

**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-2020**

**i. Composition Of Board Of Director**

<b>Titl e ( M r./ M s)</b>	<b>Name of the Director</b>	<b>DIN</b>	<b>PAN</b>	<b>Categor y (Chairp erson /Executiv e/Non- Executive / Independ ent/ Nominee)</b>	<b>Sub Cate gory</b>	<b>Initial Date of Appointment</b>	<b>Date of Appointme nt</b>	<b>Date of cessatio n</b>	<b>Tenu re</b>	<b>Date of Birth</b>	<b>Wheth er special resolut ion passe d?</b>	<b>Date of passing special resolutio n</b>
Mr.	THOMAS JOHN MUTHOOT	00011618	ABNPT4694B	C,NED		18-Feb-1994	17-Jun-2019			07-Jun- 1962	NA	
Mr.	THOMAS GEORGE MUTHOOT	00011552	ABNPT4693G	ED	MD	18-Feb-1994	12-Jul-2016			07-Jun- 1962	NA	
Mr.	THOMAS MUTHOOT	00082099	AEAPM0424L	NED		18-Feb-1994	14-Jun-2018			15-Jul- 1966	NA	
Mr.	A P KURIAN	00008022	AACPK8993Q	ID		06-Apr-1994	03-Sep-2019		60	20-Jun- 1933	Yes	17-Jun- 2019
Mrs.	RADHA UNNI	03242769	AAAPU1518P	ID		28-Jun-2014	03-Sep-2019		60	04-Dec- 1948	NA	
Mr.	K M ABRAHAM	05178826	ADPPM7213D	ID		18-Jan-2019	17-Jun-2019		60	30-Dec- 1957	NA	
Mr.	THOMAS MATHEW	01277149	AIGPM3808G	ID		01-Apr-2019	17-Jun-2019		60	20-Feb- 1951	NA	

<b>Title (Mr./Ms)</b>	<b>Name of the Director</b>	<b>DIN</b>	<b>PAN</b>	<b>No. of Directorship in listed entities including this listed entity</b>	<b>No of Independent Directorship in listed entities including this listed entity</b>	<b>No of memberships in Audit/ Stakeholder Committee(s) including this listed entity</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity</b>	<b>Memberships in Committees of the Company</b>	<b>Remarks</b>
Mr.	THOMAS JOHN MUTHOOT	00011618	ABNPT4694B	1	0	1	0	SC	
Mr.	THOMAS GEORGE MUTHOOT	00011552	ABNPT4693G	1	0	1	0	SC	
Mr.	THOMAS MUTHOOT	00082099	AEAPM0424L	1	0	1	1	AC,SC	
Mr.	A P KURIAN	00008022	AACPK8993Q	1	1	1	0	AC,NRC	
Mrs.	RADHA UNNI	03242769	AAAPU1518P	3	3	1	1	AC,NRC	
Mr.	K M ABRAHAM	05178826	ADPPM7213D	2	2	1	0	SC	
Mr.	THOMAS MATHEW	01277149	AIGPM3808G	1	1	0	1	AC,NRC	

<b>Company Remarks</b>	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

**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	THOMAS MATHEW	ID	Chairperson	01-Apr-2019	
2	A P KURIAN	ID	Member	04-Aug-2014	
3	RADHA UNNI	ID	Member	04-Aug-2014	
4	THOMAS MUTHOOT	NED	Member	04-Aug-2014	

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	THOMAS MUTHOOT	NED	Chairperson	04-Aug-2014	
2	THOMAS JOHN MUTHOOT	C,NED	Member	04-Aug-2014	
3	THOMAS GEORGE MUTHOOT	ED	Member	04-Aug-2014	
4	K M ABRAHAM	ID	Member	28-Mar-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**c. Risk Management 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>
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Company Remarks	
Whether Permanent chairperson appointed	

**d. Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	A P KURIAN	ID	Chairperson	04-Aug-2014	
2	RADHA UNNI	ID	Member	04-Aug-2014	
3	THOMAS MATHEW	ID	Member	01-Apr-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
22-Oct-2019	25-Jan-2020	Yes	7	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	94

**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	22-Oct-2019		Yes	4	3
Audit Committee		25-Jan-2020	Yes	4	3
Stakeholders Relationship Committee	22-Oct-2019		Yes	4	1

Stakeholders Relationship Committee		25-Jan-2020	Yes	4	1
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Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	94

v. **Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</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	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	<b>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.</b>
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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** : **Abhijith Jayan**  
**Designation** : **Company Secretary & 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</b>	<b>Company Remark</b>	<b>Website</b>
<b>As per regulation 46(2) of the LODR:</b>			
Details of business	Yes		<a href="https://muthootcap.com">https://muthootcap.com</a>
Terms and conditions of appointment of	Yes		<a href="https://muthootcap.com">https://muthootcap.com</a>
Composition of various committees of	Yes		<a href="http://www.muthootcap.com/">www.muthootcap.com/</a>
Code of conduct of board of directors and	Yes		<a href="https://muthootcap.com">https://muthootcap.com</a>
Details of establishment of vigil mechanism/	Yes		<a href="https://muthootcap.com">https://muthootcap.com</a>
Criteria of making payments to non-	Not		
Policy on dealing with related party	Yes		<a href="https://muthootcap.com">https://muthootcap.com</a>
Policy for determining 'material' subsidiaries	Not		
Details of familiarization programs imparted	Yes		<a href="https://muthootcap.com">https://muthootcap.com</a>
Email address for grievance redressal and other relevant details entity who are	Yes		<a href="https://muthootcap.com/admin/uploads/Investor">https://muthootcap.com/admin/uploads/Investor</a>
Contact information of the designated	Yes		<a href="https://muthootcap.com">https://muthootcap.com</a>
Financial results	Yes		<a href="https://muthootcap.com">https://muthootcap.com</a>
Shareholding pattern	Yes		<a href="https://muthootcap.com">https://muthootcap.com</a>
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed	Yes		<a href="https://muthootcap.com/investors.php">https://muthootcap.com/investors.php</a>
New name and the old name of the listed	Not		
Advertisements as per regulation 47 (1)	Yes		<a href="https://muthootcap.com">https://muthootcap.com</a>
Credit rating or revision in credit rating	Yes		<a href="https://muthootcap.com">https://muthootcap.com</a>
Separate audited financial statements of	Not		
<b>As per other regulations of the LODR:</b>			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://muthootcap.com/investors.php">https://muthootcap.com/investors.php</a>
Materiality Policy as per Regulation 30	Yes		<a href="https://muthootcap.com">https://muthootcap.com</a>
Dividend Distribution policy as per	Not		
It is certified that these contents on the	Yes		yes

<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	<b>Company Remark</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), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Not Applicable	
<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>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 &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination &amp; 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)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of Annual Secretarial Compliance Report</i>	24(2), (3), (4), (5) & (6)	Not Applicable	
<i>Alternate Director to Independent Director</i>	24(A)	Yes	
<i>Maximum Tenure</i>	25(1)	Yes	
<i>Meeting of independent directors</i>	25(2)	Yes	
<i>Familiarization of independent directors</i>	25(3) & (4)	Yes	
<i>Declaration from Independent Director</i>	25(7)	Yes	
<i>D &amp; O Insurance for Independent</i>	25(8) & (9)	Yes	
<i>Memberships in Committees</i>	25(10)	Not Applicable	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(1)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(3)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(4)	Yes	
	26(2) & 26(5)	Yes	

<b>Other Information</b>	
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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**

<b>Other Information</b>	
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**Name** : **Abhijith Jayan**  
**Designation** : **Company Secretary & Compliance Officer**