

MCSL/SEC/18-19/47

June 14, 2018

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001
Scrip Code - 511766

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,

Sub: Proceedings of 24th Annual General Meeting of Muthoot Capital Services Limited held on Thursday, June 14, 2018

Pursuant to Regulation 30 read with Para A of Part A of Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the 24th Annual General Meeting (AGM) of the Company was held on Thursday, June 14, 2018, at The International Hotel, Veekshanam Road, Kochi - 35 at 10.30 a.m.

The required quorum was present and all the items of business as mentioned in the Notice of AGM dated May 18, 2017 were discussed and based on the report of the Scrutinizer, all the resolutions were declared as duly passed by the requisite majority by remote e-voting and poll at the venue of the AGM.

The meeting considered the following items in the agenda:

A. Ordinary Business:

1. Adoption of Audited Statement of Profit and Loss for the financial year ended March 31, 2018, the Audited Balance Sheet as at that date, together with the Cash Flow Statements, the Report of the Board of Directors and Independent Auditors thereon.
2. Re-appointment of Director retiring by rotation, Mr. Thomas Muthoot (DIN: 00082099).
3. Ratification of the appointment of M/s. Varma & Varma, Chartered Accountants, as the Statutory Auditors and fixation of remuneration thereof.



B. Special Business:

4. Approval of related party transactions with Muthoot Fincorp Limited and Muthoot Bankers.
5. Approval for increase of borrowing powers of the Company pursuant to Section 180 (1) (c) under Companies Act, 2013.
6. Approval for the issue of Non-Convertible Debentures upto an amount of Rs. 200 crores on private placement basis, on such terms and conditions and at such price(s) as may be determined by the Board.
7. Approval for MCSL Employee Stock Option Scheme 2018 - "Scheme - I".
8. Approval for MCSL Employee Stock Option Scheme 2018 - "Scheme - II".
9. Approval for MCSL Employee Stock Option Scheme 2018 - "Scheme - III".
10. Approval for MCSL Employee Stock Option Scheme 2018 - "Scheme - IV"

E-voting facility was provided to the Members from June 11, 2018 at 9.00 a.m. to June 13, 2018 at 5.00 p.m. and voting by ballot was also provided to the Members who have not done e-voting and were present at the meeting.

It may please be noted that the voting results were submitted to the Stock Exchanges in the format specified under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A copy of the combined Scrutinizer's Report on remote e-voting and poll at the venue of the 24th AGM is also attached herewith.

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

Thanking you,

Yours faithfully,

For Muthoot Capital Services Limited


Thomas George Muthoot
Managing Director



Encl: As above

**CaesarPintoJohn
& Associates LLP**
Company Secretaries



+ 91 9497274805, + 91 9846949009



caesarpintojohn@gmail.com

**COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING AND POLL FOR
MUTHOOT CAPITAL SERVICES LIMITED**

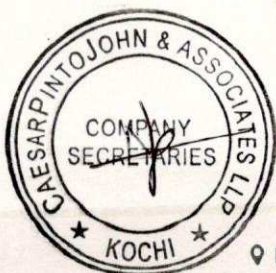
To
Mr. Thomas George Muthoot
Managing Director
Muthoot Capital Services Limited
3rd Floor, Muthoot Towers,
M.G. Road, Kochi, Kerala - 682035

24th Annual General Meeting of the Equity Shareholders of **Muthoot Capital Services Limited** held on Thursday, 14th June, 2018 at The International Hotel, Veekshanam Road, Kochi, Kerala – 682 035.

Sub: Passing of Resolutions through Remote E-Voting and Poll conducted at the 24th Annual General Meeting of the Equity Shareholders of Muthoot Capital Services Limited.

I, CS Nikhil George Pinto, Company Secretary in Practice, holding Membership Number : ACS – 39471 and Certificate of Practice Number – 16059, Partner, CaesarPintoJohn & Associates LLP, Company Secretaries, 5, Puthussery House, Edanad, Chowara P.O., Aluva, Ernakulam - 683 571 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 Annual General Meeting of the Equity Shareholders of Muthoot Capital Services Limited (CIN : L67120KL1994PLC007726), held on Thursday, 14th June, 2018 at The International Hotel, Veekshanam Road, Kochi, Kerala – 682 035.

