



February 21, 2025

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001

Scrip Code: 544055

Dear Sir/Madam,

National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra (E),
Mumbai 400 051

Scrip Code: MUTHOOTMF

Sub: Intimation of Voting Results Pursuant to Regulation 44(3) of SEBI (LODR) Regulations 2015 and Outcome of Postal Ballot Pursuant to Regulation 30 of SEBI (LODR) Regulations 2015

This is with reference to the earlier communication dated January 20, 2025 regarding Postal Ballot Notice seeking approval of the Members of the Company, only by way of remote e-voting process (“e-voting”) for the following items:

1. To consider and approve the appointment of Mr. Thomas Muthoot John (DIN: 07557585) as a Director of the Company
2. To consider and approve the appointment of Mr. Thomas Muthoot John (DIN: 07557585) as a Whole Time Director of the Company and the remuneration payable to him
3. To consider and approve the appointment of Mr. Anil Sreedhar (DIN: 07536707) as the Independent Director of the Company

We wish to inform that the resolutions set out in the Postal Ballot Notice dated January 20, 2025 have been passed with requisite majority. Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the following:

- a) The Scrutinizer’s Report dated February 21, 2025, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 and 21(2) of the Companies (Management and Administration) Rules, 2014, on the resolution passed through Postal Ballot
- b) In terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the voting results of the Postal Ballot through remote e-voting on the aforesaid resolutions

The Scrutinizer’s Report and voting results of the Postal Ballot through remote e-voting are also made available in the Company’s website www.muthootmicrofin.com

Kindly take the same on records.

Thanking you,
Yours faithfully,
For **Muthoot Microfin Limited**

Neethu Ajay
Chief Compliance Officer and Company Secretary

MUTHOOT MICROFIN LIMITED
CIN:L65190MH1992PLC066228

Partners:

CS Puzhankara Sivakumar. M.com, FCMA, FCS

CS Syam Kumar R. BSc, FCS, LLB, IP

CS Madhusudhanan E.P. M.com, FCS, FCMA, IP, RV, DIA (ICSI)

CS Anju Panicker. BA, LLB (Hons.), ACS

CS Revathi K S. BSc, ACS

REPORT OF SCRUTINIZER

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014]

To,

The Chairman

M/s. Muthoot Microfin Limited

CIN: L65190MH1992PLC066228

13th Floor, Parinee Crescenzo,
Bandra Kurla Complex, Bandra East,
Mumbai, Maharashtra, India- 400051

Dear Sir,

Sub: Scrutinizer's Report on the Postal Ballot conducted through Remote E-Voting by the Equity Shareholders of Muthoot Microfin Limited (CIN: L65190MH1992PLC066228) pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended.

I, Puzhankara Sivakumar, Managing Partner of SEP & Associates, Company Secretaries, holding Membership No. FCS 3050 and Certificate of Practice No. 2210, having office at Building No. C.C 31/1590, Felix Road, Thammanam, Cochin-682032, was appointed as Scrutinizer on 19th December 2024 by the Board of Directors of Muthoot Microfin Limited ("the Company") having CIN L65190MH1992PLC066228, for the purpose of scrutinizing the postal ballot voting process conducted through remote e-voting in a fair and transparent manner in respect of the resolutions proposed in the Postal Ballot Notice dated 20.01.2025.

We hereby submit our report as under:



The Management of the Company is responsible in ensuring compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), read with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2021 dated 08/12/2021, 11/2022 dated 28/12/2022, 09/2023 dated 25/09/2023 and 09/2024 dated 19/09/2024 as issued by Ministry of Corporate Affairs ("MCA Circulars"), SEBI Circulars, Secretarial Standards-2 issued by the Institute of Company Secretaries of India (ICSI), as well as the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") relating to voting through electronic means on the resolutions contained in the Postal Ballot Notice.

Pursuant to the MCA Circulars and other applicable provisions above, the Postal Ballot Notice dated 20th January 2025 was sent only through electronic mode to those members whose name appeared on the Register of Members as on the cut-off date reckoning the eligibility to vote, i.e., 17th January 2025 and whose e-mail ids are registered with the Depositories/RTA. A note on detailed procedure for casting vote via remote e-voting as well as a statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution(s) mentioned in the Postal Ballot Notice formed part of the Notice.

The Notice was also placed on the website of the Company at www.muthootmicrofin.com and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com and was also accessible from the website of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively.

