

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

Ref: SEC/MFL/SE/2018/2921

September 29, 2018

**National Stock Exchange of India Ltd.**

Exchange Plaza,  
Plot no. C/1, G Block,  
Bandra- Kurla Complex  
Bandra (E), Mumbai - 400 051

**BSE Limited**

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

Dear Sir/Madam,

**Ref: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Sub: Voting Results of 21<sup>st</sup> Annual General Meeting of Muthoot Finance Limited held on September 29, 2018**

At the 21<sup>st</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September, 2018 at Kerala Fine Arts Society Hall, Fine Arts Avenue, Fore Shore Road, Kochi, Kerala - 682 016 at 10.30 a.m., all the items of business contained in the Notice of Annual General Meeting dated 14.08.2018 were transacted and approved by the shareholders. All the agenda items as stated in aforesaid notice were approved by shareholders by requisite majority and details of the combined voting results (i.e. result of remote e-voting together with voting by ballot at venue of Annual General Meeting) as prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Scrutinizer's Report are enclosed as Annexure A and Annexure B respectively.

This is for your kind information and record thereon.

Thanking You,

For Muthoot Finance Limited



Maxin James  
Company Secretary

Annexure A

Date of AGM	29/09/2018
Total number of shareholders on record date	49563
No. of shareholders present in the meeting either in person or through proxy:	104
Promoters and Promoter Group:	13
Public:	91
No. of shareholders present in the meeting through Video Conferencing:	Nil
Promoters and Promoter Group:	Nil
Public:	Nil

Agenda item no. 1

To adopt Financial Results for the year ended 31st March, 2018

Resolution required: (Ordinary/ Special)	Ordinary							
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
Promoter and Promoter Group	E- Voting	294463872	294463872	100.00%	294463872	0	100.00%	0.00%
	Poll	0	0	-	0	0	-	-
	Postal Ballot (If Applicable)	-	-	-	-	-	-	-
	Total	294463872	294463872	100.00%	294463872	0	100.00%	0.00%
Public -Institutions	E- Voting	77035399	73635399	95.59%	73635399	0	100.00%	0.00%
	Poll	77035399	3400000	4.41%	3400000	0	100.00%	0.00%
	Postal Ballot (If Applicable)	-	-	-	-	-	-	-
	Total	77035399	77035399	100.00%	77035399	0	100.00%	0.00%
Public- Non Institutions	E- Voting	730019	674425	92.38%	674420	5	100.00%	0.00%
	Poll	730019	55594	7.62%	55594	0	100.00%	0.00%
	Postal Ballot (If Applicable)	-	-	-	-	-	-	-
	Total	730019	730019	100.0000%	730014	5	100.00%	0.00%
Total		372229290	372229290	100.0000%	372229285	5	100.00%	0.00%



## Agenda item no. 2

To re-appoint Mr. George Alexander Muthoot who retires by rotation and being eligible offers himself for re-appointment

Resolution required: (Ordinary/ Special)	Ordinary							
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
Promoter and Promoter Group	E- Voting	294463872	294463872	100.00%	294463872	0	100.00%	0.00%
	Poll	0	0	-	0	0	-	-
	Postal Ballot (If Applicable)	-	-	-	-	-	-	-
	Total	294463872	294463872	100.00%	294463872	0	100.00%	0.00%
Public -Institutions	E- Voting	77250572	73834275	95.58%	70424993	3409282	95.38%	4.62%
	Poll	77250572	3400000	4.40%	3400000	0	100.00%	0.00%
	Postal Ballot (If Applicable)	-	-	-	-	-	-	-
	Total	77250572	77234275	99.98%	73824993	3409282	95.59%	4.41%
Public- Non Institutions	E- Voting	730019	674425	92.38%	674291	134	99.98%	0.02%
	Poll	730019	55594	7.62%	55594	0	100.00%	0.00%
	Postal Ballot (If Applicable)	-	-	-	-	-	-	0.00%
	Total	730019	730019	100.0000%	729885	134	99.98%	0.02%
Total		372444463	372428166	99.9956%	369018750	3409416	99.08%	0.92%



Agenda item no. 3

To re-appoint Mr. George Thomas Muthoot who retires by rotation and being eligible offers himself for re-appointment

