MCSL/SEC/24-25/416

February 14, 2025

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001
Scrip Code - Scrip Code (Equity) – 511766
Scrip Code (Debenture & CP) – 974915, 974550, 974552, 975282, 975513, 975662, 975739, 975982, 976006, 976146, 976157, 976183, 976213, 976233, 976363, 727790, 728001, 728024, 728115, 728509 and 728543

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/24-25/372 dated 14th January 2025

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 resolutions:

1. Appointment of Ms. Tina Suzanne George (DIN: 09775050) as Whole Time Director of the Company for a period of 5 years w.e.f 23.12.2024 to 23.12.2029: **as Special Resolution**

2. Appointment of Ms. Ritu Elizabeth George (DIN: 10766726) as Non – Executive Director of the Company: **as Ordinary Resolution**

3. Appointment of Ms. Susan John (DIN: 10763021) as Non – Executive Director of the Company: **as Ordinary Resolution**

Members whose names appeared in the Register of Members / List of Beneficial Owners as on the cut-off date i.e. **Friday, January 10, 2025,** were eligible to vote. 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 14th January 2025. The remote e-voting commenced on Tuesday, 14th January 2025, at 09:00 a.m. (IST) and ended on Wednesday, 12th February 2025, at 05:00 p.m. (IST). The result of the Postal Ballot was announced on Thursday, 13th February 2025.

We would like to inform you that the resolutions mentioned above have been deemed to be passed by the members of the Company on 12th February 2025 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.

Disclosure pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para A of Part A of Schedule III relating to the aforesaid is enclosed as **Annexure A.**

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

Thanking you,

For Muthoot Capital Services Limited

TINA SUZANNE GEORGE

Digitally signed by TINA SUZANNE GEORGE
Date: 2025.02.14 14:10:33 +05'30'

Tina Suzanne George
Whole-Time Director
(DIN: 09775050)

Encl: as above

Annexure A

Details required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

Sl. No.	Particulars	Ms. Tina Suzanne George	Ms. Ritu Elizabeth George	Ms. Susan John
1.	Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment	Appointment	Appointment
2.	Date & term of Appointment	With effect from December 23, 2024, for a period of 5 years, subject to approval of the shareholders.	With effect from December 23, 2024	With effect from December 23, 2024
3.	Brief Profile (in case of appointment)	Tina Muthoot is a Chartered Accountant. She has extensive experience in finance, having worked at firms like Deloitte and E&Y, specializing in audit, tax, and compliance. With strong academic credentials, including Chartered Accountancy, CFA Level 1, and programs from Harvard, Tina has been recognized as one of India's Top 100 Women in Finance and awarded Young Leader of the Year in 2024. She also led the #RestartIndia initiative supporting small businesses.	Ritu Elizabeth George leads HR at MFL One, focusing on employee engagement, performance management, and learning development. With a background in risk analysis at KPMG and hospitality management with Hilton and Novotel, she brings diverse expertise to her role. Ritu also contributes to the Muthoot Pappachan Group's hospitality and real estate sectors and is pursuing a master's in HR management from XLRI. An entrepreneur, she founded Asoy, a luxury scented candle brand, combining her	Dr. Susan is an experienced medical professional with expertise in Oncology and General Medicine. She has worked at The Royal Marsden NHS Trust and UHCW, with research contributions in lung radiotherapy and cardiotoxicity. She has led audits on adrenal crisis management and SAMBA, 2018 and has extensive teaching experience in Oncology and Internal Medicine. Dr. Susan combines clinical excellence with strong research and educational contributions.

			creativity and business acumen.	
4.	Disclosure of Relationships between Directors (in case of appointment of Director)	• Daughter of Mr. Thomas George Muthoot • Niece of Mr. Thomas Muthoot and Mr. Thomas John Muthoot • Sister of Ritu Elizabeth George • Tina is the daughter of Susan's paternal uncle Mr. Thomas George Muthoot	• Daughter of Mr. Thomas George Muthoot • Niece of Mr. Thomas Muthoot and Mr. Thomas John Muthoot • Sister of Tina Suzanne George • Ritu is the daughter of Susan's paternal uncle Mr. Thomas George Muthoot	• Daughter of Mr. Thomas John Muthoot • Niece of Mr. Thomas Muthoot and Mr. Thomas George Muthoot • Susan is the daughter of Tina's and Ritu's paternal uncle Mr. Thomas John Muthoot

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 Whole-Time Director
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 23rd December, 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 13th January, 2025.

