



Muthoot Finance Limited

Registered Office :
2nd floor, Muthoot Chambers,
Opp. Saritha Theatre Complex,
Banerji Road, Ernakulam - 682 018
Kerala, India
CIN : L65910KL1997PLC 011300

Phone : +91 484 2396478, 2394712
Fax : +91 484 2396506, 2397399
mails@muthootgroup.com
www.muthootgroup.com

Ref: SEC/MFL/SE/2017/2603

Symbol: MUTHOOTFIN
Scrip code: 533398

September 20, 2017

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

Department of Corporate Services
BSE Limited,
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 20th Annual General Meeting of Muthoot Finance Limited held on September 20, 2017

At 20th Annual General Meeting of the Company held at Kerala Fine Arts Society Hall, Fine Arts Avenue, Fore Shore Road, Kochi, Kerala - 682 016 on September 20, 2017 at 10.30 AM, all the items of business contained in the Notice of Annual General Meeting dated 08.08.2017 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 the 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



| | |
|---|------------|
| Date of AGM | 20/09/2017 |
| Total number of shareholders on record date | 41324 |
| No. of shareholders present in the meeting either in person or through proxy: | 102 |
| Promoters and Promoter Group: | 13 |
| Public: | 89 |
| 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, 2017

| 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 | 81066943 | 80966360 | 99.88% | 80966360 | 0 | 100.00% | 0.00% |
| | Poll | 0 | 0 | - | 0 | 0 | - | - |
| | Postal Ballot (If Applicable) | - | - | - | - | - | - | - |
| | Total | 81066943 | 80966360 | 99.88% | 80966360 | 0 | 100.00% | 0.00% |
| Public- Non Institutions | E- Voting | 28578 | 28578 | 99.91% | 28578 | 0 | 100.00% | 0.00% |
| | Poll | 25 | 25 | 0.087% | 25 | 0 | 100.00% | 0.00% |
| | Postal Ballot (If Applicable) | - | - | - | - | - | - | 0.00% |
| | Total | 28603 | 28603 | 100.00% | 28603 | 0 | 100.00% | 0.00% |
| Total | | 375559418 | 375458835 | 99.97% | 375458835 | 0 | 100.00% | 0.00% |



Agenda item no. 2

To re-appoint Mr. George Jacob 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 | 81066943 | 79364048 | 97.90% | 79364048 | 0 | 100.00% | 0.00% |
| | Poll | 0 | 0 | - | 0 | 0 | - | - |
| | Postal Ballot (If Applicable) | - | - | - | - | - | - | - |
| | Total | 81066943 | 7,93,64,048.00 | 97.90% | 79364048 | 0 | 100.00% | 0.00% |
| Public- Non Institutions | E- Voting | 28578 | 28578 | 99.91% | 28578 | 0 | 100.00% | 0.00% |
| | Poll | 25 | 25 | 0.087% | 25 | 0 | 100.00% | 0.00% |
| | Postal Ballot (If Applicable) | - | - | - | - | - | - | 0.00% |
| | Total | 28603 | 28603 | 100.00% | 28603 | 0 | 100.00% | 0.00% |
| Total | | 375559418 | 373856523 | 99.55% | 373856523 | 0 | 100.00% | 0.00% |



Agenda item no. 3

To re-appoint Mr. Alexander Muthoot George 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 | 81066943 | 81066943 | 100.00% | 81066943 | 0 | 100.00% | 0.00% |
| | Poll | 0 | 0 | - | 0 | 0 | - | - |
| | Postal Ballot (If Applicable) | - | - | - | - | - | - | - |
| | Total | 81066943 | 81066943 | 100.00% | 81066943 | 0 | 100.00% | 0.00% |
| Public- Non Institutions | E- Voting | 28578 | 28578 | 99.91% | 28578 | 0 | 100.00% | 0.00% |
| | Poll | 25 | 25 | 0.087% | 25 | 0 | 100.00% | 0.00% |
| | Postal Ballot (If Applicable) | - | - | - | - | - | - | 0.00% |
| | Total | 28603 | 28603 | 100.00% | 28603 | 0 | 100.00% | 0.00% |
| Total | | 375559418 | 375559418 | 100.00% | 375559418 | 0 | 100.00% | 0.00% |



