



Muthoot Finance Limited

Registered Office :
2nd floor, Muthoot Chambers,
Banerji Road, Kochi - 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/2016/2326

Symbol: MUTHOOTFIN
Scrip code: 533398

December 20, 2016

Listing Department
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: Postal Ballot Notice dated 11.11.2016 filed vide ref no. SEC/MFL/SE/2016/2298.

Subject: Result of Postal Ballot

This is to inform that the voting through Postal Ballot including voting by electronic means, which commenced on 19th November, 2016 at 9.00 a.m. seeking approval of the shareholders of the Company, for the following matters was successfully completed on Sunday, 18th December 2016 at 5.00 p.m.:

Sl. No.	Description of the Resolution
1	Special resolution under Section 13 of the Companies Act, 2013 and the Rules made thereunder for shifting sub-clause (13) and (15) of Clause III (C) of Other Objects to Clause III (A) of the Main Objects.
2	Special resolution under Section 13 of the Companies Act, 2013 and the Rules made thereunder for inserting a new sub - clause under Clause III (A) to carry out mutual fund activities.
3	Special resolution under Section 13 of the Companies Act, 2013 and the Rules made thereunder for inserting a new sub - clause under Clause III (A) to provide financial services and advisory services.
4	Special resolution under Section 13 of the Companies Act, 2013 and the Rules made thereunder for shifting sub-clause (10) of Clause III (C) of Other Objects to Clause III (B) of Objects incidental and ancillary to the attainment of main objects.
5	Special resolution under Section 13 of the Companies Act, 2013 and the Rules made thereunder for deletion of Clause III (C)(1) to (C) (15) of Other Objects.

For MUTHOOT FINANCE LTD.



MAXIN JAMES
Company Secretary

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 voting through postal ballot including voting by electronic means) 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



MUTHOOT FINANCE LIMITED Summary of voting result of Postal Ballot Date of Declaration of Result: December 20, 2016	
Date of AGM	Not Applicable
Total number of shareholders on record date (11.11.2016)	40392
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of shareholders present in the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not Applicable

Agenda item no. 1 - Special resolution under Section 13 of the Companies Act 2013 and the Rules made thereunder for shifting sub-clause 13 and 15 of Clause III C of Other Objects to Clause III A of the Main Objects

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	297797872	297797872	100.00%	297797872	0	100.00%	0.00%
	Poll	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	0	0	0.00%	0	0	0.00%	0.00%
	Total	297797872	297797872	100.00%	297797872	0	100.00%	0.00%
Public -Institutions	E- Voting	57498121	57108943	99.32%	57108943	0	100.00%	0.00%
	Poll	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	1100000	1100000	100.00%	1100000	0	100.00%	0.00%
	Total	58598121	58208943	99.34%	58208943	0	100.00%	0.00%
Public- Non Institutions	E- Voting	108306	108306	100.00%	107381	925	99.15%	0.85%
	Poll	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	16781	16388	97.66%	14531	140	88.67%	0.85%
	Total	125087	124694	99.69%	121912	1065	97.77%	0.85%
Total		356521080	356131509	99.89%	356128727	1065	100.00%	0.00%



Agenda item no. 2 - Special resolution under Section 13 of the Companies Act 2013 and the Rules made thereunder for inserting a new sub-clause under Clause III A to carry out mutual fund activities

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	297797872	297797872	100.00%	297797872	0	100.00%	0.00%
	Poll	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	0	0	0.00%	0	0	0.00%	0.00%
	Total	297797872	297797872	100.00%	297797872	0	100.00%	0.00%
Public -Institutions	E- Voting	57498121	57108943	99.32%	57108943	0	100.00%	0.00%
	Poll	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	1100000	1100000	100.00%	1100000	0	100.00%	0.00%
	Total	58598121	58208943	99.34%	58208943	0	100.00%	0.00%
Public- Non Institutions	E- Voting	108366	108366	100.00%	107175	1191	98.90%	1.10%
	Poll	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	16781	15593	92.92%	13567	336	87.01%	2.15%
	Total	125147	123959	99.05%	120742	1527	97.40%	1.23%
Total		356521140	356130774	99.89%	356127557	1527	100.00%	0.00%



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Agenda item no. 3 - Special resolution under Section 13 of the Companies Act 2013 and the Rules made thereunder for inserting a new sub-clause under Clause III A to provide financial services and advisory services

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	297797872	297797872	100.00%	297797872	0	100.00%	0.00%
	Poll	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	0	0	0.00%	0	0	0.00%	0.00%
	Total	297797872	297797872	100.00%	297797872	0	100.00%	0.00%
Public -Institutions	E- Voting	57498121	57108943	99.32%	57108943	0	100.00%	0.00%
	Poll	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	1100000	1100000	100.00%	1100000	0	100.00%	0.00%
	Total	58598121	58208943	99.34%	58208943	0	100.00%	0.00%
Public- Non Institutions	E- Voting	108304	108304	100.00%	107314	990	99.09%	0.91%
	Poll	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	16781	15554	92.69%	13583	281	87.33%	1.81%
	Total	125085	123858	99.02%	120897	1271	97.61%	1.03%
Total		356521078	356130673	99.89%	356127712	1271	100.00%	0.00%



