



Muthoot Finance Limited

Registered Office :
2nd floor, Muthoot Chambers,
Opp. Seritha Theatre Complex,
Banerji Road, Ernakulam - 682 018
Kerala, India.
CIN : L65910KL1997PLC 011300

Phone : +91 484 2396478, 2394712
Fax : +91 484 2396506, 2397399
mails@muthootgroup.com
www.muthootgroup.com

May 30, 2024

National Stock Exchange of India Ltd.
Exchange Plaza
Plot No. C/1, G Block, Bandra - Kurla
Complex, Bandra (E), Mumbai - 400 051
Symbol: MUTHOOTFIN

**Department of Corporate Services
BSE Limited**
P.J. Tower, Dalal Street
Mumbai - 400 001
Scrip Code: 533398

NSE IFSC Limited (NSE IX)
Unit 1201, Brigade, International
Financial Center, 12th Floor, Building No.
14-A, GIFT SEZ Gandhinagar,
Gujarat 382 355

Dear Sir/Madam,

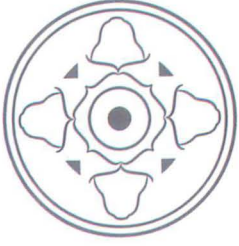
Sub: Disclosure under Regulation 24A, and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations")

Re: Secretarial Compliance Report for FY 2023-24

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we are submitting herewith the Secretarial Compliance Report of the Company for the financial year ended 31st March 2024 duly issued by M/s. KSR & Co. Company Secretaries LLP, Practicing Company Secretaries, Coimbatore.

For **Muthoot Finance Limited**

Rajesh A
Company Secretary
ICSI Membership No. FCS 7106



**ANNUAL SECRETARIAL COMPLIANCE REPORT OF
MUTHOOT FINANCE LIMITED
FOR THE YEAR ENDED 31ST MARCH 2024**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Muthoot Finance Limited [CIN - L65910KL1997PLC011300]** (hereinafter referred as 'the listed entity'), having its registered office at 2nd Floor, Muthoot Chambers, opposite Saritha Theatre Complex, Banerji Road, Ernakulam, Kerala, India - 682 018. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31st March 2024 ("Review Period") complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

1. We have examined:
 - a) all the documents and records made available to us and explanation provided by 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,
 - d) any other document/ filing, as may be relevant, which has been relied upon to make this report.

for the 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



CENTRAL OFFICE :

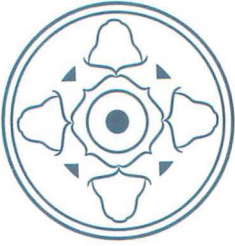
7C, Mayflower Signature,
No. 365/13, Avinashi Road, Peelamedu,
Coimbatore - 641 004.
Phone : (0422) 2302867 / 68, 2305676, 4982868, 4952868
E-mail : info@ksrandco.in

BRANCH OFFICE :

Flat No. 1, 26/27, Venkatesham Flat,
Gopal Street, T. Nagar,
Chennai - 600 017.
Phone : (044) 24337620
E-mail : chennai@ksrandco.in

BRANCH OFFICE :

S-311, 3rd Floor, South
Manipal Centre, No. 47,
Bangalore - 560 042.
Phone : (080) 41749185
E-mail : bangalore@ksrandco.in



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- 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 (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - f) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; (pertaining to obligation of the listed entity)
 - g) Securities and Exchange Board of India (Registrars to an Issue and Share Transfers Agents) Regulations, 1993; (pertaining to obligation of the listed entity)
 - h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - i) Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993;

and circulars/ guidelines issued thereunder;





I. 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:

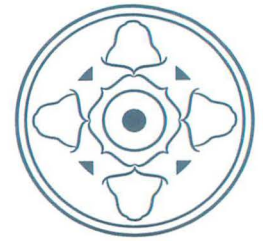
Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of PCS	Management Response	Remarks
1.	Filing of quarterly interest payment dates	Reg 57 (4)	Non-filing of quarterly interest payment dates	BSE	Fine	Non-filing of quarterly interest payment dates	Rs. 2,000	Non-filing quarterly interest payment dates	We have communicated to BSE regarding impossibility of compliance with this provision as the allotment of NCD was carried out in the last week of the quarter. Exchange is yet to revert on the same.	Nil
2.	Constitution of NRC	Reg 19	Defect in constitution of NRC	BSE	Fine	Defect in constitution of NRC	Rs. 8,000	Defect in constitution of NRC	Waiver awaited	Nil
3.	Constitution of NRC	Reg 19	Defect in constitution of NRC	NSE	Fine	Defect in constitution of NRC	Rs. 8,000	Defect in constitution of NRC	Waived by NSE vide its letter dated May 03, 2024	Nil

