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KSR/CBE/M154/314A/2020-21

30/09/2020

M.G. George Muthoot  
Chairman  
Muthoot Finance Limited  
2<sup>nd</sup> Floor, Muthoot Chambers,  
Opposite Saritha Theater Complex,  
Ernakulam  
Kerala-682 018

Dear Sir,

**Sub: Report of the Scrutinizer on the remote e-voting under Section 108 of the Companies Act, 2013 prior to and during the 23<sup>rd</sup> Annual General Meeting of Muthoot Finance Limited held vide Notice Dated 05<sup>th</sup> September 2020.**

1. The undersigned was appointed as Scrutinizer for the remote e-voting in respect of resolutions proposed vide Notice dated 05<sup>th</sup> September 2020 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 further read with in connection with the 23<sup>rd</sup> Annual General Meeting (AGM) of the Company convened and held on Wednesday, the 30<sup>th</sup> September 2020 through VC / OAV means in terms of Ministry of Corporate Affairs ("MCA") Circulars dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020.
2. As per the said Notice, the cut-off date for ascertaining voting rights of shareholders for remote e-voting prior to and during the AGM was 23<sup>rd</sup> September, 2020.
3. The remote e-voting commenced on Sunday, 27<sup>th</sup> September 2020 (9.00 a.m (IST)) and ended on Tuesday 29<sup>th</sup> September, 2020 (5.00pm (IST)).
4. The report on remote e-voting and the e-voting at the AGM was opened and downloaded from portal of National Securities Depository Limited (NSDL) on 30<sup>th</sup> September 2020 (Wednesday) by the Scrutinizer, post the completion of the AGM.

**CENTRAL OFFICE :**

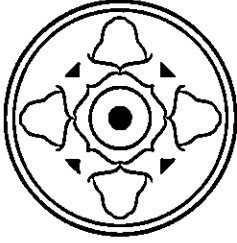
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5. A total of 583 shareholders have voted successfully using the remote e-voting facility. The summary of the votes cast for and against the 08 (Eight) resolutions as per the said Notice and as extracted from the summary report of Remote e-voting from the said NSDL portal is annexed as **Annexure**.
6. The detailed shareholder wise voting pattern by e-voting as downloaded from NSDL has been submitted separately by e-mail to the company secretary of the company.
7. As a Scrutinizer, I have performed my duties in compliance of the provisions of Section 108 read with Rule 20 of Companies (Management and Administration) Rules, 2014 read with Circulars of Ministry of Corporate Affairs dated 08<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 05<sup>th</sup> May, 2020.

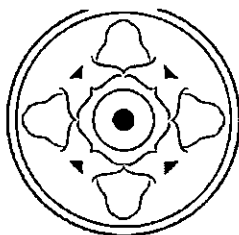
Place: Coimbatore

Date: September 30, 2020

For **KSR & Co Company Secretaries LLP**

**Dr.C.V.MADHUSUDHANAN**  
Partner (FCS 5367; CP 4408)  
**SCRUTINIZER**

Lighting the Lamp of Partnership

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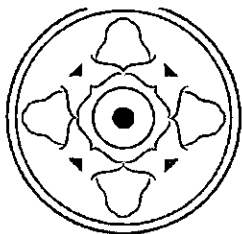
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**ANNEXURE****REMOTE E-VOTING POSITION OF MUTHOOT FINANCE LIMITED**

RES. NO	SUBJECT MATTER OF THE RESOLUTION	NATRUES OF BUSINESS	RESOLUTION REQUIREMENT	VOTES FOR	VOTES AGAINST	RESULT
1.	Adoption of Consolidated Financial Statements for the year ended 31 <sup>st</sup> March 2020	Ordinary	Ordinary	362760908	182171	PASSED
2.	Re-appointment of George Thomas Muthoot (DIN: 00018281) Director who retires by rotation and re-appointed as a Director.	Ordinary	Ordinary	362736630	352492	PASSED
3.	Re-appointment of George Alexander Muthoot (DIN: 00016787) Director who retires by rotation and re-appointed as a Director.	Ordinary	Ordinary	355699388	7389734	PASSED
4.	Re-appointment of Alexander M George (DIN: 00016787), as Whole-time Director of the Company	Special	Special	362427898	661024	PASSED
5.	Re-appointment of Mr.Jose Mathew (DIN: 00023232) as Independent Director of the Company	Special	Special	360259233	2829689	PASSED
6.	Re-appointment of Justice (Retd.) Jacob Benjamin Koshy (DIN: 07901232) as Independent Director of the Company	Special	Special	355748784	7339973	PASSED



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7.	Increase in borrowing powers of the Board of Directors	Special	Special	362213267	875627	PASSED
8.	Consent for creation of charge, mortgage, hypothecation on the immovable and movable properties of the Company	Special	Special	362434051	654843	PASSED

**Dr.C.V.MADHUSUDHANAN**

**Partner (FCS 5367; CP 4408)**

**SCRUTINIZER FOR REMOTE E-VOTING**

Date:30<sup>th</sup> September, 2020

Place: Coimbatore