Agenda item no. 4

To appoint M/s Varma & Varma, Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration

| 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 | 81066943 | 81066943 | 100.00% | 81066943 | 0 | 100.00% | 0.00% |
| | Poll | 0 | 0 | - | 0 | 0 | - | - |
| | Postal Ballot (If Applicable) | - | - | - | - | - | - | - |
| | Total | 81066943 | 81066943 | 100.00% | 81066943 | 0 | 100.00% | 0.00% |
| Public- Non Institutions | E- Voting | 28578 | 28578 | 99.91% | 28557 | 21 | 99.93% | 0.07% |
| | Poll | 25 | 25 | 0.087% | 25 | 0 | 100.00% | 0.00% |
| | Postal Ballot (If Applicable) | - | - | - | - | - | - | 0.00% |
| | Total | 28603 | 28603 | 100.00% | 28582 | 21 | 99.93% | 0.07% |
| Total | | 375559418 | 375559418 | 100.00% | 375559397 | 21 | 100.00% | 0.00% |



Agenda item no. 5

To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement basis

| Resolution required: (Ordinary/ Special) | Special | | | | | | | |
|---|-------------------------------|--------------------|---------------------|---|-------------------------|-----------------------|--------------------------------------|------------------------------------|
| 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 | 81066943 | 80855960 | 99.74% | 79533961 | 1321999 | 98.36% | 1.64% |
| | Poll | 0 | 0 | - | 0 | 0 | - | - |
| | Postal Ballot (If Applicable) | - | - | - | - | - | - | - |
| | Total | 81066943 | 80855960 | 99.74% | 79533961 | 1321999 | 98.36% | 1.64% |
| Public- Non Institutions | E- Voting | 28578 | 28578 | 99.91% | 28577 | 1 | 99.9965% | 0.0035% |
| | Poll | 25 | 25 | 0.087% | 25 | 0 | 100.00% | 0.00% |
| | Postal Ballot (If Applicable) | - | - | - | - | - | - | 0.00% |
| | Total | 28603 | 28603 | 100.00% | 28602 | 1 | 100.00% | 0.0035% |
| Total | | 375559418 | 375348435 | 99.94% | 374026435 | 1322000 | 99.65% | 0.35% |



Agenda item no. 6

To re- appoint Ms. Pamela Anna Mathew as Independent Director

| Resolution required: (Ordinary/ Special) | Special | | | | | | | |
|---|-------------------------------|--------------------|---------------------|---|-------------------------|-----------------------|--------------------------------------|------------------------------------|
| 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 | 81066943 | 81066943 | 100.00% | 63615444 | 17451499 | 78.47% | 21.53% |
| | Poll | 0 | 0 | - | 0 | 0 | - | - |
| | Postal Ballot (If Applicable) | - | - | - | - | - | - | - |
| | Total | 81066943 | 81066943 | 100.00% | 63615444 | 17451499 | 78.47% | 21.53% |
| Public- Non Institutions | E- Voting | 28578 | 28578 | 99.91% | 28578 | 0 | 100.00% | 0.00% |
| | Poll | 25 | 25 | 0.087% | 25 | 0 | 100.00% | 0.00% |
| | Postal Ballot (If Applicable) | - | - | - | - | - | - | 0.00% |
| | Total | 28603 | 28603 | 100.00% | 28603 | 0 | 100.00% | 0.00% |
| Total | | 375559418 | 375559418 | 100.00% | 358107919 | 17451499 | 95.35% | 4.65% |



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Agenda item no. 7

To appoint Mr. Jose Mathew as Independent Director

| 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 | 81066943 | 81066943 | 100.00% | 81066943 | 0 | 100.00% | 0.00% |
| | Poll | 0 | 0 | - | 0 | 0 | - | - |
| | Postal Ballot (If Applicable) | - | - | - | - | - | - | - |
| | Total | 81066943 | 81066943 | 100.00% | 81066943 | 0 | 100.00% | 0.00% |
| Public- Non Institutions | E- Voting | 28578 | 28578 | 99.91% | 28578 | 0 | 100.00% | 0.00% |
| | Poll | 25 | 25 | 0.087% | 25 | 0 | 100.00% | 0.00% |
| | Postal Ballot (If Applicable) | - | - | - | - | - | - | - |
| | Total | 28603 | 28603 | 100.00% | 28603 | 0 | 100.00% | 0.00% |
| Total | | 375559418 | 375559418 | 100.00% | 375559418 | 0 | 100.00% | 0.00% |