The Company had appointed Central Depository Services Limited (CDSL) as the Service Provider, for extending the facility for the remote electronic voting to the shareholders of the Company from Monday, 11th June, 2018 (9.00 A.M.) to Wednesday, 13th June, 2018 (5.00 P.M.). Integrated Registry Management Services Private Limited is the Registrar and Share Transfer Agent of the Company. The remote e-voting results were unblocked by me on 14th June, 2018 in the presence of two witnesses. For further details kindly refer attached Scrutinizer Report on remote e-voting results.



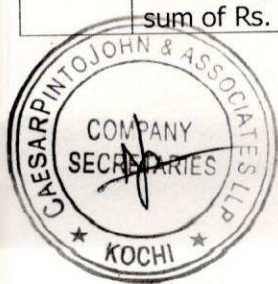
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At the Annual General Meeting, the Company facilitated the members present in the meeting who could not participate in the remote e-voting to record their votes through poll process. For details kindly refer to my Scrutinizer report in MGT 13 attached 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	Approval of Audited Financial Statements for the year ended 31.03.2018	E-voting	11840819	100	0	0
		Poll	2941	99.97	1	0.03
		Total	11843760	99.98	1	0.02
2	Re-appointment of the director Mr. Thomas Muthoot (DIN: 00082099) who retires by rotation. Re-appointment of the director Mr. Thomas Muthoot (DIN: 00082099) who retires by rotation.	E-voting	2155742	100	0	0
		Poll	3175	100	0	0
		Total	2158917	100	0	0
3	Ratification of the appointment of M/s. Varma & Varma, Chartered Accountants, as the Statutory Auditors and fixation of remuneration thereof.	E-voting	11892247	100	0	0
		Poll	3175	100	0	0
		Total	11895422	100	0	0
SPECIAL BUSINESS – ORDINARY RESOLUTION						
4	Approval of Related Party Transactions	E-voting	1612255	100	0	0
		Poll	3065	96.54	110	3.46
		Total	1615320	98.27	110	1.73
SPECIAL BUSINESS – SPECIAL RESOLUTION						
5	Authorisation to the Board of Directors to borrow money in excess of paid-up-capital and free reserves of the Company, which shall not at any time exceed the sum of Rs. 5000 crores.	E-voting	11892247	100	0	0
		Poll	3065	96.54	110	3.46
		Total	11895312	98.27	110	1.73



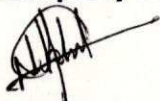
6	Issue of Non-Convertible Debentures on private placement basis	E-voting	11892247	100	0	0
		Poll	2955	96.41	110	3.59
		Total	11895202	98.20	110	1.80
7	Approval of MCSL Employee Stock Option Scheme 2018- "Scheme-I"	E-voting	11857258	99.71	34989	0.29
		Poll	3032	98.92	33	1.08
		Total	11860290	99.31	35022	0.69
8	Approval of MCSL Employee Stock Option Scheme 2018- "Scheme-II"	E-voting	11833330	99.50	58917	0.50
		Poll	2922	98.88	33	1.12
		Total	11836252	99.19	58950	0.81
9	Approval of MCSL Employee Stock Option Scheme 2018- "Scheme-III"	E-voting	11833330	99.50	58917	0.50
		Poll	3032	98.92	33	1.08
		Total	11836362	99.21	58950	0.79
10	Approval of MCSL Employee Stock Option Scheme 2018- "Scheme-IV"	E-voting	11857258	99.71	34989	0.29
		Poll	2922	98.88	33	1.12
		Total	11860180	99.29	35022	0.71

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

Yours faithfully

**For Caesar Pinto John
& Associates LLP
Company Secretaries**



Nikhil George Pinto
Partner
M. No. 39471
CP. No. 16059



14.06.2018
Kochi

CaesarPintoJohn
& Associates LLP
Company Secretaries



+ 91 9497274805, + 91 9846949009



caesarpintojohn@gmail.com

14.06.2018

To

Mr. Thomas George Muthoot
Managing Director
Muthoot Capital Services Limited
3rd Floor, Muthoot Towers,
M.G. Road, Kochi, Kerala - 682035