SEP & ASSOCIATES * KOCHI-32 * COMPANY SECRETARIES

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, General Circular No. 09/2023 dated 25/09/2023 and General Circular No. 09/2024 dated 19/09/2024 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 13th January, 2025 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 January, 2025 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. BSE 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 14th January, 2025 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.

SEP & ASSOCIATES * COMPANY SECRETARIES * KOCHI-32

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 Tuesday, 14th January, 2025 at 09:00 a.m. (IST) and ended on Wednesday, 12th February, 2025 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:	Witness 2:
Saranya TV	Revathi K S
D/o. AK Mohanan Nair	D/o. Subramanian N N
Puthan Purayil House, Thandilam Desam	Karthika,Near ENS Kalari,
Thavanur Via, Malappuram Dist-679573	Nettoor P.O., Ernakulam – 682040
Occupation: Practicing Company Secretary	Occupation: Practicing Company Secretary

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 scrutinizer 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

Appointment of Ms. Tina Suzanne George (DIN: 09775050) as Whole Time Director of the Company for a period of 5 years w.e.f 23.12.2024 to 23.12.2029

SEP & ASSOCIATES
KOCHI-32
COMPANY SECRETARIES

(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	66	5111330	99.99%
TOTAL	**66**	**5111330**	**99.99%**

(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	9	610	0.01%
TOTAL	**9**	**610**	**0.01%**

(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.

SEP & ASSOCIATES * COMPANY SECRETARIES * KOCHI-32

Item No.2: Ordinary Resolution

Appointment of Ms. Ritu Elizabeth George (DIN:10766726) as Non – Executive Director 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	65	5111265	99.99%
TOTAL	**65**	**5111265**	**99.99%**

(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	10	675	0.01%
TOTAL	**10**	**675**	**0.01%**

(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**

SEP & ASSOCIATES KOCHI-32 COMPANY SECRETARIES

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: Ordinary Resolution

Appointment of Ms. Susan John (DIN: 10763021) as Non – Executive Director 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	65	5811158	99.99%
TOTAL	**65**	**5811158**	**99.99%**

(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	10	675	0.01%
TOTAL	**10**	**675**	**0.01%**

(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**

SEP & ASSOCIATES KOCHI-32 COMPANY SECRETARIES

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. 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 13th January, 2025 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: F003050F003934494

Yours Faithfully

SEP & ASSOCIATES * KOCHI-32 * COMPANY SECRETARIES

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

Date: 13.02.2025
Place: Kochi

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	13/01/2025
Voting start and end date	14/01/2025 to 12/02/2025
Total number of shareholders on Cut-off date, 10/01/2025	22683
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: Appointment of Ms. Tina Suzanne George (DIN: 09775050) as Whole Time Director of the Company for a period of 5 years w.e.f 23.12.2024 to 23.12.2029

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) Total	4920911	4920911	100%	4920911	0	100%	0
Public- Institutions	E-Voting Poll Postal Ballot (if applicable) Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting Poll Postal Ballot (if	191029	191029	100%	190419	610	99.68%	0.32%

	applicable) Total							
Total		5111940	5111940		5111330	610		

Resolution No.2: Appointment of Ms. Ritu Elizabeth George (DIN:10766726) as Non – Executive Director of the Company

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 Poll Postal Ballot (if applicable) Total	4920911	4920911	100%	4920911	0%	100%	0%
Public-Institutions	E-Voting Poll Postal Ballot (if applicable) Total	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting Poll Postal Ballot (if applicable) Total	191029	191029	100	190354	675	99.65%	0.35%
Total		5111940	5111940		5111265	675		

Agenda Item 3: Appointment of Ms. Susan John(DIN:10763021) as Non – Executive Director of the Company

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 Poll Postal Ballot (if applicable) Total	5503889	5503889	100%	5503889	0	100%	0%
Public-Institutions	E-Voting Poll Postal Ballot (if applicable) Total	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting Poll Postal Ballot (if applicable) Total	307944	307944	100%	307269	675	99.78%	0.22%
Total		5811833	5811833		5811158	675		