



BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400 001

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

BSE Scrip Code: **544055**

Symbol: **MUTHOOTMF**

Dear Sir/Madam,

Sub: Voting Results of the 33rd Annual General Meeting of the Company pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

We wish to inform you that the 33rd Annual General Meeting (“AGM”) of the members of the Company was held on Thursday, July 24, 2025 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM). The meeting was commenced at 03.30 P.M and concluded at 04.45 P.M. including the time allowed for the completion of e-voting at the AGM.

In compliance with the provisions of the Companies Act, 2013, Rules thereunder, and the Listing Regulations, the Company facilitated remote e-voting and e-voting during the AGM. All four resolutions as stated in the AGM Notice were duly passed by the shareholders with the requisite majority.

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Scrutiniser’s Report and the Voting Results of the 33rd AGM of the Company.

Request you to kindly take the same on record.

Thanking you,

Yours faithfully,

For Muthoot Microfin Limited

Neethu Ajay
Chief Compliance Officer and Company Secretary

25.07.2025
Ernakulam

Encl: as above

MUTHOOT MICROFIN LIMITED
CIN:L65190MH1992PLC066228

Partners:

CS Puzhankara Sivakumar M.com, FCMA, FCS
CS Syam Kumar R. BSc, FCS, LLB, IP, DARB (ICSI)
CS Madhusudhanan E.P. M.com, FCS, FCMA, IP, RV, DIA (ICSI)

CS Anju Panicker BA, LLB (Hons.), ACS
CS Ruchira Jharkhandi B.Com, ACS, LLB
CS Revathi K S BSc, ACS
CS Saranya T V B.Com, ACS

**CONSOLIDATED REPORT OF SCRUTINIZER'S ON VOTING THROUGH REMOTE E-VOTING AND
THROUGH E-VOTING SYSTEM DURING ANNUAL GENERAL MEETING**

To,

The Board of Directors,

M/s. Muthoot Microfin Limited

CIN: L65190MH1992PLC066228

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

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and as per MCA Circular No. Circular No. 20/2020 dated 05.05.2020, Circular No. 02/2021 dated 13.01.2021, Circular No. 19/2021 dated 08.12.2021, Circular No. 21/2021 dated 14.12.2021, Circular No. 02/2022 dated 05.05.2022, Circular No. 10/2022 dated 28.12.2022, Circular No. 09/2023 dated 25.09.2023 and Circular No. 09/2024 dated 19.09.2024 as issued by MCA, and voting through electronic system at the 33rd Annual General Meeting of Muthoot Microfin Limited (CIN: L65190MH1992PLC066228) held on Thursday, July 24, 2025 at 03:30 P.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

I, Puzhankara Sivakumar, Managing Partner of SEP & Associates, Company Secretaries, holding Membership No. FCS 3050 and Certificate of Practice No. 2210, having Office at First Floor, Building No. CC 31/1590, Felix Road, Thammanam, Cochin-682032 was appointed as Scrutinizer by the Board of Directors of Muthoot Microfin Limited ("the Company") with CIN: L65190MH1992PLC066228 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process during the period



from Monday, July 21, 2025 at 09:00 A.M. (IST) and ended on Wednesday, July 23, 2025 at 05:00 P.M. (IST) and to scrutinize the voting through e-voting system at the 33rd Annual General Meeting ("AGM") of the Company held on Thursday, July 24, 2025 at 03:30 P.M. through Video Conferencing ("VC") facility in a fair and transparent manner for ascertaining the requisite majority on voting in respect of the below mentioned resolutions proposed at the said AGM held on Thursday, July 24, 2025.

Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular No. 20/2020 dated 05.05.2020, Circular No. 02/2021 dated 13.01.2021, Circular No. 19/2021 dated 08.12.2021, Circular No. 21/2021 dated 14.12.2021, Circular No. 02/2022 dated 05.05.2022, Circular No. 10/2022 dated 28.12.2022, Circular No. 09/2023 dated 25.09.2023 and Circular No. 09/2024 dated 19.09.2024 (collectively referred to as "MCA Circulars") has permitted the holding of the AGM through VC, without the physical presence of the Members at a common venue. The Securities and Exchange Board of India ("SEBI") vide its circular dated October 03, 2024, read with circulars dated October 07, 2023, January 05, 2023, May 13, 2022, January 15, 2021, and May 12, 2020 ("SEBI Circulars") has granted relaxation in respect of sending physical copies of Annual Report to shareholders and requirement of proxy for general meetings held through electronic mode.

In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and SEBI Circulars, the 33rd AGM of the Company was held through VC on Thursday, July 24, 2025, at 03:30 P.M.