Sir,

Sub: Report of the Scrutinizer on Remote Electronic Voting

I, CS Nikhil George Pinto, Company Secretary in Practice, holding Membership Number : ACS – 39471 and Certificate of Practice Number – 16059, Partner, CaesarPintoJohn & Associates LLP, Company Secretaries, 5, Puthussery House, Edanad, Chowara P.O., Aluva, Ernakulam - 683 571 has been appointed by the Board of Directors of Muthoot Capital Services Limited (CIN : L67120KL1994PLC007726), 3rd Floor, Muthoot Towers, M.G. Road, Kochi, Kerala – 682035 as the Scrutinizer for the Remote Electronic Voting of the resolutions included in the notice calling the 24th Annual General Meeting of the Company held on Thursday, 14th June, 2018.

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 Monday, June 11th, 2018 (9.00 A.M.) to Wednesday, June 13th, 2018 (5.00 P.M.). Further the remote e-voting period was completed on the date preceding the date of Annual General Meeting.

On completion of the remote 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 14th June 2018, 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.

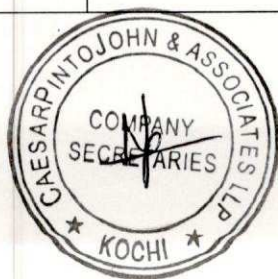


Regd. Office: 5, Puthussery House, Edanad, Chowara P. O., Aluva, Ernakulam, Kerala - 683 571
Corporate Office: Breeze Cottage, Perumanoor, Kochi, Kerala - 682 035



The following is the summary of Remote E-voting result:

			ASSENT / IN FAVOUR OF			DISSENT / AGAINST	
Resolu- tion No.	Subject Matter of Resolution	Total No. of shares through Remote E- voting	No. of Votes through Remote E- voting	% of votes in favour on votes through Remote E-voting	% of Paid Up Capital	No. of Votes through Remote E- voting	% of votes against on votes through Remote E-voting
ORDINARY BUSINESS							
1	Approval of Audited Financial Statements for the year ended 31.03.2018	11840819	11840819	100	71.99	0	0
2	Re-appointment of the director Mr. Thomas Muthoot (DIN: 00082099) who retires by rotation.	2155742	2155742	100	13.10	0	0
3	Ratification of the appointment of M/s. Varma & Varma, Chartered Accountants, as the Statutory Auditors and fixation of remuneration thereof.	11892247	11892247	100	72.30	0	0
SPECIAL BUSINESS – ORDINARY RESOLUTION							
4	Approval of Related Party Transactions	1612255	1612255	100	9.8	0	0
SPECIAL BUSINESS – SPECIAL RESOLUTION							
5	Authorisation to the Board of Directors to borrow money in excess of paid-up-capital and free reserves of the Company, which shall not at any time exceed the sum of Rs. 5000 crores.	11892247	11892247	100	72.30	0	0



6	Issue of Non-Convertible Debentures on private placement basis	11892247	11892247	100	72.30	0	0
7	Approval of MCSL Employee Stock Option Scheme 2018- "Scheme-I"	11892247	11857258	99.71	72.09	34989	0.29
8	Approval of MCSL Employee Stock Option Scheme 2018- "Scheme-II"	11892247	11833330	99.50	71.94	58917	0.50
9	Approval of MCSL Employee Stock Option Scheme 2018- "Scheme-III"	11892247	11833330	99.50	71.94	58917	0.50
10	Approval of MCSL Employee Stock Option Scheme 2018- "Scheme-IV"	11892247	11857258	99.71	72.09	34989	0.29

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

Thank you very much.

Yours faithfully,

**For Caesar Pinto John
& Associates LLP
Company Secretaries**



**Nikhil George Pinto
Partner**

M. No. 39471
CP. No. 16059



Witnesses to the unblocking of votes:

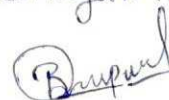
1. *Abhijith*

*Puthenpura.H
Thiruvloor P.O
Cherthala*



2. *Bibin Paul*

*Ayyampallil (It)
Vempally (P-u)
kottayam.*





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 George Muthoot
Managing Director
Muthoot Capital Services Limited
3rd Floor, Muthoot Towers,
M.G. Road, Kochi, Kerala - 682035

24th Annual General Meeting of the Equity Shareholders of **Muthoot Capital Services Limited** held on Thursday, 14th June, 2018 at The International Hotel, Veekshanam Road, Kochi, Kerala – 682 035.