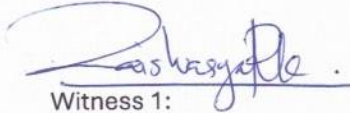
The Company also published advertisements on 21st January 2025 in Business Standard, an English newspaper, The Free Press Journal, an English newspaper, Mangalam, a Malayalam newspaper, and Navshakti, a Marathi newspaper, regarding completion of dispatch of the Postal Ballot notice, along with the other prescribed disclosures related to the timelines and e-voting.

The Company availed the services of NSDL for extending the facility of providing remote e-voting to the Shareholders of the Company.



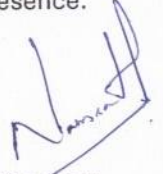
The remote e-voting facility commenced on Tuesday, 21st January 2025 at 09:00 a.m. (IST) and ended on Wednesday, 19th February 2025 at 05:00 p.m. (IST). The remote e-voting was disabled by NSDL thereafter.

The votes cast under the remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Witness 1:

Aishwarya Radhakrishnan Kartha
D/o. Radhakrishnan N K
Nellippillil House, Near Vengoor
Devi Temple, Vengoor P.O,
Perumbavoor - 683546
Occupation: Apprenticeship Trainee



Witness 2:

Namratha Shaju
D/o. Shaju Paul
Manjummekudiyil House
Chelad P.O Keerampara,
Kothamangalam -686681
Occupation: Apprenticeship Trainee

I have scrutinized and reviewed the votes cast by the shareholders through remote e-voting, based on the data downloaded from the NSDL e-voting system at www.evoting.nsdl.com.

My responsibility as scrutinizer for remote e-voting is limited to preparing and submitting a Scrutinizer's Report on the votes cast in favour of or against the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by NSDL.

The Report on the result of voting through remote e-voting in respect of the said resolutions are as under:

SPECIAL BUSINESS:

Item No.1: Ordinary Resolution

To consider and approve the appointment of Mr. Thomas Muthoot John (DIN: 07557585) as a Director of the Company:



(i) Voted in favour of the resolution:

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting	489	14,02,32,130	99.99%
TOTAL	489	14,02,32,130	99.99%

(ii) Voted against the resolution:

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting	65	15,359	0.01%
TOTAL	65	15,359	0.01%

(iii) Invalid Votes:

Voting Description	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Remote E-Voting	0	0
TOTAL	0	0

The total number of votes cast in favour of the resolution is more than the number of votes cast against the resolution. Thus, the Ordinary Resolution as given in Item No. 1 has been passed.



Item No.2: Ordinary Resolution

To consider and approve the appointment of Mr. Thomas Muthoot John (DIN: 07557585) as a Whole Time Director of the Company and the remuneration payable to him:

Voted in favour of the resolution:

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting	460	13,58,21,388	96.84%
TOTAL	460	13,58,21,388	96.84%

(i) Voted **against** the resolution:

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting	94	44,26,071	3.16%
TOTAL	94	44,26,071	3.16%

(ii) **Invalid Votes:**

Voting Description	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Remote E-Voting	0	0
TOTAL	0	0

The total number of votes cast in favour of the resolution is more than the number of votes cast against the resolution. Thus, the Ordinary Resolution as given in Item No. 2 has been passed.



Item No.3: Special Resolution

To consider and approve the appointment of Mr. Anil Sreedhar (DIN: 07536707) as the Independent Director of the Company:

Voted in favour of the resolution:

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting	502	14,32,19,771	99.99%
TOTAL	502	14,32,19,771	99.99%

(i) Voted **against** the resolution:

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting	54	14,170	0.01%
TOTAL	54	14,170	0.01%

(ii) **Invalid Votes:**

Voting Description	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Remote E-Voting	0	0
TOTAL	0	0

The total number of votes cast in favour of the resolution is more than three times of the number of votes cast against the resolution. Thus, the Special Resolution as given in Item No. 3 has been passed.



Based on the aforesaid results, I report that the resolutions as set out in Item Nos. 1 to 3 of the Postal Ballot Notice dated 20th January 2025 have been duly passed.

All electronic data and other relevant records in connection with this e-voting have been handed over to the Company Secretary of the Company for safekeeping.