 MUTHOOT FINANCE LIMITED
 KOCHI-18

Agenda item no. 4 - Special resolution under Section 13 of the Companies Act 2013 and the Rules made thereunder for shifting sub-clause 10 of Clause III C of Other Objects to Clause III B of Objects incidental and ancillary to the attainment of main objects

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	297797872	297797872	100.00%	297797872	0	100.00%	0.00%
	Poll	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	0	0	0.00%	0	0	0.00%	0.00%
	Total	297797872	297797872	100.00%	297797872	0	100.00%	0.00%
Public -Institutions	E- Voting	57498121	57108943	99.32%	57108943	0	100.00%	0.00%
	Poll	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	1100000	1100000	100.00%	1100000	0	100.00%	0.00%
	Total	58598121	58208943	99.34%	58208943	0	100.00%	0.00%
Public- Non Institutions	E- Voting	108253	108253	100.00%	107059	1194	98.90%	1.10%
	Poll	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	16781	15547	92.65%	13677	180	87.97%	1.16%
	Total	125034	123800	99.01%	120736	1374	97.53%	1.11%
Total		356521027	356130615	99.89%	356127551	1374	100.00%	0.00%



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Agenda item no. 5 - Special resolution under Section 13 of the Companies Act 2013 and the Rules made thereunder for deletion of Clause III C 1 to C 15 of Other Objects								
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	297797872	297797872	100.00%	297797872	0	100.00%	0.00%
	Poll	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	0	0	0.00%	0	0	0.00%	0.00%
	Total	297797872	297797872	100.00%	297797872	0	100.00%	0.00%
Public -Institutions	E- Voting	57498121	57108943	99.32%	57108943	0	99.32%	0.00%
	Poll	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	1100000	1100000	100.00%	1100000	0	100.00%	0.00%
	Total	58598121	58208943	99.34%	58208943	0	100.00%	0.00%
Public- Non Institutions	E- Voting	108366	108366	100.00%	107202	1164	98.93%	1.07%
	Poll	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	16781	15555	92.69%	13722	140	88.22%	0.90%
	Total	125147	123921	99.02%	120924	1304	97.58%	1.05%
Total		356521140	356130736	99.89%	356127739	1304	100.00%	0.00%





thomas shanti & co.,

Chartered Accountants
Carmel Building, New Block
Banerji Road, Kochi - 682 018. India

Phone : 0484 2396744, 0484 4049016
Cell : 09447765744
email : thomasshantico@gmail.com

SCRUTINIZER'S REPORT

To

The Chairman
Muthoot Finance Limited
2nd Floor, Muthoot Chambers
Opposite Saritha Theatre Complex
Banerji Road, Kochi 682 018

Dear Sir,

Subject: Consolidated Scrutinizer's Report on Postal Ballot and E-Voting conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 in respect of the resolutions contained in the Notice dated 11th November 2016

I, Thomas Shanti, Partner, Thomas Shanthi & Co, Chartered Accountants, Kochi, being appointed as Scrutinizer by the Board of Directors of Muthoot Finance Limited (the Company) for the purpose of scrutinizing Postal Ballot process in a fair and transparent manner in respect of the resolutions stated in the Notice of the Postal Ballot dated 11th November 2016 proposed to be passed by the Equity Shareholders of the Company, submit my report as under:

1. In accordance with the Notice of the Postal Ballot dated 11th November 2016, dispatched to the shareholders and the "Advertisement" published pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 published on 19th November 2016, the voting commenced on 19th November 2016 at 9.00 AM and ended on 18th December 2016 at 5.00 PM for physical ballots and as well as for e-voting.
2. The shareholders holding shares as on 11th November 2016 "cut-off date", were entitled to vote on the resolutions stated in the Notice of the Postal Ballot
3. The e-voting facility was provided by National Securities Depository Limited (NSDL). The votes were unblocked at 3.10 PM on 19th December 2016 in the presence of two witnesses who are not in employment of the Company and the e-voting summary statement was downloaded from e-voting website of NSDL
4. The Register of Ballots entered and prepared in electronic mode showing shareholders who have voted "For" and "Against" and e-voting results downloaded from the e-voting website of the NSDL are being handed over to the Chairman



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5. The postal ballots received were scrutinized. The postal ballots received were reconciled with the records maintained by the Company / R&T Agent and the authorizations / Power of Attorney etc. lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting. Invalid Postal ballots were marked and segregated and the summary results were prepared. For processing Postal ballots, necessary technical support was provided by Link Intime India Private Limited, Coimbatore, the Registrar & Share Transfer Agents of the Company

6. The results of the voting are as under:

a) Resolution 1:

Special resolution under Section 13 of the Companies Act, 2013 and the Rules made thereunder for shifting sub-clause (13) and (15) of Clause III (C) of Other Objects to Clause III (A) of the Main Objects

I. Voted in favour of the resolution

Number of Members		Number of votes cast in favour of the resolution	% of total number of valid votes cast
Voted by postal ballot	173	1114531	0.31
Voted by electronic mode	310	355014196	99.69
Total	483	356128727	100.00

