



MCSL/SEC/18-19/103

October 03, 2018

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,

Sub: Compliance Report on Corporate Governance for the quarter and half year ended September 30, 2018

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 half year ended September 30, 2018.

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

Thanking You,

Yours Faithfully,

For Muthoot Capital Services Limited

Ravi Oruganti

Company Secretary & Compliance Officer

Encl: As Above.

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity - **Muthoot Capital Services Limited**

2. Quarter ending - **30-Sep-2018**

I. Composition of Board of Directors

Name of the Director	DIN	PAN	Category	Date of Appointment	Date of Cessation	Tenure (Months)	No. of Directorship in listed entities including this listed entity	No. of memberships in AC/SRC including this listed entity	No of post of Chairperson in AC/SRC held in listed entities including this listed entity
Mr. Thomas John Muthoot	00011618	ABNPT4694B	C & NED	06-Jun-2017	-	-	1	1	0
Mr. Thomas George Muthoot	00011552	ABNPT4693G	ED	12-Jul-2016	-	-	1	1	0
Mr. Thomas Muthoot	00082099	AEAPM0424L	NED	14-Jun-2018	-	-	1	2	1
Mr. A.P Kurian	00008022	AACPK8993Q	ID	03-Sep-2014	02-Sep-2019	60	3	3	1
Mr. R.K Nair	00631889	AHKPK3362J	ID	03-Sep-2014	02-Sep-2019	60	1	1	0
Mrs. Radha Unni	03242769	AAAPU1518P	ID	03-Sep-2014	02-Sep-2019	60	2	1	1

II. Composition of Committees

Audit Committee			
Sl. 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			
Sl. 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

Corporate Social Responsibility Committee			
Sl. No.	Name of the Director	Category	Chairperson/Membership
1.	Thomas Muthoot	NED	Chairperson
2.	R.K Nair	ID	Member
3.	Radha Unni	ID	Member

Nomination and Remuneration Committee			
Sl. 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)
17-Apr-2018	17-Jul-2018	32
18-May-2018		
14-Jun-2018		

IV. Meeting of Committees				
Name of the Committee	Date(s) of Meeting (if any) 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)
Audit Committee	17-Jul-2018	4	18-May-2018	59
Stakeholders Relationship Committee	17-Jul-2018	3	17-Apr-2018	
Corporate Social Responsibility Committee	17-Jul-2018	3	14-Jun-2018	

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) - **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. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**

Name : **Ravi Oruganti**

Designation : **Company Secretary & Compliance Officer**

AFFIRMATIONS

Heading	Regulation Number	Compliance Status
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Name : Ravi Oruganti

Designation : Company Secretary & Compliance Officer