



MCSL/SEC/16-17/79

05th July, 2016

The Manager

National Stock Exchange of India Ltd
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051
Tel. No. - (022) 26598346

The Manager

Department of Corporate Services
The Bombay Stock Exchange Ltd.
P.J. Towers, Dalal Street,
Mumbai - 400 001

Dear Sir,

Sub: Compliance Report on Corporate Governance for the quarter ended 30th June, 2016

Pursuant to Regulation 27 (2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed the Compliance Report on Corporate Governance for the quarter ended 30th June, 2016.

We request you to kindly take the same on your records.

Thanking You,

Yours Faithfully,

For Muthoot Capital Services Limited

A handwritten signature in black ink, appearing to read 'Syam Kumar R.', is written over a faint circular stamp.

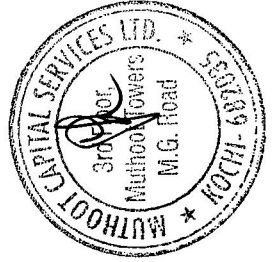
Syam Kumar R.

Company Secretary & Head - Governance

Encl: As Above.

1. Name of Listed Entity - Muthoot Capital Services Limited
 2. Quarter ending - 30-Jun-2016

I. Composition of Board										
Title (Mr./ Ms.)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non - Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directors hip in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Thomas John Muthoot	11618	ABNPT46 94B	C & NED	21-Aug- 2015			1	1	0
Mr.	Thomas George Muthoot	11552	ABNPT46 93G	ED	12-Jul- 2011			1	1	0
Mr.	Thomas Muthoot	82099	AEAPM04 24L	NED	06-Jun- 2016			1	2	1
Mr.	A.P Kurian	8022	AACPK89 93Q	ID	03-Sep- 2014	02-Sep- 2019	5	3	3	1
Mr.	R.K Nair	631889	AHKPK33 62J	ID	03-Sep- 2014	02-Sep- 2019	5	1	1	0
Ms.	Radha Unni	3242769	AAAPU15 18P	ID	03-Sep- 2014	02-Sep- 2019	5	2	2	0



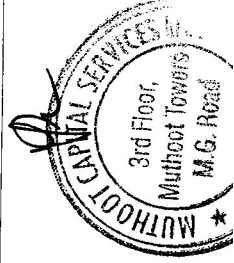
II. Composition of Committees

Audit Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	A.P Kurian	ID	Chairperson
2	Thomas Muthoot	NED	Member
3	R.K Nair	ID	Member
4	Radha Unni	ID	Member

Stakeholders Relationship Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Thomas John Muthoot	C & NED	Member
2	Thomas George Muthoot	ED	Member
3	Thomas Muthoot	NED	Chairperson

Risk Management Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Thomas George Muthoot	ED	Chairperson
2	Thomas Muthoot	NED	Member
3	R.K Nair	ID	Member
4	R. Manomohan	CEO	Member
5	Vinodkumar M. Panicker	CFO	Member

Nomination and Remuneration Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	A.P Kurian	ID	Chairperson
2	R.K Nair	ID	Member
3	Radha Unni	ID	Member



III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
15-Jan-2016	19-Apr-2016	47
11-Mar-2016	06-Jun-2016	

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
19-Apr-2016	Yes	15-Jan-2016	94
19-Apr-2016	Yes	15-Jan-2016	
19-Apr-2016	Yes	29-Mar-2016	

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee - **Yes**
 - Nomination & remuneration committee - **Yes**



- c. Stakeholders relationship committee - **Yes**
- d. Risk management committee (applicable to the top 100 listed entities) - **No**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**

Name : **Syam Kumar R.**
Designation : **Company Secretary & Compliance Office**