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Agenda item no. 8

To appoint Justice (Retd.) Jacob Benjamin Koshy as Independent Director

| 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 | 81066943 | 81066943 | 100.00% | 81066943 | 0 | 100.00% | 0.00% |
| | Poll | 0 | 0 | - | 0 | 0 | - | - |
| | Postal Ballot (If Applicable) | - | - | - | - | - | - | - |
| | Total | 81066943 | 81066943 | 100.00% | 81066943 | 0 | 100.00% | 0.00% |
| Public- Non Institutions | E- Voting | 28578 | 28578 | 99.91% | 28578 | 0 | 100.00% | 0.00% |
| | Poll | 25 | 25 | 0.087% | 25 | 0 | 100.00% | 0.00% |
| | Postal Ballot (If Applicable) | - | - | - | - | - | - | 0.00% |
| | Total | 28603 | 28603 | 100.00% | 28603 | 0 | 100.00% | 0.00% |
| Total | | 375559418 | 375559418 | 100.00% | 375559418 | 0 | 100.00% | 0.00% |



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Agenda item no. 9

To appoint Mr. Pratip Chaudhuri as Independent Director

| 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 | 81066943 | 81066943 | 100.00% | 80180324 | 886619 | 98.91% | 1.09% |
| | Poll | 0 | 0 | - | 0 | 0 | - | - |
| | Postal Ballot (If Applicable) | - | - | - | - | - | - | - |
| | Total | 81066943 | 81066943 | 100.00% | 80180324 | 886619 | 98.91% | 1.09% |
| Public- Non Institutions | E- Voting | 28578 | 28578 | 99.91% | 28578 | 0 | 100.00% | 0.00% |
| | Poll | 25 | 25 | 0.087% | 25 | 0 | 100.00% | 0.00% |
| | Postal Ballot (If Applicable) | - | - | - | - | - | - | 0.00% |
| | Total | 28603 | 28603 | 100.00% | 28603 | 0 | 100.00% | 0.00% |
| Total | | 375559418 | 375559418 | 100.00% | 374672799 | 886619 | 99.76% | 0.24% |



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KSR/CBE/M 154/ 606 /2017-18

20th September, 2017

Mr.M G George Muthoot,
 Chairman,
 Muthoot Finance Limited,
 2nd Floor, Muthoot Chambers,
 Opp. Sarita Theatre Complex,
 Kochi – 682018.

Dear Sir,

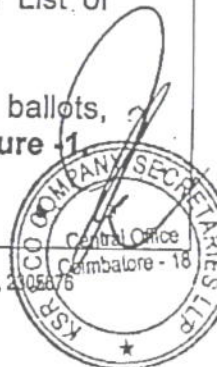
Sub: Report of the Scrutinizer on the remote e-voting and physical voting at Annual-General Meeting held vide Notice Dated 08th, August 2017 under Section 108 of the Companies Act, 2013 read with Regulation 44 of the SEBI (LODR) Regulations, 2015.

1. The undersigned was appointed as Scrutinizer for the remote e-voting and physical voting at Annual General Meeting in respect of resolutions proposed vide Notice dated 08th August 2017 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 20th Annual General Meeting (AGM) of the Company convened and held on Wednesday, the 20th September 2017.
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 Wednesday, the 13th September 2017.
3. The remote e-voting commenced on Sunday, 17th August 2017 at 9.00 am and ended on Tuesday 19th September, 2017 at 5.00pm (IST).
4. **As regards voting by ballot at the AGM;**
 - i. The ballots were duly opened in my presence and presence of two witnesses who are not in the employment of the company. And the shareholding and signatures were verified / confirmed with the Register of Members / List of Beneficiaries, as the case may be.
 - ii. At the AGM only 4 (four) ballots were cast. On verification of 4 (four) ballots, 3ballots are invalid. I hereby report that the result at the AGM as **Annexure - 1**

Central Office : Coimbatore : Indus Chambers, Ground Floor, No. 101, Govt. Arts College Road, Coimbatore - 641 018. Phone : (0422) 2302867, 2302868, 2305876
 E-mail : info@ksrandco.in

Branches : Chennai : Flat No. 1, 26/27, Venkatesham Flat, Gopal Street, T. Nagar, Chennai - 600 017. Phone : (044) 24337620
 E-mail : rrs07@dataone.in, chennai@ksrandco.in

Bangalore : S-311, 3rd Floor, South Block, Manipal Centre, No. 47, Dickenson Road, Bangalore - 560 042. Mobile : 99014 00995 E-mail : bangalore@ksrandco.in



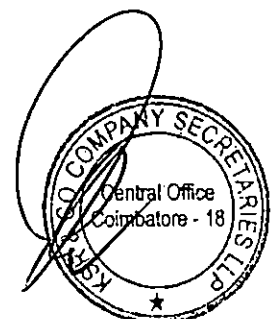
- iii. I have been provided with adequate system support including the Register of Members / List of Beneficiaries, specimen signatures, certified extracts of board resolutions from the office of the Company's RT&A and the data from the ballots was accordingly verified and duly entered.
- iv. In determining the validity or other wise of the ballots/ votes cast at the AGM, I have adopted the following criteria:
 - a. Where the shareholder has left the ballot blank or not indicated his vote or incorrectly filled, the ballot has been treated as invalid.
 - b. 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.
 - c. Where the shareholder has already exercised voting through remote e-voting facility the ballot by post has been treated as invalid.
 - d. Based on the data and information / reports / statements, I have carried out necessary checks / verifications as I considered necessary.
 - e. Particulars of all ballots casted at the AGM have been entered in a Register separately maintained for the purpose.