Thanking You

Yours Faithfully



UDIN: F003050F003977273

CS Puzhankara Sivakumar
Managing Partner
SEP & Associates, Company Secretaries
(Peer Review Certificate no. 3693/2023)
M. No. F3050 COP No. 2210

Date: 21.02.2025

Place: Kochi

Counter Signed by:

Thomas Muthoot
Chairman
(DIN: 00082099)

Date: 21.02.2025

Place: Kochi



DISCLOSURE AS PER REGULATION 44 OF SEBI (LODR) REGULATION, 2015
VOTING RESULTS

Date of AGM/EGM	Not Applicable (Resolution passed through Postal Ballot)
Date of Postal Ballot Notice	20/01/2025
Voting start and end date	21/01/2025 to 19/02/2025
Total number of shareholders on Cut-off date, 17/01/2025	1,61,265
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	NA NA
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	NA NA

Agenda- wise disclosure (to be disclosed separately for each agenda item)

Resolution No 1: To consider and approve the appointment of Mr. Thomas Muthoot John (DIN: 07557585) as a Director of the Company:

Resolution required: (Ordinary/ Special)	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter	E-Voting	91579380	91579380	100%	91579380	0	100%	0
	Poll	--	--	--	--	--	--	--

MUTHOOT MICROFIN LIMITED

CIN:L65190MH1992PLC066228

Regd. Office: 13th Floor, Parinee Crescenzo, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051

Administrative: Office 5th Floor, Muthoot Towers, M G Road, Kochi, Kerala - 682035, Tel: +91 -484-4277500, +91-484-4300127, F: +91-484-4300127 E: info@muthootmicrofin.com

www.muthootmicrofin.com



Group	Postal Ballot (if applicable)	--	--	--	--	--	--	--
	Total							
Public- Institutions	E-Voting	45354370	45354370	100%	45353370	1000	99.997%	0.003%
	Poll	--	--	--	--	--	--	--
	Postal Ballot (if applicable)	--	--	--	--	--	--	--
	Total							
Public- Non Institutions	E-Voting	3313739	3313739	100%	3299380	14359	99.567%	0.433%
	Poll	--	--	--	--	--	--	--
	Postal Ballot (if applicable)	--	--	--	--	--	--	--
	Total							
Total		140247489	140247489	100%	140232130	15359	99.989%	0.011%

Resolution No.2: To consider and approve the appointment of Mr. Thomas Muthoot John (DIN: 07557585) as a Whole Time Director of the Company and the remuneration payable to him:

Resolution required: (Ordinary/ Special)	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	91579380	91579380	100%	91579380	0	100%	0%
	Poll	--	--	--	--	--	--	--
	Postal Ballot (if applicable)	--	--	--	--	--	--	--

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	applicable)							
	Total							
Public- Institutions	E-Voting	45354370	45354370	100%	40943661	4410709	90.275%	9.725%
	Poll	--	--	--	--	--	--	--
	Postal Ballot (if applicable)	--	--	--	--	--	--	--
	Total							
Public- Non Institutions	E-Voting	3313709	3313709	100%	3298347	15362	99.536%	0.464%
	Poll	--	--	--	--	--	--	--
	Postal Ballot (if applicable)	--	--	--	--	--	--	--
	Total							
Total		140247459	140247459	100%	135821388	4426071	96.844%	3.156%

Agenda Item 3: To consider and approve the appointment of Mr. Anil Sreedhar (DIN: 07536707) as the Independent Director of the Company:

Resolution required: (Ordinary/ Special)	Special Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and	E-Voting	94565832	94565832	100%	94565832	0	100%	0%

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Promoter Group	Poll	--	--	--	--	--	--	--
	Postal Ballot (if applicable)	--	--	--	--	--	--	--
	Total							
Public- Institutions	E-Voting	45354370	45354370	100%	45353370	1000	99.998%	0.002%
	Poll	--	--	--	--	--	--	--
	Postal Ballot (if applicable)	--	--	--	--	--	--	--
	Total							
Public- Non Institutions	E-Voting	3313739	3313739	100%	3300569	13170	99.603 %	0.397%
	Poll	--	--	--	--	--	--	--
	Postal Ballot (if applicable)	--	--	--	--	--	--	--
	Total							
Total		143233941	143233941	100%	143219771	14170	99.990%	0.010%

For Muthoot Microfin Limited

**Neethu Ajay,
Chief Compliance Officer and Company Secretary
Membership No: 34822**

February 21, 2025
Ernakulam

MUTHOOT MICROFIN LIMITED
CIN:L65190MH1992PLC066228

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