Resolution required: (Ordinary/ Special)	Ordinary							
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
Promoter and Promoter Group	E- Voting	294463872	294463872	100.00%	294463872	0	100.00%	0.00%
	Poll	0	0	-	0	0	-	-
	Postal Ballot (If Applicable)	-	-	-	-	-	-	-
	Total	294463872	294463872	100.00%	294463872	0	100.00%	0.00%
Public -Institutions	E- Voting	77223572	73807275	95.58%	54989166	18818109	74.50%	25.50%
	Poll	77223572	3400000	4.40%	3400000	0	100.00%	0.00%
	Postal Ballot (If Applicable)	-	-	-	-	-	-	-
	Total	77223572	77207275	99.98%	58389166	18818109	75.63%	24.37%
Public- Non Institutions	E- Voting	730019	674425	92.38%	674311	114	99.98%	0.02%
	Poll	730019	55594	7.62%	55594	0	100.00%	0.00%
	Postal Ballot (If Applicable)	-	-	-	-	-	-	0.00%
	Total	730019	730019	100.0000%	729905	114	99.98%	0.02%
Total		372417463	372401166	99.9956%	353582943	18818223	94.95%	5.05%





**KSR & CO COMPANY SECRETARIES LLP**

PRACTISING COMPANY SECRETARIES &amp; TRADE MARK AGENTS

Assuring Compliances &amp; Solutions – beyond challenge™



KSR/CBE/M-154/935/2018-19

September 29, 2018

Mr. M G George Muthoot,  
Chairman,  
Muthoot Finance Limited,  
2<sup>nd</sup> Floor, Muthoot Chambers,  
Opp. Saritha Theatre Complex,  
Ernakulam – 682018.

Dear Sir,

**Sub: Report of the Scrutinizer on the remote e-voting and physical voting at Annual General Meeting held vide Notice Dated 14<sup>th</sup>, August 2018 under Section 108 of the Companies Act, 2013 read with Regulation 44 of the SEBI (LODR) Regulations, 2015.**

1. The undersigned was appointed as Scrutinizer for the remote e-voting and physical voting in respect of resolutions proposed vide Notice dated 14<sup>th</sup>, August 2018 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 read with Regulation 44 of the SEBI (LODR) Regulations, 2015 in connection with the 21<sup>st</sup> Annual General Meeting (AGM) of the Company convened and held on Saturday, the 29<sup>th</sup> September 2018.
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 was 22<sup>nd</sup> September 2018.
3. The remote e-voting commenced on Wednesday, 26<sup>th</sup> September 2018 at 9.00am (IST) and ended on Friday 28<sup>th</sup> September, 2018 at 5.00pm (IST).
4. **As regards voting by ballot at the AGM;**
  - i. The ballots were duly opened in my presence and in the presence of two witnesses who are not in the employment of the company and were scrutinized. The shareholding and signatures were verified with the Register of Members/ List of Beneficiaries, as the case may be, duly assisted by the Registrar and Transfer Agent (RTA) of the Company.
  - ii. At the AGM only 9(Nine) ballots were cast. On verification of 9 (Nine) ballots, 3 ballots are invalid. I hereby report that the result at the AGM as **Annexure 1**.



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E-mail : nrs07@dataone.in, chennai@ksrandco.in

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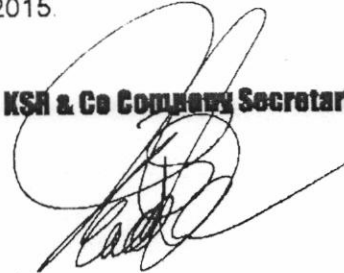
- iii. In determining the validity or otherwise of the ballots/votes cast ballot by post and votes cast at the AGM, I have adopted the following criteria:
- Where the shareholder has left the ballot blank or not indicated his vote or incorrectly filled, the ballot has been treated as invalid.
  - Where signatures are made available, which do not tally or ballot bears no signature or both the columns provided "for" and "against" have been tick marked or left blank, the ballot has been treated as invalid.
  - Where the shareholder has already exercised voting through remote e-voting facility the ballot by post has been treated as invalid.
  - Based on the data and information / reports / statements, I have carried out necessary checks / verifications as I considered necessary.
  - Particulars of all ballots cast at the AGM have been entered in a Register separately maintained for the purpose.
5. As regards the remote e-voting,
- The reports on remote e-voting from portal of National Securities Depository Limited (NSDL) was opened and downloaded on 29<sup>th</sup> September 2018 (Saturday) 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.
  - A total of 229 shareholders have voted successfully using the Remote e-voting facility. The summary of the votes cast for and against the 03 (Three) resolutions as per the said Notice and as extracted from the summary report of Remote e-voting from the said NSDL portal is annexed as **Annexure-2**.
6. A complete summary of voting carried out by the following modes in respect of the 03 (Three) resolutions as per the said Notice of AGM is annexed as **Annexure-3**.
- Voting by ballot at the AGM
  - Voting through remote E-voting
7. The detailed shareholder wise voting pattern by remote e-voting as downloaded from NSDL has been submitted separately by e-mail to the company secretary of the company.



