

Ref: SEC/MFL/SE/2025/6154

May 29, 2025

National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/1, G Block,
Bandra - Kurla Complex, Bandra (E), Mumbai
- 400 051
Symbol: MUTHOOTFIN

Department of Corporate Services
BSE Limited
P.J. Tower, Dalal Street,
Mumbai - 400 001
Scrip Code: 533398

NSE IFSC Limited (NSE IX)
Unit 1201, Brigade,
International Financial Center,
12th Floor, Building No. 14-A, GIFT SEZ
Gandhinagar,
Gujarat 382 355

Sub: **Intimation under Regulation 44 (3) of SEBI (Listing obligations and Disclosure Requirements) Regulations 2015 (“Listing Regulations”) for declaration of results of Postal Ballot /E-Voting**

Ref **Postal Ballot Notice Dated April 21, 2025**

We refer to the Postal Ballot notice dated April 21, 2025 for passing the below mentioned resolution:

Sl. No	Type of Resolution	Particulars of Resolution
1	Special Resolution	Special Resolution for the appointment of Mr. George Joseph (DIN: 00253754) as Non-Executive Independent Director of the Company.
2	Special Resolution	Special Resolution for increasing the borrowing power of the Board of Directors under Section 180 (1)(c) of the Companies Act, 2013 to Rs. 2 Lakh Crores.

In this regard, we wish to inform that as per the Scrutinizer’s report dated May 29, 2025, both the above resolutions have been passed with requisite majority. Please find enclosed herewith the following documents in this regard:



Muthoot Finance Limited

Registered Office :
2nd floor, Muthoot Chambers,
Opp. Saritha Theatre Complex,
Banerji Road, Ernakulam - 682 018
Kerala, India.
CIN : L65910KL1997PLC 011300

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

1. Scrutinizer's Report
2. Details of the voting results in the format prescribed under Regulation 44(3) of the Listing Regulations.

Request you to kindly take on record the information.

For **Muthoot Finance Limited**

Rajesh A
Company Secretary
ICSI Membership No. FCS 7106

Scrutinizer's Report

[Pursuant to Section 108 and 110 of the Companies Act, 2013, Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with General Circulars issued by the Ministry of Corporate Affairs from time to time and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To

The Chairman
Muthoot Finance Limited
(CIN: L65910KL1997PLC011300)
2nd Floor, Muthoot Chambers
Opposite Saritha Theatre Complex,
Banerji Road, Kochi 682 018

Dear Sir,

I, Sunil Sankar Puthalath (ACS No. 20171, C.P. No.: 10613), of M/s Sunil Sankar & Associates, having office at Chaithram, Canal Road, Tripunithura, Ernakulam, Kerala 682301 have been appointed as Scrutinizer, by the Board of Directors of Muthoot Finance Limited (**'the Company'**) by resolution passed at the meeting of the Board of Directors of the Company held on April 21, 2025, for the purpose of scrutinizing the voting of Postal Ballot process through e-voting in a fair and transparent manner under the provisions of Sections 108 and 110 of the Companies Act, 2013 (**'the Act'**) read with the Companies (Management and Administration) Rules, 2014 (**'Rules'**) and read with General Circular No. 14/2020, 17 /2020 and 09/2024 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020 and September 19, 2024 respectively ('MCA Circulars') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or reenactment (s) thereof, for the time being in force) in respect of the following resolution(s) as mentioned in the Notice of Postal Ballot dated April 21, 2025 (**'Notice'**):




Item No.	Type of Resolution	Particulars
1	Special Resolution	Appointment of Mr. George Joseph (DIN: 00253754) as Non-Executive Independent Director of the Company.
2	Special Resolution	Increasing the borrowing power of the Board of Directors under Section 180 (1)(c) of the Companies Act, 2013.

Report is submitted as under:

- As informed by the Company, Postal Ballot Notice along with explanatory statement under section 102 of the Companies Act, 2013 and remote e-voting instructions were sent to all those Members, whose e-mail address were registered with the Company or Registrar and Share Transfer Agent ('RTA') i.e MUGF Intime India Private Limited, or with their respective Depository Participants ('DP') and whose names appeared in the Register of Members of the Company/ List of Beneficial Owners as maintained by the Depositories as on April 25, 2025 ('Cut-off Date').
- The Board of Directors and management of the Company is responsible to ensure compliance with the requirements of the Act and the Rules thereof including MCA Circulars/ Listing Regulations in respect of the resolutions contained in the Postal Ballot Notice including dispatch of notice to the Members. My responsibilities as Scrutinizer are restricted to make and submit a Scrutinizer's Report of the votes cast by the members in 'Favour' or 'Against' the resolutions contained in the Postal Ballot Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ('NSDL').
- Electronic communication (e-mail) notifying the shareholders regarding postal ballot and e-voting was send on April 28, 2025. The Company has published an advertisement on April 29, 2025 regarding service of Postal Ballot Notice to eligible Members in English language newspaper "The Business Line" and in vernacular newspaper "Metro Vaartha" (Malayalam News Daily).
- The Members of the Company holding equity shares as on Cut-off date were entitled to vote on the resolutions as contained in the Postal Ballot Notice and could vote through remote e-voting facility in compliance of the MCA Circulars. Members were provided with the facility to cast their votes on the designated platform of NSDL viz. 'https://www.evoting.nsdl.com/' ('website').