II. Voted against the resolution

Number of Members		Number of votes cast in favour of the resolution	% of total number of valid votes cast
Voted by postal ballot	2	140	0
Voted by electronic mode	9	925	0
Total	11	1065	0

III. Invalid Votes

	Total number of members whose votes declared invalid	Total number of votes cast by them
Voted by postal ballot	24	1717
Voted by electronic mode	0	0
Total	24	1717

Based on the above results, I report that the Special Resolution as contained in **Item No: 1** of the Notice dated 11.11.2016 has been passed with requisite majority



b) Resolution 2

Special resolution under Section 13 of the Companies Act, 2013 and the Rules made thereunder for inserting a new sub – clause under Clause III (A) to carry out mutual fund activities

I. Voted **in favour** of the resolution

Number of Members		Number of votes cast in favour of the resolution	% of total number of valid votes cast
Voted by postal ballot	169	1113567	0.31
Voted by electronic mode	309	355013990	99.69
Total	478	356127557	100.00

II. Voted **against** the resolution

Number of Members		Number of votes cast in favour of the resolution	% of total number of valid votes cast
Voted by postal ballot	4	336	0
Voted by electronic mode	11	1191	0
Total	15	1527	0

III. Invalid Votes

	Total number of members whose votes declared invalid	Total number of votes cast by them
Voted by postal ballot	24	1690
Voted by electronic mode	0	0
Total	24	1690

Based on the above results, I report that the Special Resolution as contained in **Item No: 2** of the Notice dated 11.11.2016 has been passed with requisite majority

c) Resolution 3

Special resolution under Section 13 of the Companies Act, 2013 and the Rules made thereunder for inserting a new sub – clause under Clause III (A) to provide financial services and advisory services

I. Voted **in favour** of the resolution



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Number of Members		Number of votes cast in favour of the resolution	% of total number of valid votes cast
Voted by postal ballot	169	1113583	0.31
Voted by electronic mode	310	355014129	99.69
Total	479	356127712	100.00

II. Voted **against** the resolution

Number of Members		Number of votes cast in favour of the resolution	% of total number of valid votes cast
Voted by postal ballot	4	281	0
Voted by electronic mode	9	990	0
Total	13	1271	0

III. Invalid Votes

	Total number of members whose votes declared invalid	Total number of votes cast by them
Voted by postal ballot	24	1690
Voted by electronic mode	0	0
Total	24	1690

Based on the above results, I report that the Special Resolution as contained in **Item No: 3** of the Notice dated 11.11.2016 has been passed with requisite majority

d) **Resolution 4**

Special resolution under Section 13 of the Companies Act, 2013 and the Rules made thereunder for shifting sub-clause (10) of Clause III (C) of Other Objects to Clause III (B) of Objects incidental and ancillary to the attainment of main objects

I. Voted **in favour** of the resolution

Number of Members		Number of votes cast in favour of the resolution	% of total number of valid votes cast
Voted by postal ballot	169	1113677	0.31
Voted by electronic mode	301	355013874	99.69
Total	470	356127551	100.00

II. Voted **against** the resolution



Number of Members		Number of votes cast in favour of the resolution	% of total number of valid votes cast
Voted by postal ballot	3	180	0
Voted by electronic mode	15	1194	0
Total	18	1374	0

III. Invalid Votes

	Total number of members whose votes declared invalid	Total number of votes cast by them
Voted by postal ballot	24	1690
Voted by electronic mode	0	0
Total	24	1690

Based on the above results, I report that the Special Resolution as contained in **Item No: 4** of the Notice dated 11.11.2016 has been passed with requisite majority

e) **Resolution 5**

Special resolution under Section 13 of the Companies Act, 2013 and the Rules made thereunder for deletion of Clause III (C)(1) to (C) (15) of Other Objects

I. Voted **in favour** of the resolution

Number of Members		Number of votes cast in favour of the resolution	% of total number of valid votes cast
Voted by postal ballot	170	1113722	0.31
Voted by electronic mode	306	355014017	99.69
Total	476	356127739	100.00

II. Voted **against** the resolution

Number of Members		Number of votes cast in favour of the resolution	% of total number of valid votes cast
Voted by postal ballot	2	140	0
Voted by electronic mode	14	1164	0
Total	16	1304	0

III. Invalid Votes

	Total number of	Total number of



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	members votes invalid	whose declared	votes cast by them
Voted by postal ballot	24		1693
Voted by electronic mode	0		0
Total	24		1693

Based on the above results, I report that the Special Resolution as contained in **Item No: 5** of the Notice dated 11.11.2016 has been passed with requisite majority

The Agenda No. 1, 2, 3, 4 and 5, have been passed as special resolution with requisite majority.

The Chairman may accordingly declare the result of voting through e-voting and by postal ballot in respect of the resolutions as mentioned in the Postal Ballot Notice.

Thanking You
FOR THOMAS SHANTI & CO;
Chartered Accountants – FRN 009127S



Thomas Shanti – Partner
Membership 046349



Kochi
20.12.2016