

RESULT OF E-VOTING/BALLOT BY POST OF 17TH ANNUAL GENERAL MEETING OF THE COMPANY

The consolidated results of e-voting & Ballot by post of various items in the Agenda of the 17th Annual General Meeting of the company held on September 25, 2014 as per the Scrutinizer's report dated September 24, 2014.

Sl. No.	Agenda Item	No. of votes cast in favour	No. of votes against	% of votes cast in favour	% of votes against
1	To adopt Financial Results for the year ended 31st March, 2014	334795662	48	99.99%	0.01%
2	To declare a dividend.	334795710	0	100.00%	-
3	To appoint M/s Rangamani & Co., as Statutory Auditors and fixing their remuneration.	334795363	347	99.99%	0.01%
4	To reappoint Mr. George Thomas Muthoot as Whole Time Director who retires by rotation and being eligible offers himself for reappointment	334795203	467	99.99%	0.01%
5	To reappoint Mr. George Jacob Muthoot as Whole Time who retires by rotation and being eligible offers himself for reappointment	334795203	467	99.99%	0.01%
6	To appoint Mr. George Joseph as Independent Director for a term of 2 years.	334795183	487	99.99%	0.01%
7	To appoint Mr. K George John as Independent Director for a term of 2 years.	334795133	537	99.99%	0.01%
8	To appoint Mr. John K Paul as Independent Director for a term of 2 years.	326601799	8193871	97.55%	2.45%
9	To appoint Mr .K John Mathew as Independent Director for a term of 2 years.	334795231	439	99.28%	0.72%
10	To appoint Mr. George Alexander Muthoot as Managing Director with effect from April 1, 2015 for a term of 5 years.	332373788	2421882	99.28%	0.72%
11	To appoint Mr. M G George Muthoot as Whole Time Director with effect from April 1, 2015 for a term of 5 years.	332373798	2421872	99.28%	0.72%
12	To appoint Mr. George Jacob Muthoot as Whole Time Director with effect	332373798	2421872	99.28%	0.72%

	from April 1, 2015 for a term of 5 years.				
13	To appoint Mr. George Thomas Muthoot as Whole Time Director with effect from April 1, 2015 for a term of 5 years.	332373797	2421873	99.28%	0.72%
14	To approve payment of remuneration to Non-Executive Directors	334794774	776	99.99%	0.01%
15	To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement basis	334794727	943	99.99%	0.01%
16	To obtain consent of the members for borrowing power to be exercised by Board of Directors of the Company in terms of the provisions of Section 180 (1) (c) of Companies Act, 2013	334795618	492	99.99%	0.01%

Sd/-
M G GEORGE MUTHOOT
CHAIRMAN

Kochi
27.09.2014

KSR/CBE/M154/910/2014-15

September 24, 2014

Mr. M G George Muthoot
Chairman,
Muthoot Finance Limited,
Muthoot Chambers, 2nd Floor,
Opp. Saritha Theatre Complex,
Banerji Road,
Kochi – 682 018.

Dear Sir,

Sub: Report of the Scrutinizer for the E-Voting and Ballot by Post vide Notice Dated 11th August, 2014 under Section 108 of the Companies Act, 2013 read with Clause 35B of the Listing Agreement.

1. The undersigned was appointed as Scrutinizer for the E-Voting and also voting by Ballot by Post in respect of resolutions proposed vide Notice dated 11th August, 2014 of Muthoot Finance Limited (the Company) as per the provisions of Section 108 read with The Companies (Management and Administration) Rules, 2014 in connection with the 17th Annual General Meeting of the Company convened on 25th September 2014. In addition to the E-Voting, the Ballot by Post was required to be conducted as per the provisions of Clause 35B of the Listing Agreement in respect of shareholders who have no access to e-voting.
2. As per the said Notice, the record date for ascertaining list of shareholders and the voting rights of shareholders for e-voting and voting by Ballot by Post is as on August 15th 2014.
3. The E-Voting and Ballot by Post ended at 6.00 PM IST on 22nd September 2014.
4. As regards the E-Voting,
 - a. I unblocked the votes cast by electronic means from the E-Voting portal of Central Depository Services Limited (CDSL) in the presence of two witnesses namely Mrs.G.Sarojini and Mrs.G.Indumathi on Tuesday, the 23rd September, 2014 and 24th September, 2014 for obtaining the complete voting list and ascertained the votes cast for and against the resolutions as proposed in the said Notice.

