended 31st March 2015	Ordinary	351984092	88	351984180	PASSED
3.	To re-appoint M/s.Rangamani& Co, Chartered Accountants, (Firm Registration No.0030505) as statutory auditors and fix their remuneration.	Ordinary	349952776	2031404	351984180	PASSED
4.	To appoint a Director in place of Mr.George Jacob Muthoot (Holding DIN 00018235), who retires by roation at this Annual General meeting and being eligible offers himself for re-appointment	Ordinary	351983500	680	351984180	PASSED
5.	To appoint Ms.Pamela Anna Mathew (Holding DIN 00742735) as Indiependent Director	Ordinary	351983575	605	351984180	PASSED

6.	To appoint Mr.Alexander M George (Holding DIN 00938073) as Whole time Director	Ordinary	351983365	815	351984180	PASSED
7.	To approve offer or invitation to subscribe to non convertible debentures on private placement	Special	339304775	12519014	351984180	PASSED

For **KSR & Co Company Secretaries LLP**

Mr.C.V.Madhusudhanan
Partner
SCRUTINIZER

KSR & CO COMPANY SECRETARIES LLP

PRACTISING COMPANY SECRETARIES & TRADE MARK AGENTS

Vote Summary of Muthoot Finance LImited

ANNEXURE - 1

EVSN	ISIN	No of Folios Voted	No of Votes
150829036	INE414G01012	1708	351823789

Voting Start Date and Time:	26-09-15 9:00
Voting End Date and Time:	29-09-15 17:00
Meeting Date and Start Time:	30-09-15 10:30
Voting Finalisation Date and Time:	30-09-15 12:21

Res. No.	Yes (%)	No (%)	Total
1	349952910 (87.92%)	88 (0.00%)	349952998
2	351984092 (88.43%)	88 (0.00%)	351984180
3	349952776 (87.92%)	2031404 (0.51%)	351984180
4	351983500 (88.43%)	680 (0.00%)	351984180
5	351983575 (88.43%)	605 (0.00%)	351984180
6	351983365 (88.43%)	815 (0.00%)	351984180
7	339304775 (85.24%)	12519014 (3.15%)	351823789