



MCSL/SEC/20-21/33

June 24, 2020

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001
Scrip Code - 511766

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051
Trading Symbol - MUTHOOTCAP

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015

Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2020 issued by Mr. Sivakumar P. (FCS No. 3050, C.P. No. 2210), practicing Company Secretary.

We request you to kindly take the same on your records.

Thanking you,

Yours Faithfully,

For Muthoot Capital Services Limited

**Abhijith
Jayan**

Digitally signed by
Abhijith Jayan
Date: 2020.06.24 13:06:54
+05'30'

**Abhijith Jayan
Company Secretary & Compliance Officer**

Encl: as above

Partners:

CS Sivakumar P., M.Com, FCMA, FCS

CS Madhusudhanan E.P., M.com, FCMA, FCS

CS Anju Panicker, BA, LLB, ACS

Reg.Office: 43/2695-A, Kariparambil Lane

SRM Road, Kaloor, Ernakulam 682018

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**Secretarial Compliance Report of
Muthoot Capital Services Limited for the year ended 31.03.2020**

We have examined:

- (a) all the documents and records made available to us and explanation provided by **M/s. Muthoot Capital Services Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31.03.2020** ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

(e) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	NIL	NIL	

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The Company has complied with Clause 6(A) and 6(B) of the Circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019 issued by SEBI.

(d) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if
		NIL		

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2020 (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	NIL	NA		

For **SEP & Associates**
Company Secretaries
(ICSI Unique Code: P2019KE075600)

UDIN: F003050B000351508

Digitally signed by
PUZHANKARA
SIVAKUMAR
Date: 2020.06.18
17:39:17 +05'30'

CS Sivakumar P
Managing Partner
COP: 2210 FCS: 3050

Date : 18.06.2020
Place: Kochi