Dear Sir,

I, CS Nikhil George Pinto, Company Secretary in Practice, holding Membership Number : ACS – 39471 and Certificate of Practice Number – 16059, Partner, CaesarPintoJohn & Associates LLP, Company Secretaries, 5, Puthussery House, Edanad, Chowara P.O., Aluva, Ernakulam - 683 571 appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the Annual General Meeting of the Equity Shareholders of Muthoot Capital Services Limited (CIN : L67120KL1994PLC007726), held on Thursday, 14th June 2018 at International Hotel, Veekshanam Road, Kochi, Kerala – 682 035, 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 were locked in my presence with due identification marks 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 authorizations / 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.



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4. The result of the Poll is as under:

(a) Resolution 1

Approval of Audited Financial Statements for the year ended 31.03.2018

(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	2941	99.97

(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	1	0.03

(iii) **Invalid** Votes

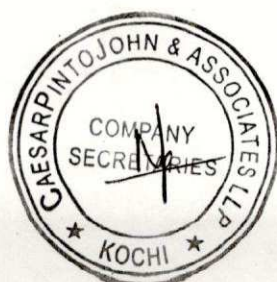
Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
11	2470

(b) Resolution 2

Re-appointment of the director Mr. Thomas Muthoot (DIN: 00082099) who retires by rotation.

(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
27	3175	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
0	0	0

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
9	2237

(c) **Resolution 3**

Ratification of the appointment of M/s. Varma & Varma, Chartered Accountants, as the Statutory 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
27	3175	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
0	0	0

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
9	2237



(d) **Resolution 4**

Approval of Related Party Transactions

(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
26	3065	96.54

(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	110	3.46

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
9	2237

(e) **Resolution 5**

Authorisation to the Board of Directors to borrow money in excess of paid-up-capital and free reserves of the Company, which shall not at any time exceed the sum of Rs. 5000 crores.

(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
26	3065	96.54



(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	110	3.46

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
9	2237

(f) Resolution 6

Issue of Non-Convertible Debentures on private placement basis

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

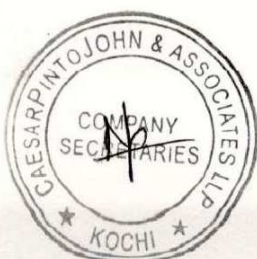
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	2955	96.41

(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	110	3.59

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
10	2347



(g) Resolution 7

Approval of MCSL Employee Stock Option Scheme 2018- "Scheme-I"

(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
25	3032	98.92

(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
1	33	1.08

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
10	2347

(h) Resolution 8

Approval of MCSL Employee Stock Option Scheme 2018- "Scheme-II"

(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	2922	98.88



(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	33	1.12

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
11	2457

(i) **Resolution 9**

Approval of MCSL Employee Stock Option Scheme 2018- "Scheme-III"

(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
25	3032	98.92

(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
1	33	1.08

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
10	2347



(j) **Resolution 10**

Approval of MCSL Employee Stock Option Scheme 2018- "Scheme-IV"

(iii) 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	2922	98.88

(iv) 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	33	1.12

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
11	2457

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.



7. All resolutions stand passed under the poll as Ordinary/ Special resolutions with requisite majority as specified under the Companies Act, 2013.

Thanking You

Yours faithfully

**For Caesar Pinto John
& Associates LLP
Company Secretaries**



**Nikhil George Pinto
Partner**

M. No. 39471
CP. No. 16059



14.06.2018
Kochi

MCSL/SEC/18-19/46

June 14, 2018

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001
Scrip Code - 511766

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,

Sub: Voting Results under Regulation 44 (3) of SEBI (LODR) Regulations, 2015

Pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consolidated voting results at the 24th Annual General Meeting of the Company held on Thursday, June 14, 2018, at The Hotel International, Veekshanam Road, Kochi - 35, at 10.30 a.m. is enclosed herewith as **Annexure 1** to this letter in the prescribed format.

