

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Muthoot Capital Services Limited**
2. Quarter ending - **31-Mar-2019**

i. Composition Of Board Of Director

Title (Mr./ Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non- Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed ?	Date of passing special resolution
Mr.	Thomas John Muthoot	00011618	ABNPT4694B	C & NED			06-Jun-2017					
Mr.	Thomas George Muthoot	00011552	ABNPT4693G	ED	MD		12-Jul-2016					
Mr.	Thomas Muthoot	00082099	AEAPM0424L	NED			14-Jun-2018					
Mr.	A.P Kurian	00008022	AACPK8993Q	ID			03-Sep-2014		60			
Mr.	R.K Nair	00631889	AHKPK3362J	ID			03-Sep-2014	28-Mar-2019	60			
Mrs.	Radha Unni	03242769	AAAPU1518P	ID			03-Sep-2014		60			
Mr.	Thomas Mathew	01277149	AIGPM3808G	ID			28-Mar-2019		60			
Mr.	K M Abraham	05178826	ADPPM7213D	ID			18-Jan-2019		60			

Title (Mr./Ms)	Name of the Director	DIN	PAN	No. of Directorship in listed entities including this listed entity	No of Independent 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	Membership in Committees of the Company	Remarks
Mr.	Thomas John Muthoot	00011618	ABNPT4694B	0	1	1	0	SC	
Mr.	Thomas George Muthoot	00011552	ABNPT4693G	0	1	1	0	SC, RMC	
Mr.	Thomas Muthoot	00082099	AEAPM0424L	0	1	2	1	AC, SC, RMC	
Mr.	A.P Kurian	00008022	AACPK8993Q	0	3	3	1	AC, NR C	
Mr.	R.K Nair	00631889	AHKPK3362J	0	1	1	0	AC, RMC, NRC	
Mrs.	Radha Unni	03242769	AAAPU1518P	0	2	1	1	AC, NR C	
Mr.	Thomas Mathew	01277149	AIGPM3808G	0	1	1	0	AC, RMC, NRC	Appointed as an Additional Non-Executive Independent Director by the Board at its meeting held on March 28, 2019 with effect from April 01, 2019 to hold office till the conclusion of the next Annual General Meeting and subject to the approval of the shareholders in the ensuing Annual

									General Meeting, for appointment as an Independent Director to hold office for a term upto five consecutive years from the date of ensuing Annual General Meeting.
Mr.	K M Abraham	05178826	ADPPM7213D	0	1	1	0	SC,RM C	Appointed as an Additional Non-Executive Independent Director on the Board of the Company with effect from January 18, 2019 to hold office till the conclusion of the next Annual General Meeting and subject to the approval of the shareholders in the ensuing Annual General Meeting, for appointment as an Independent Director to hold office for a term upto five consecutive years from the date of ensuing Annual General Meeting.

Company Remarks	Mr. Thomas Mathew was appointed as the Additional Independent Director by the Board at its meeting held on March 28, 2019 to hold office with effect from April 01, 2019 till the conclusion of the next Annual General Meeting. Hence his appointment in the Committee is also with effect from April 01, 2019.
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	

ii. Composition of Committees

a. Audit Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Radha Unni	ID	Member	04-Aug-2014	
2	A.P Kurian	ID	Chairperson	04-Aug-2014	
3	Thomas Muthoot	NED	Member	04-Aug-2014	
4	R.K Nair	ID	Member	04-Aug-2014	28-Mar-2019
5	Thomas Mathew	ID	Member	28-Mar-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	K M Abraham	ID	Member	28-Mar-2019	
2	Thomas John Muthoot	C & NED	Member	04-Aug-2014	
3	Thomas Muthoot	NED	Chairperson	04-Aug-2014	
4	Thomas George Muthoot	ED	Member	04-Aug-2014	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	K M Abraham	ID	Member	28-Mar-2019	
2	Thomas Mathew	ID	Member	28-Mar-2019	
3	Thomas George Muthoot	ED	Chairperson	26-Jul-2017	
4	Thomas Muthoot	NED	Member	26-Jul-2017	
5	R.K Nair	ID	Member	26-Jul-2017	28-Mar-2019

Company Remarks	As per regulation 21 (5) of SEBI (LODR) Regulations, 2015 the constitution of Risk Management Committee is not applicable to the Company.
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Radha Unni	ID	Member	04-Aug-2014	
2	R.K Nair	ID	Member	04-Aug-2014	28-Mar-2019
3	A.P Kurian	ID	Chairperson	04-Aug-2014	
4	Thomas Mathew	ID	Member	28-Mar-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
18-Oct-2018	18-Jan-2019			
	28-Mar-2019			

Company Remarks	
Maximum gap between any two consecutive (in number of	91

days)	
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iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	18-Oct-2018	18-Jan-2019	Yes	4	
Stakeholders Relationship Committee	18-Oct-2018	18-Jan-2019	Yes	3	

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	91

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
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	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	Even though there were no material RPTs, shareholders' approval has been obtained for the transactions with Muthoot Fincorp Limited, Muthoot Bankers and Muthoot Microfin Limited.
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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. - **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) - **Not applicable**
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:

Name : **Vinodkumar M Panicker**
Designation : **Compliance Officer**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.muthootcap.com/
Terms and conditions of appointment of	Yes		www.muthootcap.com/
Composition of various committees of	Yes		www.muthootcap.com/c
Code of conduct of board of directors and	Yes		www.muthootcap.com/
Details of establishment of vigil mechanism/	Not		
Criteria of making payments to non-	Yes		www.muthootcap.com/
Policy on dealing with related party	Not		
Policy for determining 'material' subsidiaries	Yes		www.muthootcap.com/
Details of familiarization programs imparted	Yes		www.muthootcap.com/
Email address for grievance redressal and other relevant details entity who are	Yes		www.muthootcap.com/ admin/uploads/investor
Contact information of the designated	Yes		www.muthootcap.com/i
Financial results	Yes		www.muthootcap.com/i
Shareholding pattern	Not		
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	

<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Meeting of Risk Management Committee</i>	22	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Yes	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes	

Other Information	
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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**

Other Information	
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Name : **Vinodkumar M Panicker**
Designation : **Compliance Officer**