Further, pursuant to the MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report for the Financial Year 2024-25 was sent in electronic form only to those Members whose email addresses were registered with the Company/ Depositories. The Notice calling the 33rd AGM had been uploaded on the website of the Company at www.muthootmicrofin.com. The Notice can also be accessed from the websites 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 and the AGM Notice is also available on the website of National Securities Depository Limited ("NSDL") (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

Since this AGM was held pursuant to the MCA Circulars through VC, physical attendance of Members had been dispensed with. Accordingly, in terms of the above-mentioned MCA and SEBI Circulars, the facility for appointment of proxies by the Members was also dispensed with. Members who attended the meeting through VC has been counted for the purpose of reckoning the quorum under Section 103



of the Act and the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

The notice dated 28th June 2025 along with the statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the resolutions proposed at the AGM of the Company.

The Company has availed the e-voting facility offered by NSDL for conducting remote e-voting prior to AGM and conducting e-voting during the AGM by the members of the Company.

The shareholders of the Company holding shares as on the "cut-off" date, i.e., Friday, July 18, 2025, were entitled to vote on the resolutions as set out in the Notice of the 33rd AGM by remote e-voting prior to 33rd AGM and e-voting system during the 33rd AGM.

The remote e-voting period remained open from Monday, July 21, 2025, at 09:00 A.M. (IST) and ended on Wednesday, July 23, 2025, at 05:00 P.M. (IST) and the NSDL e-voting platform was disabled for voting thereafter.

The Company had also provided e-voting facility to the shareholders present at the AGM through VC and who had not cast their vote through remote e-voting.

After the closure of voting at the AGM, the report on voting done through electronic voting system at the AGM was generated in my presence and the voting was diligently scrutinized.

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

Witness I:

Akhila T U

D/o Unnikrishnan T P

Thekkepadath (H)

Kulappully P O,

Shornur 2 - 679122

Occupation: Apprenticeship Trainee

Witness II:

Gopiga G Kumar

D/o Govind Krishnakumar

Pulpothra (H)

Moncompu

Alappuzha-688503

Occupation: Apprenticeship Trainee



I have scrutinized and reviewed the votes cast by the shareholders through remote e-voting prior and e-voting during the AGM of the Company, based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to remote e-voting and the voting conducted through electronic system at the AGM on the resolutions as set out in the notice of the AGM.

My responsibility as scrutinizer for remote e-voting and the voting conducted through electronic voting system at the meeting is limited to prepare and submit a Consolidated Scrutinizer's Report of the votes cast in favour or against the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by the Agency authorized under the Rules and engaged by the Company to provide e-voting facility.

The consolidated Report on the result of voting through remote e-voting and the voting through electronic system at the AGM in respect of the said resolutions are as under:

ORDINARY BUSINESS:

Item No. 1: Ordinary Resolution

To receive, consider and adopt the Annual Audited Financial Statements of the Company including the Balance Sheet as on March 31, 2025, and the Statement of Profit and Loss Account and Cash Flow Statement for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon.

(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 (Including E-Voting by shareholders during AGM)	255	11,13,20,357	99.9983%
Total	255	11,13,20,357	99.9983%



(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 (Including E-Voting by shareholders during AGM)	9	1,918	0.0017%
Total	9	1,918	0.0017%

(iii) **Invalid Votes:**

Voting Description	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Remote E-Voting (Including E-Voting by shareholders during AGM)	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 can be considered as passed with requisite majority.

Item No. 2: Ordinary Resolution:

To appoint a director in place of Mr. Thomas Muthoot (DIN: 00082099), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, at this Annual General Meeting, and being eligible, offers himself for re-appointment.

(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 (Including E-Voting by shareholders during AGM)	238	10,83,24,849	99.9969%
Total	238	10,83,24,849	99.9969%



(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 (Including E-Voting by shareholders during AGM)	23	3,340	0.0031%
Total	23	3,340	0.0031%

(iii) **Invalid Votes**

Voting Description	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Remote E-Voting (Including E-Voting by shareholders during AGM)	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 can be considered as passed with requisite majority.

SPECIAL BUSINESS:

Item No. 3: Ordinary Resolution

To consider the proposal for Appointment of Secretarial Auditors

(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 (Including E-Voting by shareholders during AGM)	246	11,13,19,891	99.9980%
Total	246	11,13,19,891	99.9980%



(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 (Including E-Voting by shareholders during AGM)	16	2,233	0.0020%
Total	16	2,233	0.0020%

(iii) **Invalid Votes**

Voting Description	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Remote E-Voting (Including E-Voting by shareholders during AGM)	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. 3 can be considered as passed with requisite majority.