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

Thanking you

Yours faithfully

For Muthoot Capital Services Limited



Thomas George Muthoot
Managing Director

Encl: as above.



Annexure 1

Disclosure as per Regulation 44 (3) of SEBI (LODR) Regulations, 2015

VOTING RESULTS

Sl. No.	Particulars	Details
1.	Date of the Annual General Meeting	Thursday, June 14, 2018
2.	Total number of shareholders on cut-off date i.e., June 08, 2018	10280
3.	No. of shareholders present in the meeting either in person or through proxy: (a) Promoters and Promoter Group: (b) Public: (i) Members : 44 (ii) Proxy : 12	 3 56
4.	No. of Shareholders attended the meeting through Video Conferencing (a) Promoters and Promoter Group: (b) Public: (i) Members : Nil (ii) Proxy : Nil	 Nil Nil



AGENDA-WISE DISCLOSURE

ORDINARY BUSINESS:

Resolution No. 1: Adoption of Audited Statement of Profit and Loss for the financial year ended 31st March, 2018, the Audited Balance Sheet as at that date, together with the Cash Flow Statements, the Report of the Board of Directors and Independent Auditors thereon: - **Passed with requisite majority as an Ordinary Resolution.**

Resolution required				Ordinary Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
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
Promoters & Promoter Group	E - voting		10279992	100	10279992	0	100	0
	Poll	10279992	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	
		Sub -Total		10279992	100	10279992	0	100
Public	E - voting		1560827	25.30	1560827	0	100	0
	Poll	6167541	2942	0.04	2941	1	99.97	0.03
	Postal Ballot		0	0	0	0	0	
		Sub -Total		1563769	25.34	1563768	1	100
Total		16447533	11843761	72.00	11843760	1	100	0



Resolution No. 2: Re-appointment of retiring Director, Mr. Thomas Muthoot (DIN: 00082099): - Passed with requisite majority as an Ordinary Resolution.

Resolution required				Ordinary Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes, the promoters 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
Promoters & Promoter Group	E - voting		543487	5.28	543487	0	100	0
	Poll	10279992	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	
		Sub -Total		543487	5.28	543487	0	100
Public	E - voting		1612255	26.14	1612255	0	100	0
	Poll	6167541	3175	0.05	3175	0	100	0
	Postal Ballot		0	0	0	0	0	
		Sub -Total		1615430	26.19	1615430	0	100
Total		16447533	2158917	13.12	2158917	0	100	0



Resolution No. 3: Ratification of the appointment of M/s. Varma & Varma, Chartered Accountants, as the Statutory Auditors and fixation of remuneration thereof: - **Passed with requisite majority as an Ordinary Resolution.**

Resolution required				Ordinary Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
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
Promoters & Promoter Group	E - voting		10279992	100	10279992	0	100	0
	Poll	10279992	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		10279992	100	10279992	0	100	0
Public	E - voting		1612255	26.14	1612255	0	100	0
	Poll	6167541	3175	0.05	3175	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		1615430	26.19	1615430	0	100	0
Total		16447533	11895422	72.32	11895422	0	100	0



SPECIAL BUSINESS - ORDINARY RESOLUTION:

Resolution No. 4: Approval of related party transactions with Muthoot Fincorp Limited and Muthoot Bankers: - **Passed with requisite majority as an Ordinary Resolution.**

Resolution required				Ordinary Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
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
Promoters & Promoter Group	E - voting		0	0	0	0	0	0
	Poll	10279992	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		0	0	0	0	0	0
Public	E - voting		1612255	26.14	1612255	0	100	0
	Poll	6167541	3175	0.05	3065	110	96.54	3.46
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		1615430	26.19	1615320	110	100	0
Total		16447533	1615430	9.82	1615320	110	100	0



SPECIAL BUSINESS - SPECIAL RESOLUTION:

Resolution No. 5: Approval for increase of borrowing powers of the Company pursuant to Section 180 (1) (c) of the Companies Act, 2013: -
Passed with requisite majority as a Special Resolution

