MCSL/SEC/15-16/254

04th January, 2016

The Deputy General Manager
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

The Deputy General 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 31st December, 2015

Pursuant to Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Compliance Report on Corporate Governance for the quarter ended 31st December, 2015.

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

Thanking you,

Yours Faithfully,

For Muthoot Capital Services Limited

Syam Kumar R.
Company Secretary & Head - Governance

Encl: As above

Muthoot Capital Services Ltd., Registered Office: 3rd Floor, Muthoot Towers, M.G. Road, Kochi - 682035, Kerala, India.
P: +91-484-6619600, 6613450, F: +91-484-2381261, Email: mail@muthootcap.com, www.muthootcap.com
CIN: L67120KL1994PLC007726

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER ENDED 31ST DECEMBER, 2015

1. Name of Listed Entity: **MUTHOOT CAPITAL SERVICES LIMITED**
2. Quarter ending: 31st December, 2015

I. COMPOSITION OF BOARD OF DIRECTORS

Sl. No.	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non-Executive/ Independent / Nominee)	Date of Appointment in the current term/ cessation	Tenure	Number of Directorship in listed entities including this listed entity	Number of Memberships in Audit/ Stakeholder Committee(s) including this listed entity	Number of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
1.	Mr. Thomas John Muthoot	ABNPT4694B DIN: 00011618	Non - Executive Chairperson	21.08.2015	Retirement by Rotation	01	02	-
2.	Mr. Thomas George Muthoot	ABNPT4693G DIN: 00011552	Managing Director	12.07.2011	5 Years	01	03	-
3.	Mr. Thomas Muthoot	AEAPM0424L DIN: 00082099	Non - Executive Director	03.09.2014	Retirement by Rotation	01	02	01

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4.	Mr. A.P Kurian	AACPK8993Q DIN: 00008022	Non - Executive Independent Director	03.09.2014	5 Years	03	04	01
5.	Mr. R.K Nair	AHKPK3362J DIN: 00631889	Non - Executive Independent Director	03.09.2014	5 Years	01	03	-
6.	Ms. Radha Unni	AAAPU1518P DIN: 03242769	Non - Executive Independent Director	03.09.2014	5 Years	02	04	01

II. COMPOSITION OF COMMITTEES

Name of Committee	Name of Committee Members	Category (Chairperson/Executive /Non - Executive /Independent/ Nominee)
1. Audit Committee	1. Mr. A.P Kurian	Non - Executive/Independent - Chairperson
	2. Mr. Thomas Muthoot	Non - Executive - Member
	3. Mr. R.K Nair	Non - Executive/Independent - Member
	4. Ms. Radha Unni	Non - Executive/Independent - Member
2. Nomination & Remuneration Committee	1. Mr. A.P Kurian	Non - Executive/Independent - Chairperson
	2. Mr. R.K Nair	Non - Executive/Independent - Member
	3. Ms. Radha Unni	Non - Executive/Independent - Member

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3. Risk Management Committee	1. Mr. Thomas George Muthoot	Chairperson (Managing Director)
	2. Mr. Thomas Muthoot	Non - Executive - Member
	3. Mr. R.K Nair	Non - Executive/Independent - Member
	4. Mr. R. Manomohanan	Member (Chief Executive Officer)
	5. Mr. Vinodkumar M. Panicker	Member (Chief Finance Officer)
4. Stakeholders Relationship Committee	1. Mr. Thomas Muthoot	Non - Executive - Chairperson
	2. Mr. Thomas John Muthoot	Non - Executive - Member
	3. Mr. Thomas George Muthoot	Member (Managing Director)
5. Corporate Social Responsibility Committee	1. Mr. Thomas Muthoot	Non - Executive - Chairperson
	2. Mr. R.K Nair	Non - Executive/Independent - Member
	3. Ms. Radha Unni	Non - Executive/Independent - 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)
10th August, 2015	11th November, 2015	92 Days

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M.G. Road
Ernakulam

IV. MEETING OF COMMITTEES

Date(s) of meeting of the Audit Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the Audit Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
11th November, 2015	Yes, All the four Members were present at the Meeting held on 11th November, 2015.	10th August, 2015	92 Days

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	Even though there were no material RPTs, shareholder approval has been obtained for the transactions entered into by the Company with Muthoot Fincorp Limited and Muthoot Bankers.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

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VI. AFFIRMATIONS

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
    a. Audit Committee
    b. Nomination & Remuneration Committee
    c. Stakeholders Relationship Committee
    d. Risk Management Committee

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.

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.

5. The Corporate Governance Report submitted in the previous quarter was placed in the Meeting of Directors, held on 11th November, 2015, the said Report is reviewed and noted by the Board without any comments/observations.

For MUTHOOT CAPITAL SERVICES LIMITED

Syam Kumar R
Company Secretary & Head Governance

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