- b. A total of only 104 shareholders have voted successfully using the E-Voting facility. The Summary of the votes cast for and against the 16 resolutions as per the said Notice and as extracted from the summary report of E-Voting from the said CDSL and also the complete voting list provided by CDSL is annexed as **Annexure-1**.
- c. The complete list of the voting position comprising of votes registered by each share holder who has successfully voted through E-Voting and also of those shareholders who have not succeeded in E-Voting as downloaded from the CDSL E-Voting platform has been separately provided to the Company Secretary of the Company.
5. As regards the Ballot by Post the Scrutinizer has received a total of 112 ballots. On verification of the 112 ballots received up to the said date from the shareholders of the Company holding Equity Shares and based on the information made available to me, I hereby submit my Report on the Result of Ballot by Post, as per **Annexure-2** and further state as under:
- a. Particulars of all Ballot Forms by Post received from members have been entered in a Register separately maintained for the purpose.
- b. The Ballots were duly opened in my presence and scrutinized and the shareholding and signatures were matched / confirmed with the Register of Members/ List of Beneficiaries, as the case may be.
- c. I have been provided with adequate system support including the Register of Members / List of Beneficiaries, specimen signatures, certified extracts of board resolutions from the office of the Company's RT&A and the data from the Ballot Forms was accordingly verified and duly entered.
- d. All Ballot Forms received up to 6.00 PM IST on Monday, 22nd September 2014, the last date and time fixed by the Company for receipt of the Ballot by Post was considered for my scrutiny.
- e. I have not found any defaced or mutilated or decrepit Ballot Form.
- f. In determining the validity or other wise of the Ballots received, I have adopted the following criteria:
- i. Where the shareholder has left the Ballot Paper blank or not indicated his vote or incorrectly filled or where no ballot was found inside the cover etc, the ballot has been treated as invalid.



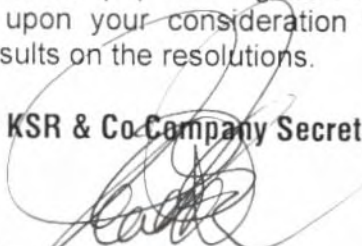
- ii. Where signatures are made available, which do not tally or ballot paper bears no signature or both the columns provided "for" and "against" have been tick marked or left blank, the ballot has been treated as invalid.
- iii. Where the shareholder being a company has omitted to send a certified copy of the resolution of the Board of Directors authorizing the signatory to vote and sign, the ballot paper has been treated as invalid.
- g. Based on the data and information / reports / statements, I have carried out necessary checks / verifications as I considered necessary.
- h. The following are the statistics relating to the Ballots received by Post:

S. No.	Particulars	Numbers
1.	Total Number of Ballots Received	112
2.	Total Number of Ballots considered valid	100
3.	Total Number of invalid Ballots	12
4.	Total Number of Ballots by Post received in mutilated, decrepit, defaced condition	NIL

6. I request you to consider the results of the polling, if any, at the Annual General Meeting, collate the results thereof and declare the result of the resolutions accordingly. If there is no polling in the Annual General Meeting, the results as per my report and the Summary Result of Ballot by Post and E Voting as per **Annexure-3** hereto can be deemed as final and accordingly be published.
7. As a Scrutinizer, I have performed my duties in compliance of the provisions of Section 108 read with Companies (Management and Administration) Rules, 2014 and further read with Clause 35B of the Listing Agreement.
8. I will hand over the ballot forms and other related papers / registers and records for safe custody to the Company Secretary upon your consideration signing of the minutes of the meeting and declaration of results on the resolutions.

Place: Coimbatore
 Date : 24/09/2014

For **KSR & Co Company Secretaries LLP**


Mr.C.V.Madhusudhanan
 Partner
 SCRUTINIZER

**ANNEXURE - 1****E-VOTING SUMMARY OF MUHTOOT FINANCE LIMITED**

RES. NO	SUBJECT MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	FOR	AGAINST	RESULT
1.	To adopt Financial Statements for the year ended 31 st March, 2014	Ordinary	334780606	0	PASSED
2.	To declare a final dividend and confirm the two interim dividends	Ordinary	334780606	0	PASSED
3.	To appoint M/s Rangamani & Co., as statutory Auditors and fixing their remuneration	Ordinary	334780307	299	PASSED
4.	To reappoint Mr.George Thomas Muthoot as Director who retires by rotation and being eligible offers himself for reappointment	Ordinary	334780187	419	PASSED
5.	To reappoint Mr.George Jacob Muthoot as Director who retires by rotation and being eligible offers himself for reappointment	Ordinary	334780187	419	PASSED
6.	To appoint Mr.George Joseph as Independent Director for a term of 2 years.	Ordinary	334780187	419	PASSED
7.	To appoint Mr.K.George John as Independent Director for a term of 2 years.	Ordinary	334780187	419	PASSED
8.	To appoint Mr.John K Paul as Independent Director for a term of 2 years.	Ordinary	326586853	8193753	PASSED