Resolution required				Ordinary Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
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
Promoters & Promoter Group		(1)	(2)	(3) = (2) / (1) * 100	(4)	(5)	(6) = (4) / (2) * 100	(7) = (5) / (2) * 100
	E - voting		10279992	100	10279992	0	100	0
	Poll	10279992	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Sub - Total		10279992	100	10279992	0	100	0
Public	E - voting		1612255	26.14	1612255	0	100	0
	Poll	6167541	3175	0.05	3065	110	96.54	3.46
	Postal Ballot		0	0	0	0	0	0
	Sub - Total		1615430	26.19	1615320	110	100	0
	Total	16447533	11895422	72.32	11895312	110	100	0



Resolution No. 6: Approval for the issue of Non-Convertible Debentures upto an amount of Rs. 200 crores on private placement basis, on such terms and conditions and at such price(s) as may be determined by the Board: - **Passed with requisite majority as a Special Resolution.**

Resolution required				Ordinary Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
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
Promoters & Promoter Group	E - voting		10279992	100	10279992	0	100	0
	Poll	10279992	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		10279992	100	10279992	0	100	0
Public	E - voting		1612255	26.14	1612255	0	100	0
	Poll	6167541	3065	0.04	2955	110	96.41	3.59
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		1615320	26.18	1615210	110	100	0
Total		16447533	11895312	72.32	11895202	110	100	0



Resolution No. 7: Approval for MCSL Employee Stock Option Scheme 2018 - "Scheme - I": - Passed with requisite majority as a Special Resolution.

Resolution required				Ordinary Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
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
Promoters & Promoter Group	E - voting		10279992	100	10279992	0	100	0
	Poll	10279992	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		10279992	100	10279992	0	100	0
Public	E - voting		1612255	26.14	1577266	34989	97.83	2.17
	Poll		3065	0.04	3032	33	98.92	1.08
	Postal Ballot	6167541	0	0	0	0	0	0
	Sub -Total		1615320	26.18	1580298	35022	97.83	2.17
Total		16447533	11895312	72.32	11860290	35022	99.71	0.29



Resolution No. 8: Approval for MCSL Employee Stock Option Scheme 2018 - "Scheme - II": - Passed with requisite majority as a Special Resolution.

Resolution required				Ordinary Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
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
Promoters & Promoter Group	E - voting		10279992	100	10279992	0	100	0
	Poll	10279992	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		10279992	100	10279992	0	100	0
Public	E - voting		1612255	26.14	1553338	58917	96.35	3.65
	Poll	6167541	2955	0.04	2922	33	98.88	1.12
	Postal Ballot		0	0	0	0	0	0
	Sub -Total		1615210	26.18	1556260	58950	96.35	3.65
Total		16447533	11895202	72.32	11836252	58950	99.50	0.50



Resolution No. 9: Approval for MCSL Employee Stock Option Scheme 2018 - "Scheme - III": - Passed with requisite majority as a Special Resolution.

Resolution required				Ordinary Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
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
Promoters & Promoter Group	E - voting	10279992	10279992	100	10279992	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Sub - Total		10279992	100	10279992	0	100	0
Public	E - voting	6167541	1612255	26.14	1553338	58917	96.35	3.65
	Poll		3065	0.04	3032	33	98.92	1.08
	Postal Ballot		0	0	0	0	0	0
	Sub - Total		1615320	26.18	1556370	58950	96.35	3.65
Total		16447533	11895312	72.32	11836362	58950	99.50	0.50



Resolution No. 10: Approval for MCSL Employee Stock Option Scheme 2018 - "Scheme - IV" : - Passed with requisite majority as a Special Resolution.

Resolution required				Ordinary Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
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
Promoters & Promoter Group	E - voting		10279992	100	10279992	0	100	0
	Poll	10279992	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Sub - Total		10279992	100	10279992	0	100	0
Public	E - voting		1612255	26.14	1577266	34989	97.83	2.17
	Poll	6167541	2955	0.04	2922	33	98.88	1.12
	Postal Ballot		0	0	0	0	0	0
	Sub - Total		1615210	26.18	1580188	35022	97.83	2.17
Total		16447533	11895202	72.32	11860180	35022	99.71	0.29