5. **As regards the remote e-voting,**

- i. The reports on remote e-voting from portal of Central Depository Service (India) Limited (CDSL) was opened and downloaded 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.
- ii. A total of 237 shareholders have voted successfully using the Remote e-voting facility. The summary of the votes cast for and against the 09 (Nine) resolutions as per the said Notice and as extracted from the summary report of Remote e-voting from the said CDSL portal is annexed as **Annexure-2**.

6. A complete summary of voting carried out by the following modes in respect of the 09 (Nine) resolutions as per the said Notice of AGM is annexed as **Annexure-3**.

- i. Voting by ballot at the AGM
- ii. Voting through remote E-voting

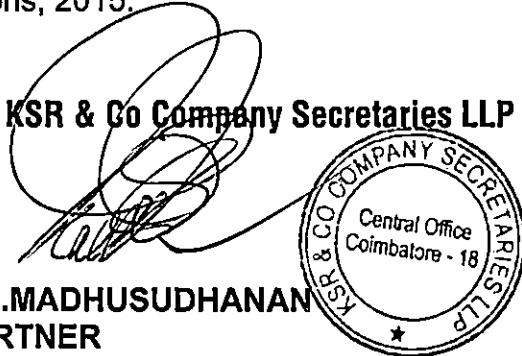


7. The detailed shareholder wise voting pattern by remote e-voting as downloaded from CDSL has been submitted separately by e-mail to the company secretary of the company.
8. As a Scrutinizer, I have performed my duties in compliance of the provisions of Section 108 read with Companies (Management and Administration) Rules, 2014 Regulation 44 of the SEBI (LODR) Regulations, 2015.

Place: Coimbatore

Date: 20th September, 2017

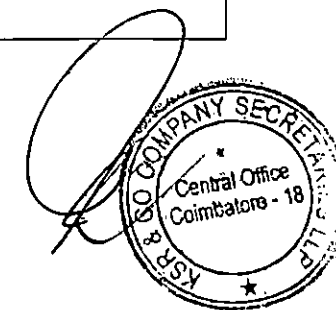
For **KSR & Co Company Secretaries LLP**



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 adopt Financial Results for the year ended 31 st , March 2017 | ORDINARY | 25 | 0 | PASSED |
| 2. | To appoint Mr.George Jacob Muthoot (DIN - 00018235) who retires by rotation and being eligible offers himself for re-appointment | ORDINARY | 25 | 0 | PASSED |
| 3. | To appoint Mr.Alexander Muthoot George (DIN - 00938073) who retires by rotation and being eligible offers himself for re-appointment | ORDINARY | 25 | 0 | PASSED |
| 4. | To appoint M/s.Varma & Varma, Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration | ORDINARY | 25 | 0 | PASSED |
| 5. | To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement basis. | SPECIAL | 25 | 0 | PASSED |



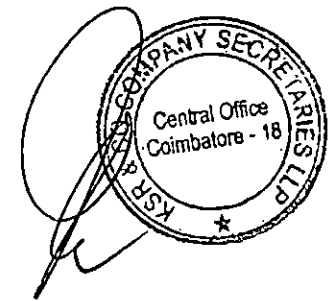
KSR & CO COMPANY SECRETARIES LLP

PRACTISING COMPANY SECRETARIES & TRADE MARK AGENTS

KSR&CO
COMPANY SECRETARIES
Forwarding Ideas, Taking Steps®

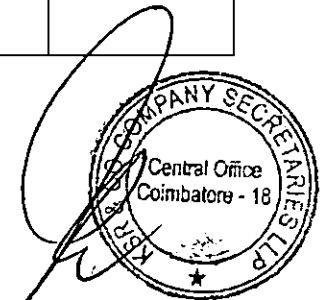


| | | | | | |
|----|---|-----------------|-----------|----------|---------------|
| 6. | To re-appoint Ms.Pamela Anna Mathew (DIN - 00742735) as Independent Director. | SPECIAL | 25 | 0 | PASSED |
| 7. | To appoint Mr. Jose Mathew (DIN - 00023232) as Independent Director. | ORDINARY | 25 | 0 | PASSED |
| 8. | To appoint Justice (Retd.) Jacob Benjamin Koshy (DIN – 07901232) as Independent Director. | ORDINARY | 25 | 0 | PASSED |
| 9. | To appoint Mr.Pratip Chaudhuri (DIN – 00915201) as Independent Director. | ORDINARY | 25 | 0 | PASSED |



