



Muthoot Finance Limited

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Kerala, India.

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Ref: SEC/MFL/NSE/2014/1058

10.03.2014

Symbol: **MUTHOOTFIN**

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: Details under Clause 35A: Muthoot Finance Limited

The Chairman of the Board of Directors on March 10, 2014 announced the result of the Postal Ballot process carried out by the company, pursuant to Section 192A of the Companies Act, 1956 read with Companies (Passing of Resolution by Postal Ballot) Rules, 2011. The resolution has been passed through Postal Ballot as Special Resolution with requisite majority. Attaching herewith the details of postal ballot results as required under Clause 35A of the Listing Agreement along with the Scrutiniser's Report.

Kindly acknowledge the receipt.

Thanking You,

For Muthoot Finance Limited


Maxin James

Company Secretary



DETAILS UNDER CLAUSE 35A OF THE LISTING AGREEMENT

RESOLUTION : Special Resolution under Section 81A of the Companies Act, 1956 for further issue of Shares/Securities

Promoter/P ublic	No. Of Shares Held (1)	No. of votes polled (2)	% of votes Polled on outstand ing 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	297,797,872	297,797,872	100	297,797,872	0	100	0
Public Institutional Holders	37,988,132	30,159,534	79	30,151,421	0	100	0
Public - others	35,926,764	209,509	1	201,087	3614	96%	2%
Total	371,712,768	328,166,915	88	328,150,380	3614	99.9%	0.001





thomas shanti & co.,

Chartered Accountants
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March 10, 2014

The Board of Directors
Muthoot Finance Limited
Muthoot Chambers,
Opposite Saritha Theatre Complex,
Banerji Road
Kochi 682 018
Kerala

Dear Sirs,

Re: POSTAL BALLOT – SCRUTINISER'S REPORT

I, Thomas Shanti, Practising Chartered Accountant, was appointed as the Scrutiniser to conduct the Postal Ballot Process of your Company pursuant to Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011 in respect of the Special Resolution under Section 81 (1A) of the Companies Act, 1956 for further Issue of Shares/Securities,

I SUBMIT MY REPORT AS UNDER:

1. The Company had dispatched postal ballot forms /emailed details of electronic voting to the Members whose name appeared in the Register of Members/Records of Depositories on the close of business hours on February 04, 2014;
2. Company had entered into arrangement with Central Depository Services (India) Limited for providing electronic voting facilities to the Members and had provided the electronic voting facilities to all the Members who were eligible to take part in the voting process;
3. The particulars of all postal ballot forms/details of electronic votes received from Members have been entered in a separate Register maintained for the purpose;
4. All postal ballot forms /electronic votes received upto the close of working hours on Monday, the 06th day of March, 2014 were considered for my scrutiny;
5. A Summary of the postal ballot forms received is as follows.

Particulars	Number of Postal Ballot Forms	No. of Shareholders	% of Total Paid Up Equity Shares
Total Postal Ballot Forms Received	594	30450722	8.19%
Less: Invalid Postal Ballot Forms*	51	12589	Negligible
Net Valid Postal Ballot Forms	543	30438133	8.19%



*Postal Ballot Forms which are not signed or where signatures are not matching with signature records with Depository are considered as Invalid.

6. A summary of electronic votes received is as follows:

Special Resolution under Section 81 (1A) of the Companies Act, 1956 for further Issue of Shares/Securities

Particulars	Number of Electronic Votes	No. of Sharesvoted upon	% of Total Paid Up Equity Shares
Total Electronic VotesCast	163	297827272	80.12%
Less: E-Votes Ignored*	0	0	0
Net Valid Electronic Votes	163	297827272	80.12%

*Where a shareholder has exercised voting rights in respect of same set of shares, both under electronic voting as well as the postal ballot, votes cast through Postal Ballot alone is taken into consideration for above tabulation.

7. I have on reckoning the voting rights of shareholders on the basis of the paid up value of the shares found that the total percentage of assent and dissent were as follows.

Sl. No.	Resolution	Assent (For)		Dissent (Against)	
		No. of Sharesvoted upon	% of Total Paid Up Equity Shares	No. of Sharesvoted upon	% of Total Paid Up Equity Shares
1	Special Resolution under Section 81 (1A) of the Companies Act, 1956 for further Issue of Shares/Securities.	328150380	88%	3614	Negligible

8. On reckoning the voting rights of shareholders as above, I report that total percentage of assent (**Voted For the Resolution**) in respect of Special Resolution under Section 81 (1A) of the Companies Act, 1956 for further Issue of Shares/Securities is **88%**

9. You may accordingly declare the result of the voting by Postal Ballot.

For Thomas Shanti & Co
Chartered Accountants (FRN 009127S)





Thomas Shanti(Membership Number 046349)
Proprietor (SCRUTINISER)