



MCSL/SEC/23-24/167

September 21, 2023

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001

Scrip Code - 511766

**Scrip Code (Debtenture) -974648,
974915, 974292, 974550, 974551,
and 974552**

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: Intimation under Regulation 30 of SEBI (Listing obligation & Disclosure Requirements) Regulations 2015 - Adoption of fresh set of Articles of Association

In accordance with Regulation 30 read with Para A of Part A of Schedule III of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, we would like to inform you that a fresh set of Articles of Association has been adopted by the Company, pursuant to the Special Resolution passed at the 29th Annual General Meeting held on 20th of September 2023.

The Articles of Association of the Company was primarily amended to include the below Article:

"70. On receipt of communication from the Debtenture Trustee of the proposed nomination of any person as a director, pursuant to clause (e) of sub regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debtenture Trustees) Regulations, 1993, the Company shall, at the earliest and not later than one month from the date of receipt of nomination from the Debtenture Trustee(s), appoint such a person as nominee director on the Board of Directors of the Company, subject to the applicable law/regulations. Such nominee director shall neither be liable to retire by rotation nor be required to hold any qualification shares."

This was on account of the notification issued by Securities and Exchange Board of India (SEBI), bearing No. SEBI/LAD-NRO/GN/2023/119 dated February 02, 2023 (SEBI Notification), which had amended the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021. It required the issuer entities of debt securities to ensure that its Articles of Association has a provision that requires to appoint the person nominated by the debtenture trustee(s) as a director on its Board, in case of default in payment of interest or repayment of principal amount in respect of listed debt securities. The said proposal by SEBI is to enhance the oversight of the Debtenture Trustee over the issuer, thereby improving the governance in the issuer entity.



Further, Sub-section (6) of Section 5 of the Companies Act, 2013, provides that the Articles of Association of a company shall be in respective forms specified in Tables F, G, H, I and J in Schedule I as may be applicable to such Company and sub-section (9) of section 5 provides that nothing in the subject section shall apply to the Articles of a Company registered under any previous law unless amended under the Act. Hence, whenever a Company amends its articles, it should ensure that, subsequent to the amendment, the AOA is as per the format specified under the Companies Act, 2013. The Articles of the Company, which was originally adopted under Companies Act, 1956, has been accordingly modified to align it with the format of Table F (Articles of Association of a Company Limited by Shares) as prescribed in Companies Act, 2013.

The Amended Articles of Association is available on the website of the Company: www.muthootcap.com. We request you to kindly take the same on your records.

Thanking you

Yours faithfully

For Muthoot Capital Services Limited

Deepa G
Company Secretary and Compliance Officer
Membership Number: A68790