Item No. 4: Special Resolution

To consider the proposal for Issuance through Private Placement of Debenture and /or through Public Issue

(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 (Including E-Voting by shareholders during AGM)	249	11,13,20,044	99.9981%
Total	249	11,13,20,044	99.9981%



(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 (Including E-Voting by shareholders during AGM)	13	2,080	0.0019%
Total	13	2,080	0.0019%

(iii) **Invalid Votes**

Voting Description	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Remote E-Voting (Including E-Voting by shareholders during AGM)	0	0
Total	0	0

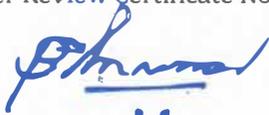
The total number of votes cast in favour of the resolution is more than three times the number of votes cast against the resolution. Thus, the Special Resolution as given in Item No. 4 can be considered as passed.

Based on the aforesaid results, I report that the resolutions as set out in the Notice vide Item Nos. 1 to 4 have been duly passed as per the provisions of SEBI/Companies Act, 2013.

For SEP & Associates

Company Secretaries

(Peer Review Certificate No. 6780/2025)



CS Puzhankara Sivakumar

Managing Partner

M. No. F3050 COP No. 2210

Date: 25.07.2025

Place: Kochi



UDIN: F003050G000862018

Counter Signed by:

**Thomas Muthoot
Chairman
(DIN: 00082099)**

**Place: Kochi
Date: 25.07.2025**



VOTING RESULTS OF THE 33RD ANNUAL GENERAL MEETING OF MUTHOOT MICROFIN LTD.

Date of the AGM/EGM	July 24, 2025
Cut-off date	July 18, 2025
Total number of shareholders on record date / cut-off date	156263
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	NA
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	46 2 44

Agenda Item No. 1 - To receive, consider and adopt the Annual Audited Financial Statements of the Company including the Balance Sheet as on March 31, 2025, and the Statement of Profit and Loss Account and Cash Flow Statement for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon.

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 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
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	94565832	94553884	99.99	94553884	0	100.00	0.00
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	94565832	94553884	99.99	94553884	0	100.00	0.00
Public-	E-Voting	44136528	15936759	36.11	15936759	0	100.00	0.00

MUTHOOT MICROFIN LIMITED
CIN:L65190MH1992PLC066228

Regd. Office: 13 th 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

Institutions	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	44136528	15936759	36.11	15936759	0	100.00	0.00
Public- Non Institutions	E-Voting	31789816	831632	2.62	829714	1918	99.77	0.23
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	31789816	831632	2.62	829714	1918	99.77	0.23
Total		170492176	111322275	65.29	111320357	1918	99.99	0.0017

Agenda item No. 2 - To appoint a Director in place of Mr. Thomas Muthoot (DIN: 00082099), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, at this Annual General Meeting, 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 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
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	94565832	91559949	96.82	91559949	0	100.00	0.00
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	94565832	91559949	96.82	91559949	0	100.00	0.00
Public- Institutions	E-Voting	44136528	15936759	36.11	15936683	76	99.99	0.00
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	44136528	15936759	36.11	15936683	76	99.99	0.00
Public- Non Institutions	E-Voting	31789816	831481	2.62	828217	3264	99.60	0.39
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	31789816	831481	2.62	828217	3264	99.60	0.39
Total		170492176	108328189	63.54	108324849	3340	99.99	0.003

Agenda Item No. 3 - To consider the proposal for Appointment of Secretarial Auditor

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 Votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
		(1)	(2)		(4)	(5)		(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	94565832	94553884	99.99	94553884	0	100.00	0.00
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	94565832	94553884	99.99	94553884	0	100.00	0.00
Public-Institutions	E-Voting	44136528	15936759	36.11	15936759	0	100.00	0.00
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	44136528	15936759	36.11	15936759	0	100.00	0.00
Public- Non Institutions	E-Voting	31789816	831481	2.62	829248	2233	99.73	0.26
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	31789816	831481	2.62	829248	2233	99.73	0.26
Total		170492176	111322124	65.29	111319891	2233	99.99	0.00

Agenda Item No. 4 - To consider the proposal for Issuance through Private Placement of Debenture and /or through Public Issue

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 Votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
		(1)	(2)		(4)	(5)		(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	94565832	94553884	99.99	94553884	0	100.00	0.00
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	94565832	94553884	99.99	94553884	0	100.00	0.00
Public-Institutions	E-Voting	44136528	15936759	36.11	15936759	0	100.00	0.00
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	44136528	15936759	36.11	15936759	0	100.00	0.00
Public- Non Institutions	E-Voting	31789816	831481	2.62	829401	2080	99.75	0.25
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	31789816	831481	2.62	829401	2080	99.75	0.25
Total		170492176	111322124	65.30	111320044	2080	99.99	0.00

For Muthoot Microfin Limited

**Neethu Ajay,
Chief Compliance Officer and Company Secretary**

25.07.2025
Ernakulam