

MCSL/SEC/23-24/65

May 29, 2023

**BSE Limited** 

Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001
Scrip Code - 511766
Scrip Code (Debenture) - 724596,
974648, 974292, 974550, 974551
and 974552

**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/Madam,

Sub: Annual Secretarial Compliance Report pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015

Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2023, issued by CS Sivakumar P. (FCS No. 3050, C.P. No. 2210), Practicing Company Secretary.

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

Thanking you,

Yours Faithfully,

For Muthoot Capital Services Limited

Deepa G Company Secretary & Compliance Officer Membership Number: A68790

**Encl:** as above.

### **SEP & ASSOCIATES**

Company Secretaries

Partners:

CS Puzhankara Sivakumar. M.com, FCMA, FCS

CS Syam Kumar R. BSc, FCS, LLB, IP

CS Madhusudhanan E.P. M.com, FCMA, FCS, IP

CS Anju Panicker. BA, LLB (Hons.), ACS

Reg.Office: Building No. C.C 56/172 K.C. Abraham Master Road, Panampilly Nagar, Kochi-682036 0484 4873636/ 4874242

## Secretarial Compliance Report of The Muthoot Capital Services Limited for the Financial Year ended March 31 2023

To, The Board of Directors Muthoot Capital Services Limited 3<sup>rd</sup> Floor, Muthoot Towers MG Road, Kochi-682035

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by *M/s. Muthoot Capital Services Limited* (*CIN: L67120KL1994PLC007726*) (hereinafter referred as 'the listed entity'), having its Registered Office at 3rd Floor, Muthoot Towers, MG Road, Kochi-682035. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31st March 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

### We **SEP & Associates, Company Secretaries** have examined:

- (a) all the documents and records made available to us and explanation provided by *M/s*. *Muthoot Capital Services Ltd* (*CIN: L67120KL1994PLC007726*) ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) the website of the listed entity,
- (d) all other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2023 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations (including amendments, modifications from time to time), whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (to the extent applicable)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (f) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 (to the extent applicable);
- (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (h) The Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. N o.	Compliance Requirement (Regulations/cir culars/ guidelines including specific clause	Regula tion/ Circula r No.	Deviation s	Action Taken by	Type of Action (Advis ory / Clarifi cati on/Fin e /Show Cause Notice/ Warni ng, etc.)	Details of Violati on	Fine Amou nt	Observations/ Remarks of the Practicing Company Secretary	Manageme nt Response	Remar
1	Regulation 54 (2) of the Listing Regulation:  The listed entity shall disclose to the stock exchange in quarterly, half-yearly, year-to-date and annual financial statements, as applicable, the extent and nature of security created and maintained with respect to its secured listed non-convertible debt securities.	Regula tion 54(2)	The listed entity failed to disclose the extent and nature of security created and maintaine d with respect to its secured listed nonconvertibl e debt securities for the quarter ended 31.12.2021	BSE Limited	Fine	None	2,67,86	It was noted that the listed entity has disclosed the extent and nature of security created and maintained with respect to its secured listed nonconvertible debt securities on 03.10.2022.	The listed entity has admitted the noncompliance. However, they had not received any official communication from BSE in this regard and hence had not addressed it till 03.10.2022.  The entity has disclosed and paid the fees levied by exchange.	The fine was impose d during the Financi al year under review since the delay happen ed during the previou s year.
2	Regulation 54 (2) of the Listing Regulation:  The listed entity shall disclose to the stock exchange in quarterly, half-yearly, year-to-date and annual	Regula tion 54(2)	The listed entity failed to disclose the extent and nature of security created and maintaine d with	BSE Limited	Fine	None	1,43,96 0/-	It was noted that the listed entity failed to disclose the extent and nature of security created and maintained	The listed entity has already noted the non-compliance and they have filed the necessary	The fine was impose d during the Financi al year under

	financial		respect to					with respect	disclosures	review
	statements, as		its secured					to its	to be made	since
	applicable, the		listed non-					secured	in this	the
	extent and nature		convertibl					listed non-	regard. The	delay
	of security		e debt					convertible	fine	_
	created and		securities					debt		happen ed
	maintained with		for the						amounting	
	respect to its		quarter					securities on	to	during
	secured listed		ended					or before the	Rs.35,400/-	the
	non-convertible		31.03.2022					due date i.e.,	was duly	previou
	debt securities.							30.05.2022.	paid on 30.06.2022.	s year.
								The same		
								has been	However,	
								disclosed by	the	
								the entity on	exchange	
								30.06.2022	has	
								30.00.2022	intimated	
									the non-	
									compliance	
									on	
									29.09.2022	
									and levied a	
									fine of Rs.	
									1,43,960/	
									The entity	
									has	
									disclosed	
									and paid the	
									fees levied	
									by exchange	
									on	
									03.10.2022.	
3	Regulation 60 (2)	Regula	The record	BSE	Fine	None	11,800	It was noted	The listed	The
	of Listing	tion 60	date was	Limited			/-	that the	entity has	fine
	Regulations:	(2)	on August					listed entity	admitted	was
			16, 2021					has given	the non-	impose
	The listed entity		and the					notice 6	compliance	d
	shall give notice		intimation					working	and ensure	during
	in advance of at least seven		was given on August					days before	that such	the
	working days		05, 2021.					the record	non-	Financi
	(excluding the		00, 2021.					date instead	compliances	al year
	date of		The listed					of 7.	will not	under
	intimation and		entity has					J. 7.	occur in	review
	the record date)		intimated						future.	since
	to the recognised		the						Tutule.	the
	stock		exchange							
	exchange(s) of		with one							delay
	the record date		day delay.							happen
	or of as many									ed
	days as the stock exchange(s) may									during
	exchange(s) may									the

