

MCSL/SEC/18-19/13

April 04, 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 year ended March 31, 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 year ended March 31, 2018.

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

Thanking You,

Yours Faithfully,

**For Muthoot Capital Services Limited**



**Vinodkumar M Panicker**  
**Chief Finance Officer & Compliance Officer**



**Encl:** As Above.

**CORPORATE GOVERNANCE REPORT**

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

2. Quarter & year ending - **31-Mar-2018**

**I. Composition of Board of Directors**

Name of the Director	DIN	PAN	Category	Date of Appointment	Date of Cessation	Tenure (Years)	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	06-Jun-2016	-	-	1	2	1
Mr. A.P Kurian	00008022	AACPK8993Q	ID	03-Sep-2014	02-Sep-2019	5	3	3	1
Mr. R.K Nair	00631889	AHKPK3362J	ID	03-Sep-2014	02-Sep-2019	5	1	1	0
Mrs. Radha Unni	03242769	AAAPU1518P	ID	03-Sep-2014	02-Sep-2019	5	2	1	1



## 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 George Muthoot	ED	Member
2	Thomas Muthoot	NED	Chairperson
3	Thomas John Muthoot	C & NED	Member

### Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	R.K Nair	ID	Member
2	Thomas Muthoot	NED	Member
3	Thomas George Muthoot	ED	Chairperson

### Nomination and Remuneration Committee

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

## 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)
10-Nov-2017	13-Jan-2018	63
	24-Mar-2018	

## IV. Meeting of Committees

Name of the committee	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)
Audit Committee	13-Jan-2018	yes	10-Nov-2017	63
Stakeholders Relationship Committee	13-Jan-2018	yes	10-Nov-2017	
Nomination & Remuneration Committee	13-Jan-2018	yes		



<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
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. 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)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	
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>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
<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)	Yes
<i>Meeting of Board of directors</i>	17(2)	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 &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes



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

