



MCSL/SEC/16-17/11

06<sup>th</sup> April, 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

Dear Sir,

**Sub: Compliance Report on Corporate Governance for the quarter and year ended 31<sup>st</sup> March, 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 and year ended 31<sup>st</sup> March, 2016.

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

Thanking You,

Yours Faithfully,

**For Muthoot Capital Services Limited**

**Syam Kumar R.**  
**Company Secretary & Head – Governance**



**Encl: As Above.**

1. Name of Listed Entity - Muthoot Capital Services Limited  
2. Quarter ending - 31-Mar-2016

I. Composition of Board of Directors									
Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of Cessation	Tenure	No of Directorship 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	ABNPT4694B	C & NED	21.08.2015			1	2	0
Mr. Thomas George Muthoot	11552	ABNPT4693G	ED	12.07.2011			1	3	0
Mr. Thomas Muthoot	82099	AEAPM0424L	NED	03.09.2014			1	2	1
Mr. A.P Kurian	8022	AACPK8993Q	ID	03.09.2014	02.09.2019	5	3	4	1
Mr. R.K Nair	631889	AHKPK3362J	ID	03.09.2014	02.09.2019	5	1	3	0
Ms. Radha Unni	3242769	AAAPU1518P	ID	03.09.2014	02.09.2019	5	2	4	1



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## II. Composition of Committees

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

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

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

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

<b>III. Meeting of Board of Directors</b>		
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
11-Nov-2015	15-Jan-2016	64
	11-Mar-2016	

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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)
15-Jan-2016	Yes	11-Nov-2015	64
15-Jan-2016	Yes	11-Nov-2015	
15-Jan-2016	Yes	11-Nov-2015	
29-Mar-2016	Yes		

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

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. 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. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
 b. Any comments/observations/advice of Board of Directors may be mentioned here:

**The Corporate Governance Report submitted in the previous quarter was placed in the Meeting of Directors, held on 15<sup>th</sup> January, 2016, the said Report s reviewed and noted by the Board without any comments/observations.**

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



## ANNEXURE II

<b>I. Disclosure on website in terms of Listing Regulations</b>		
Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Not Applicable	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Not Applicable	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
<b>II Annual Affirmations</b>		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes



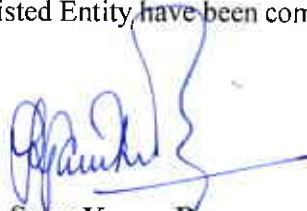
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Not Applicable
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes





**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**



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