Witness:
G.SAROJINI
G.INDUMATHI

KSR & CO COMPANY SECRETARIES LLP

PRACTISING COMPANY SECRETARIES & TRADE MARK AGENTS

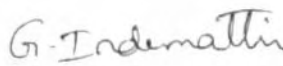
KSR&CO
COMPANY SECRETARIES
Teamwork takes Firm Steps

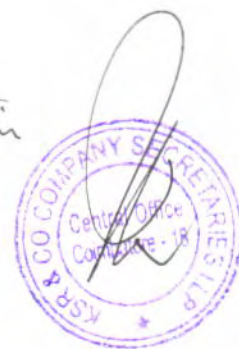


9.	To appoint Justice K.John Mathew as Independent Director for a term of 2 years.	Ordinary	334780187	419	PASSED
10.	To appoint Mr.George Alexander Muthoot as Managing Director with effect from April 1, 2015 for a term of 5 years.	Ordinary	332358906	2421700	PASSED
11.	To appoint Mr.M.G.George Muthoot as Whole Time Director with effect from April 1, 2015 for a term of 5 years.	Ordinary	332358916	2421690	PASSED
12.	To appoint Mr.George Jacob Muthoot as Whole Time Director with effect from April 1, 2015 for a term of 5 years.	Ordinary	332358916	2421690	PASSED
13.	To appoint Mr.George Thomas Muthoot as Whole Time Director with effect from April 1, 2015 for a term of 5 years.	Ordinary	332358915	2421691	PASSED
14.	To approve payment of remuneration to Non-Executive Directors	Ordinary	334780172	314	PASSED
15.	To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement basis	Special	334780307	299	PASSED
16.	To obtain consent of the members for borrowing power to be exercised by Board of Directors of the Company in terms of the provisions of Section 180(1) (c) of Companies Act 2013	Special	334780242	264	PASSED

Witness:


G.SAROJINI

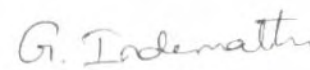

G.INDUMATHI



ANNEXURE - 2**RESULT OF BALLOT BY POST – MUTHOOT FINANCE LIMITED**

RES. NO.	SUBJECT MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	BALLOT BY POST		RESULT
			FOR	AGAINST	
1.	To adopt Financial Statements for the year ended 31 st March, 2014	Ordinary	15056	48	PASSED
2.	To declare a final dividend and confirm the two interim dividends	Ordinary	15104	0	PASSED
3.	To appoint M/s Rangamani & Co., as statutory Auditors and fixing their remuneration	Ordinary	15056	48	PASSED
4.	To reappoint Mr.George Thomas Muthoot as Director who retires by rotation and being eligible offers himself for reappointment	Ordinary	15016	48	PASSED
5.	To reappoint Mr.George Jacob Muthoot as Director who retires by rotation and being eligible offers himself for reappointment	Ordinary	15016	48	PASSED
6.	To appoint Mr.George Joseph as Independent Director for a term of 2 years.	Ordinary	14996	68	PASSED

Witness:

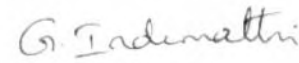

G.SAROJINI
G.INDUMATHI



7.	To appoint Mr.K.George John as Independent Director for a term of 2 years.	Ordinary	14946	118	PASSED
8.	To appoint Mr.John K Paul as Independent Director for a term of 2 years.	Ordinary	14946	118	PASSED
9.	To appoint Justice K.John Mathew as Independent Director for a term of 2 years.	Ordinary	15044	20	PASSED
10.	To appoint Mr.George Alexander Muthoot as Managing Director with effect from April 1, 2015 for a term of 5 years.	Ordinary	14882	182	PASSED
11.	To appoint Mr.M.G.George Muthoot as Whole Time Director with effect from April 1, 2015 for a term of 5 years.	Ordinary	14882	182	PASSED
12.	To appoint Mr.George Jacob Muthoot as Whole Time Director with effect from April 1, 2015 for a term of 5 years.	Ordinary	14882	182	PASSED
13.	To appoint Mr.George Thomas Muthoot as Whole Time Director with effect from April 1, 2015 for a term of 5 years.	Ordinary	14882	182	PASSED
14.	To approve payment of remuneration to Non-Executive Directors	Ordinary	14602	462	PASSED

