

Ref: SEC/MFL/SEC/2019/3168

Symbol: MUTHOOTFIN
Scrip code: 533398

May 27, 2019

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,

Sub: Annual Secretarial Compliance Report of Muthoot Finance Limited for the year ended March 31, 2019, pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019

We are herewith attaching the Annual Secretarial Compliance Report of Muthoot Finance Limited for the year ended March 31, 2019, pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019

Request you to kindly take on record the information.

Thank you.

For Muthoot Finance Limited



Maxin James
Company Secretary



KSR/CBE/M 154/464/2019-20

Date: 25/05/2019

**Annual Secretarial Compliance Report of Muthoot Finance Limited
for the year ended 31st March, 2019**

(Pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 dated 08th February, 2019)

1. We have examined:

- (a) all the documents and records made available to us and explanation provided by Muthoot Finance Limited ("the Listed Entity") arising from the compliances of specific Regulations listed under Para 2 infra.
- (b) the filings/ submissions made by the Listed Entity to the stock exchanges in connection with the above,
- (c) website of the listed entity,

for the year ended 31st March, 2019 ("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");

2. 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 (Buy-Back of Securities) Regulations, 2018;

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BRANCH OFFICE :

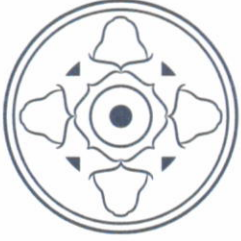
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- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

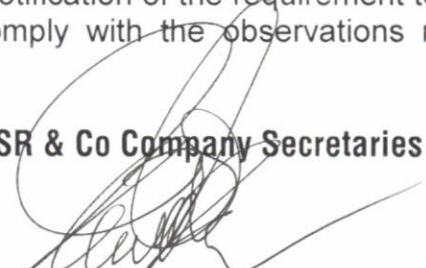
and based on the above examination, We hereby report that, during the Review Period:

- (a) The Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder. However, in the absence of any transaction relating to buyback of securities and issue of Non-Convertible and Redeemable Preference Shares during the review period, the compliance of the relevant regulations mentioned above do not arise.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) No action was 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.
- (d) This being the first reporting since the notification of the requirement to submit this report, reporting on actions to comply with the observations made in previous reports does not arise.

Date: May 25, 2019

Place: Coimbatore

For KSR & Co Company Secretaries LLP


Dr.C.V.Madhusudhanan
Partner
(FCS: 5367; CP: 4408)