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

| RES. NO. | SUBJECT MATTER OF THE RESOLUTION | RESOLUTION REQUIREMENT | FOR | AGAINST | RESULT |
|----------|--|------------------------|-----------|----------|--------|
| 1. | To adopt Financial Results for the year ended 31 st , March 2017. | ORDINARY | 375458810 | 0 | PASSED |
| 2. | To appoint Mr. George Jacob Muthoot (DIN - 00018235) who retires by rotation and being eligible offers himself for re-appointment | ORDINARY | 373856498 | 0 | PASSED |
| 3. | To appoint Mr.Alexander Muthoot George (DIN - 00938073) who retires by rotation and being eligible offers himself for re-appointment | ORDINARY | 375559393 | 0 | PASSED |
| 4. | To appoint M/s. Varma & Varma, Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration | ORDINARY | 375559372 | 21 | PASSED |
| 5. | To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement basis. | SPECIAL | 374026410 | 1322000 | PASSED |
| 6. | To re-appoint Ms.Pamela Anna Mathew (DIN - 00742735) as Independent Director. | SPECIAL | 358107894 | 17451499 | PASSED |



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| | | | | | |
|----|---|----------|-----------|--------|--------|
| 7. | To appoint Mr.Jose Mathew (DIN - 00023232) as Independent Director. | ORDINARY | 375559393 | 0 | PASSED |
| 8. | To appoint Justice (Retd.) Jacob Benjamin Koshy (DIN - 07901232) as Independent Director. | ORDINARY | 375559393 | 0 | PASSED |
| 9. | To appoint Mr.Pratip Chaudhuri (DIN - 00915201) as Independent Director. | ORDINARY | 374672774 | 886619 | PASSED |

A handwritten signature in black ink, appearing to be 'Ri', is located in the lower right quadrant of the page.

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 AGM | | TOTAL | | RESULT |
|-------|--|------------------------|-----------------|---------|---------------|---------|-----------|---------|--------|
| | | | FOR | AGAINST | FOR | AGAINST | FOR | AGAINST | |
| 1. | To adopt Financial Results for the year ended 31 st , March 2017 | ORDINARY | 375458810 | 0 | 25 | 0 | 375458835 | 0 | PASSED |
| 2. | To appoint Mr.George Jacob Muthoot (DIN - 00018235) who retires by rotation and being eligible offers himself for re-appointment | ORDINARY | 373856498 | 0 | 25 | 0 | 373856523 | 0 | PASSED |
| 3. | To appoint Mr.Alexander Muthoot George (DIN - 00938073) who retires by rotation and being eligible offers himself for re-appointment | ORDINARY | 375559393 | 0 | 25 | 0 | 375559418 | 0 | PASSED |


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

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| | | | | | | | | | |
|----|---|----------|-----------|----------|----|---|-----------|----------|--------|
| 4. | To appoint M/s. Varma & Varma, Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration | ORDINARY | 375559372 | 21 | 25 | 0 | 375559397 | 21 | PASSED |
| 5. | To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement basis. | SPECIAL | 374026410 | 1322000 | 25 | 0 | 374026435 | 1322000 | PASSED |
| 6. | To re-appoint Ms.Pamela Anna Mathew (DIN - 00742735) as Independent Director. | SPECIAL | 358107894 | 17451499 | 25 | 0 | 358107919 | 17451499 | PASSED |
| 7. | To appoint Mr.Jose Mathew (DIN - 00023232) as Independent Director. | ORDINARY | 375559393 | 0 | 25 | 0 | 375559418 | 0 | PASSED |
| 8. | To appoint Justice (Retd.) Jacob Benjamin Koshy (DIN - 07901232) as Independent Director. | ORDINARY | 375559393 | 0 | 25 | 0 | 375559418 | 0 | PASSED |

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SCRUTINIZER FOR REMOTE E-VOTING AND VOTING AT AGM

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| | | | | | | | | | |
|----|--|----------|-----------|--------|----|---|-----------|--------|--------|
| 9. | To appoint Mr.Pratip Chaudhuri (DIN – 00915201) as Independent Director. | ORDINARY | 374672774 | 886619 | 25 | 0 | 374672799 | 886619 | PASSED |
|----|--|----------|-----------|--------|----|---|-----------|--------|--------|

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