Witness:


G.SAROJINI


G.INDUMATHI



KSR & CO COMPANY SECRETARIES LLP

PRACTISING COMPANY SECRETARIES & TRADE MARK AGENTS

KSR&CO
COMPANY SECRETARIES
Fostering Trust. Enabling Growth.



15.	To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement basis	Special	14420	644	PASSED
16.	To obtain consent of the members for borrowing power to be exercised by Board of Directors of the Company in terms of the provisions of Section 180(1) (c) of Companies Act 2013	Special	15376	228	PASSED

Witness:


G.SAROJINI


G.INDUMATHI



**MUTHOOT FINANCE LIMITED****ANNEXURE – 3****SUMMARY RESULT OF BALLOT BY POST AND E-VOTING**

R. NO	SUB MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	BALLOT BY POST		E-VOTING		GRAND TOTAL		RESULT
			FOR	AGAINST	FOR	AGAINST	FOR	AGAINST	
1.	To adopt Financial Statements for the year ended 31 st March, 2014	Ordinary	15056	48	334780606	0	334795662	48	PASSED
2.	To declare a final dividend and confirm the two interim dividends	Ordinary	15104	0	334780606	0	334795710	0	PASSED
3.	To appoint M/s Rangamani & Co., as statutory Auditors and fixing their remuneration	Ordinary	15056	48	334780307	299	334795363	347	PASSED
4.	To reappoint Mr.George Thomas Muthoot as Director who retires by rotation and being eligible offers himself for reappointment	Ordinary	15016	48	334780187	419	334795203	467	PASSED





MR.C.V.MADHUSUDHANAN

SCRUTINIZER FOR BALLOT BY POST AND E-VOTING



5.	To reappoint Mr.George Jacob Muthoot as Director who retires by rotation and being eligible offers himself for reappointment	Ordinary	15016	48	334780187	419	334795203	467	PASSED
6.	To appoint Mr.George Joseph as Independent Director for a term of 2 years.	Ordinary	14996	68	334780187	419	334795183	487	PASSED
7.	To appoint Mr.K.George John as Independent Director for a term of 2 years.	Ordinary	14946	118	334780187	419	334795133	537	PASSED
8.	To appoint Mr.John K Paul as Independent Director for a term of 2 years.	Ordinary	14946	118	326586853	8193753	326601799	8193871	PASSED
9.	To appoint Justice K.John Mathew as Independent Director for a term of 2 years.	Ordinary	15044	20	334780187	419	334795231	439	PASSED
10.	To appoint Mr.George Alexander Muthoot as Managing Director with effect from April 1, 2015 for a term of 5 years.	Ordinary	14882	182	332358906	2421700	332373788	2421882	PASSED



MR.C.V.MADHUSUDHANAN

SCRUTINIZER FOR BALLOT BY POST AND E-VOTING



11.	To appoint Mr.M.G.George Muthoot as Whole Time Director with effect from April 1, 2015 for a term of 5 years.	Ordinary	14882	182	332358916	2421690	332373798	2421872	PASSED
12.	To appoint Mr.George Jacob Muthoot as Whole Time Director with effect from April 1, 2015 for a term of 5 years.	Ordinary	14882	182	332358916	2421690	332373798	2421872	PASSED
13.	To appoint Mr.George Thomas Muthoot as Whole Time Director with effect from April 1, 2015 for a term of 5 years.	Ordinary	14882	182	332358915	2421691	332373797	2421873	PASSED
14.	To approve payment of remuneration to Non-Executive Directors	Ordinary	14602	462	334780172	314	334794774	776	PASSED
15.	To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement basis	Special	14420	644	334780307	299	334794727	943	PASSED
16.	To obtain consent of the members for borrowing power to be exercised by Board of Directors of the Company in terms of the provisions of Section 180(1) (c) of Companies Act 2013	Special	15376	228	334780242	264	334795618	492	PASSED

MR.C.V.MADHUSUDHANAN

SCRUTINIZER FOR BALLOT BY POST AND E-VOTING

