



MCSL/SEC/22-23/32

May 26, 2022

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, 2022 issued by CS 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: 2022.05.26
14:10:47 +05'30'

Abhijith Jayan
Company Secretary & Compliance Officer

Encl: as above.

Partners:

CS Puzhankara Sivakumar. M.Com, FCMA, FCS

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

CS Anju Panicker. BA, LLB (Hons.), ACS

Reg.Office: Building No. C.C 56/172

K.C. Abraham Master Road,

Panampilly Nagar, Kochi-682036

0484 4873636/ 4874242

Secretarial Compliance Report of
Muthoot Capital Services Limited for the year ended 31.03.2022

To,
The Board of Directors
Muthoot Capital Services Limited
3rd Floor, Muthoot Towers,
M.G. Road Kochi - 682 035

We SEP & Associates, Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. **Muthoot Capital Services Limited (CIN: L67120KL1994PLC007726)** ("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 **31.03.2022** ("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;
 - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - (h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
 - (i) The Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993
- 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.	Compliance Requirement (Regulations/circulars /guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company
1	Regulation 23 (9) of (Listing Obligations and Disclosure Requirements Regulation) 2015	The Company has failed to file the list of related party transactions with the Stock Exchanges, both National Stock Exchange of India Limited and BSE Limited for the half year ended 31.03.2021 within a period 30 days from the conclusion of the Board Meeting.	The Company has filed the list of related party transaction with the Stock Exchanges, ie. National Stock Exchange of India Limited and BSE Limited after a delay of 35 days and 32 days respectively.



2	Regulation 52(5) of (Listing Obligations and Disclosure Requirements) 2015	Non-submission of a Certificate signed by the Debenture Trustee taking note of the contents prescribed under regulation 52(4).	There were a delay of 31 days for the submission of the Certificate signed by the Debenture Trustee taking note of the contents prescribed under regulation 52(4)
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- (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 reporting of clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries" is complied during the Review Period.
- (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 any.
1	National Stock Exchange of India Limited	The Company has failed to file the list of related party transactions with the Stock Exchanges for the half year ended 31.03.2021 within a period 30 days from the conclusion of the Board Meeting.	Fine of Rs. 1,75,000/- plus GST were imposed by the Stock Exchange for the delayed period.	The Company has filed the list of related party transaction with the National Stock Exchange of India Limited after a delay of 35 days and remitted the fine imposed by the Stock Exchange
2	BSE Limited		Fine of Rs. 1,60,000/- plus GST were imposed	The Company has filed the list of related party



			by the Stock Exchange for the delayed period.	transaction with the Stock Exchanges, ie. National Stock Exchange of India Limited and BSE Limited after a delay of 32 days and remitted the fine imposed by the Stock Exchange.
3	BSE Limited	Non-submission of a Certificate signed by the Debenture Trustee taking note of the contents prescribed under regulation 52(4).	Fine of Rs. 31,000/- plus GST were imposed by the Stock Exchange for the delayed period of 31 days.	There was a delay of 31 days for the submission of the Certificate signed by the Debenture Trustee taking note of the contents prescribed under regulation 52(4)

(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... (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				

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

UDIN: F003050D000362387


CS Puzhankara Sivakumar
Managing Partner
COP: 2210 FCS: 3050



Date :21.05.2022
Place: Ernakulam