8. As a Scrutinizer, I have performed my duties in compliance of the provisions of Section 108 read with Companies (Management and Administration) Rules, 2014 Regulation 44 of the SEBI (LODR) Regulations, 2015.

Place: Coimbatore

For **KSR & Co Company Secretaries LLP**



Date: 29<sup>th</sup> September 2018

**Mr.C.V.MADHUSUDHANAN**  
Partner  
**SCRUTINIZER**

**ANNEXURE - 1****VOTING AT AGM OF MUTHOOT FINANCE LIMITED**

RES. NO.	SUBJECT MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	FOR	AGAINST	RESULT
1.	To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) for the year ended 31 <sup>st</sup> March, 2018 and the Reports of the Board of Directors and the Auditors Report thereon.	Ordinary	3455594	0	PASSED
2.	To appoint Mr. George Alexander Muthoot (DIN: 00016787) who retires by rotation and being eligible offers himself for re-appointment	Ordinary	3455594	0	PASSED
3.	To appoint Mr. George Thomas Muthoot (DIN: 00018281) who retires by rotation and being eligible offers himself for re-appointment	Ordinary	3455594	0	PASSED





**ANNEXURE - 2****REMOTE E-VOTING POSITION OF MUTHOOT FINANCE LIMITED**

RES. NO	SUBJECT MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	FOR	AGAINST	RESULT
1.	To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) for the year ended 31 <sup>st</sup> March, 2018 and the Reports of the Board of Directors and the Auditors Report thereon.	Ordinary	368773691	5	PASSED
2.	To appoint Mr. George Alexander Muthoot (DIN: 00016787) who retires by rotation and being eligible offers himself for re-appointment	Ordinary	365563156	3409416	PASSED
3.	To appoint Mr. George Thomas Muthoot (DIN: 00018281) who retires by rotation and being eligible offers himself for re-appointment	Ordinary	350127349	18818223	PASSED

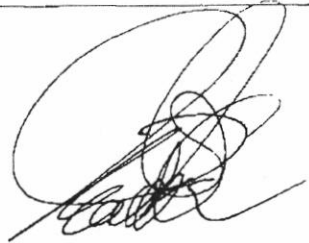


**MUTHOOT FINANCE LIMITED**

**ANNEXURE – 3**

**SUMMARY RESULT OF REMOTE E-VOTING AND VOTING AT AGM**

R. NO	SUBJECT MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	REMOTE E-VOTING		VOTING AT THE AGM		TOTAL		RESULT
			FOR	AGAINST	FOR	AGAINST	FOR	AGAINST	
1.	To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) for the year ended 31 <sup>st</sup> March, 2018 and the Reports of the Board of Directors and the Auditors Report thereon.	Ordinary	368773691	5	3455594	NIL	372229285	5	PASSED



**Mr.C.V.MADHUSUDHANAN**

**SCRUTINIZER FOR REMOTE E-VOTING AND VOTING AT AGM**

**KSR & CO COMPANY SECRETARIES LLP**

PRACTISING COMPANY SECRETARIES &amp; TRADE MARK AGENTS

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2.	To appoint Mr. George Alexander Muthoot (DIN: 00016787) who retires by rotation and being eligible offers himself for re-appointment	Ordinary	365563156	3409416	3455594	NIL	369018750	3409416	PASSED
3.	To appoint Mr. George Thomas Muthoot (DIN: 00018281) who retires by rotation and being eligible offers himself for re-appointment	Ordinary	350127349	18818223	3455594	NIL	353582943	18818223	PASSED

**Mr.C.V.MADHUSUDHANAN****SCRUTINIZER FOR REMOTE E-VOTING AND VOTING AT AGM**