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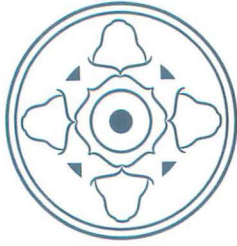
4.	Constitution of SRC	Reg 20	Defect in constitution of SRC	BSE	Fine	Defect in constitution of SRC	Rs. 8,000	Defect in constitution of SRC	Waiver awaited	Nil
5.	Constitution of SRC	Reg 20	Defect in constitution of SRC	NSE	Fine	Defect in constitution of SRC	Rs. 8,000	Defect in constitution of SRC	Waived by NSE vide its letter dated May 03, 2024	Nil
6.	Filing of intimation regarding interest payments.	Reg 57 (1)	Late filing of intimation regarding interest payments	BSE	Fine	Late filing of intimation regarding interest payments	Rs. 2,000	Late filing of intimation regarding interest payments	We received an email communication dated April 12, 2024 from BSE informing that the fine has been waived partially.	Nil

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

Sr. No	Observations/Remarks of the PCS in the previous reports	Observations made in the secretarial compliance report for the previous years	Compliance Requirement (Regulations/ Circulars/ Guidelines including specific clause	Details of violation/ deviations and actions taken/ penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
NIL						



Continuation Sheet

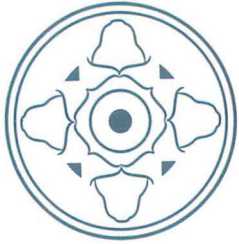


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II. We hereby report that, during the Review Period the compliance status of the listed entity with the following requirements:

Sl. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)	Yes	Nil
2.	Adoption and timely updation of the Policies: All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities	Yes	Nil
	All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI	Yes	Nil
3.	Maintenance and disclosures on Website: The Listed entity is maintaining a functional website	Yes	Nil
	Timely dissemination of the documents/ information under a separate section on the website	Yes	The dissemination of information as per Regulation 46(2) is available on the website. The website is under

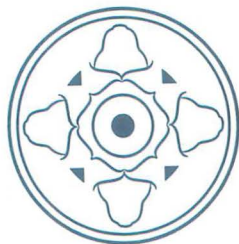




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			revamp including creation of a separate section to list down all the necessary disclosures.
	Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website	Yes	The weblinks provided do not redirect to the relevant section of the website may be due to overhaul of the website.
4.	Disqualification of Director(s): None of the director(s) of the listed entity are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity	Yes	Nil
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: Identification of material subsidiary companies	NA	The listed entity does not have any material subsidiary.
	Disclosure requirements of material as well as other subsidiaries	Yes	Nil
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	Nil

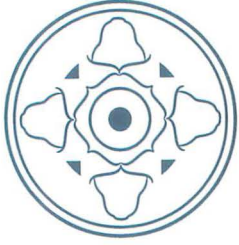




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7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations	Yes	Nil
8.	Related Party Transactions: The listed entity has obtained prior approval of Audit Committee for all Related party transactions	Yes	Nil
	In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee;	NA	All the related party transactions have prior approval of the Audit Committee
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder;	Yes	Nil
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Nil

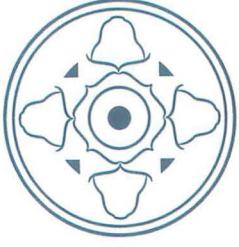




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11.	Actions taken by SEBI or Stock Exchange(s), if any: No actions has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges as specified in the last column.	No Yes	Nil Nil
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	Nil
13.	Additional Non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	Yes	Nil





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Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date: 30th May, 2024

For KSR & Co Company Secretaries LLP

Place: Coimbatore

Dr.C.V.Madhusudhanan
Partner
(FCS: 5367; CP: 4408)
UDIN: F005367F000503755
PR. No :2635/2022