5. The remote e-voting commenced on Wednesday, April 30, 2025, at 09:00 A.M.(1ST) and ended on Thursday, May 29, 2025, at 5:00 P.M. (1ST). Further, the remote e-voting process was monitored through the Scrutinizer's secured link provided by NSDL through its website.
6. The remote e-voting was unblocked on May 29, 2025 after 05:00 P.M. (1ST) in the presence of two witnesses i.e. Mr. Najeeb T. Bakker and Mr. Praful Surendran who were not in the employment of the Company and/or NSDL and have signed below:



Mr. Najeeb T. Bakker



Mr. Praful Surendran

7. The particulars of remote e-voting report generated from electronic registry of NSDL have been entered in a separate register maintained for this purpose. E-votes cast upto 05:00 P.M. (1ST) on Thursday the May 29, 2025 are considered for the purpose of this report.
8. The remote e-voting was scrutinized and reconciled with the register of members/records of the Company as on cut- off date as maintained by RTA of the Company.
9. The total paid-up share capital of the Company as on Cut-off date i.e. Friday, April 25, 2025, was INR 4,01,46,38,910 /- (Indian Rupees Four Hundred and One Crores Forty Six Lakhs Thirty Eight Thousand Nine Hundred and Ten Only) divided into 40,14,63,891 (Forty Crores Fourteen Lakhs Sixty Three Thousand Eight Hundred and Ninety One Only) equity shares of INR 10/- (Indian Rupees Ten Only) each.
10. The result of the remote e-voting in respect of the resolutions contained in the Postal Ballot Notice is as under:

Item No : 1 Appointment of Mr. George Joseph (DIN: 00253754) as Non-Executive Independent Director of the Company.				
Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Remote E-Voting	Postal Ballot	Total	
Assent	37,42,24,822	Nil	37,42,24,822	99.9577
Dissent	1,58,227	Nil	1,58,227	0.0423
Total	37,43,83,049	Nil	37,43,83,049	100.00

The detailed break up of voting through remote e-voting in respect of the above Resolution is attached to this report and marked as '**Annexure A**'.



Annexure-A

A detailed summary of the voting is given herein below:

A. VOTING THROUGH REMOTE E-VOTING:			
Particulars	No. of e-voters	No. of Equity the Equity Shares	Paid-up value of Shares (In Rs.)
A. Total votes received	1410	37,43,83,049	3,74,38,30,490
B. Less: Invalid votes	0	0	0
C. Net Valid votes cast	1410	37,43,83,049	3,74,38,30,490
D. Votes with assent for the resolution	1350	37,42,24,822	3,74,22,48,220
E. Votes with dissent for the resolution	60	1,58,227	15,82,270

Annexure-B

A detailed summary of the voting is given herein below:

A. VOTING THROUGH REMOTE E-VOTING:			
Particulars	No. of e-voters	No. of Equity the Equity Shares	Paid-up value of Shares (In Rs.)
A. Total votes received	1416	37,43,31,676	3,74,33,16,760
B. Less: Invalid votes	0	0	0
C. Net Valid votes cast	1416	37,43,31,676	3,74,33,16,760
D. Votes with assent for the resolution	1302	37,26,69,421	3,72,66,94,210
E. Votes with dissent for the resolution	114	16,62,255	1,66,22,550



Resolution Required :Special			1 - To consider and, if thought fit, to pass the resolution as a Special Resolution for the appointment of Mr. George Joseph (DIN: 00253754) as Non-Executive Independent Director of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	294463872	294463872	100.0000	294463872	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		294463872	100.0000	294463872	0	100.0000	0.0000
Public Institutions	E-Voting	91496211	79847697	87.2689	79692690	155007	99.8059	0.1941
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		79847697	87.2689	79692690	155007	99.8059	0.1941
Public Non Institutions	E-Voting	15503808	71480	0.4610	68260	3220	95.4952	4.5048
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		71480	0.4610	68260	3220	95.4952	4.5048
Total		401463891	374383049	93.2545	374224822	158227	99.9577	0.0423

Resolution Required :Special			2 - To consider and, if thought fit, to pass the resolution as a Special Resolution for the appointment of Mr. George Joseph (DIN: 00253754) as Non-Executive Independent Director of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	294463872	294463872	100.0000	294463872	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		294463872	100.0000	294463872	0	100.0000	0.0000
Public Institutions	E-Voting	91496211	79796291	87.2127	78136619	1659672	97.9201	2.0799
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		79796291	87.2127	78136619	1659672	97.9201	2.0799
Public Non Institutions	E-Voting	15503808	71513	0.4613	68930	2583	96.3881	3.6119
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		71513	0.4613	68930	2583	96.3881	3.6119
Total		401463891	374331676	93.2417	372669421	1662255	99.5559	0.4441