

Ref: SEC/MFL/SE/2020/3528

July 15, 2020

**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

**Dear Sir/Madam,**

**Sub: Annual Secretarial Compliance Report for the year ended March 31, 2020 -  
Muthoot Finance Limited**

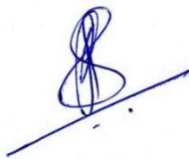
**Ref: SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019**

We are herewith attaching the Annual Secretarial Compliance Report of Muthoot Finance Limited for the year ended March 31, 2020, pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019.

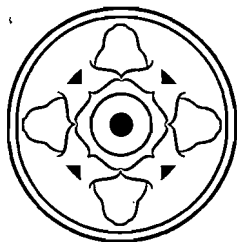
Request you to kindly take on record the information.

Thanking You,

For **Muthoot Finance Limited**



Rajesh A  
Company Secretary



**Annual Secretarial Compliance Report of Muthoot Finance Limited  
for the year ended 31<sup>st</sup> March, 2020**

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

1. We have examined:

all the documents and records made available to us and explanation provided by **Muthoot Finance Limited** (CIN L65910KL1997PLC011300) ("the Listed Entity") arising from the compliances of specific Regulations listed under Para 2 infra.

(a) the filings/ submissions made by the Listed Entity to the stock exchanges in connection with the above,

(b) website of the listed entity,

for the year ended 31<sup>st</sup> March, 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");

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;

(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;

**CENTRAL OFFICE :**

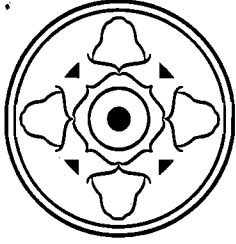
Indus Chambers,  
No. 101, Govt. Arts College Road,  
Coimbatore - 641 018.

**BRANCH OFFICE :**

Flat No. 1, 26/27, Venkatesham Flat,  
Copal Street, T. Nagar,  
Chennai - 600 017.

**BRANCH OFFICE :**

S-311, 3rd Floor, South Block,  
Manipal Centre, No. 47, Dickenson Road,  
Bangalore - 560 042.



**KSR&CO**<sup>®</sup>  
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[Registered with Limited Liability Under The LLP Act 2008 – Regn. No. AAB-3259]

- (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) No observations were made in our previous report dated May 25, 2019 and hence reporting on action taken by the listed entity and our comments thereto, does not arise.

In terms of Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019, We certify that the Company has complied with the requirements of Paragraph 6(A) and 6(B) of the said Circular.

Date: July 14, 2020

For KSR & Co Company Secretaries LLP

Place: Coimbatore

**Dr.C.V.Madhusudhanan**  
Partner  
(FCS: 5367; CP: 4408)  
UDIN : F005367B000451890