	agree to or									previou
	agree to or require									-
	specifying the									s year.
	purpose of the									
	record date.									
4	Regulation 60 (2)	Regula	The record	BSE	Fine	None	11,800	It was noted	The listed	The
	of Listing	tion 60	date was	Limited			/-	that the	entity has	fine
	Regulations:	(2)	on				/	listed entity	admitted	was
	o o		September					has given	the non-	impose
	The listed entity		06, 2021					Ü		-
	shall give notice		and the					notice 5	compliance	d
	in advance of at		intimation					working	and ensure	during
	least seven		was given					days before	that such	the
	working days		on August					the record	non-	Financi
	(excluding the		28, 2021.					date instead	compliances	al year
	date of							of 7.	will not	under
	intimation and		The listed						occur in	review
	the record date)		entity has						future.	since
	to the recognised		intimated							the
	stock		the							delay
	exchange(s) of the record date		exchange with 2-							happen
	or of as many		days							ed
	days as the stock		delay.							during
	exchange(s) may		delay.							the
	agree to or									
	require									previou
	specifying the									s year.
	purpose of the									
	record date.									
5	Regulation 60 (2)	Regula	The record	BSE	Fine	None	11,800	It was noted	The listed	The
	of Listing	tion 60	date was	Limited			/-	that the	entity has	fine
	Regulations:	(2)	on					listed entity	admitted	was
	771 1: . 1 .:.		November					has given	the non-	impose
	The listed entity		02, 2021					notice 6	compliance	d
	shall give notice in advance of at		and the intimation					working	and ensure	during
	least seven		was given					days before	that such	the
	working days		on					the record	non-	Financi
	(excluding the		October					date instead	compliances	al year
	date of		23, 2021.					of 7.	will not	under
	intimation and		,					017.	occur in the	review
	the record date)		The listed							
	to the recognised		entity has						future.	since
	stock		intimated							the
	exchange(s) of		the							delay
	the record date		exchange							happen
	or of as many		with one-							ed
	days as the stock		day delay.							during
	exchange(s) may									the
	agree to or									previou
	require									s year.
	specifying the									
	purpose of the record date.									
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6	Regulation 60 (2)	Regula	The record	BSE	Fine	None	23,600	It was noted	The listed	The
	of Listing	tion 60	date was	Limited			/-	that the	entity has	fine
	Regulations:	(2)	on Eobrases					listed entity	admitted	was
	The listed entity		February 01, 2022					has given	the non-	impose
	shall give notice		and the					notice 6	compliance	d
	in advance of at		intimation					working	and ensure	during
	least seven		was given					days before	that such	the
	working days		on January					the record	non-	Financi
	(excluding the		20, 2022.					date instead	compliances	al year
	date of							of 7.	will not	under
	intimation and		The listed						occur in the	review
	the record date)		entity has						future.	since
	to the recognised		intimated							the
	stock		the						However,	delay
	exchange(s) of		exchange						the amount	-
	the record date		with one-						levied is	happen ed
	or of as many days as the stock		day delay.							
	exchange(s) may								duplication	during
	agree to or								of same	the
	require								ISIN:	previou
	specifying the								INE296G070	s year.
	purpose of the								28.	
	record date.						<u> </u>			
7	Regulation 60 (2)	Regula	The record	BSE	Fine	None	23,600	It was noted	The listed	The
	of Listing	tion 60	date was	Limited			/-	that the	entity has	fine
	Regulations:	(2)	on May 03,					listed entity	admitted	was
	The listed entity		2022 and the					has given	the non-	impose
	The listed entity shall give notice		intimation					notice 4	compliance	d by
	in advance of at		was given					working	and ensure	BSE on
	least seven		on April					days before	that such	the
	working days		26, 2022.					the record	non-	Listed
	(excluding the		,					date instead	compliances	Entity
	date of		The listed					of 7.	will not	during
	intimation and		entity has						occur in the	the
	the record date)		intimated						future.	financi
	to the recognised		the							al year
	stock		exchange						However,	under
	exchange(s) of the record date		with 3						the amount	review
	or of as many		days delay.						levied is	for
	days as the stock		aciay.						duplication	delay
	exchange(s) may								of same	occurre
	agree to or								ISIN:	d
	require								INE296G070	
	specifying the									during
	purpose of the								51.	the
	record date.									same
										Financi
0	Pogulation (0 (2)	Domile.	The record	BSE	Fine	None	11,800	It was noted	The listed	al year. The
8	Regulation 60 (2)	Regula			THE	none				
	of Listing	tion 60	date was	Limited			/_	Ithat +b△	Lantity has	tino
	of Listing Regulations:	tion 60 (2)	date was on July 05,	Limited			/-	that the	entity has	fine
	of Listing Regulations:	tion 60 (2)	on July 05, 2022 and	Limited			/-	listed entity has given	admitted the non-	was impose

Δ	The listed entity shall give notice in advance of at least seven working days (excluding the date of intimation and the record date) to the recognised stock exchange(s) of the record date or of as many days as the stock exchange(s) may agree to or require specifying the purpose of the record date.	Regula	intimation was given on June 25, 2022.  The listed entity has intimated the exchange with one-day delay.	RSF	Fine	None	2 360 /	notice 6 working days before the record date instead of 7.	compliance and ensure that such non- compliances will not occur in the future.	d by BSE on the Listed Entity during the financi al year under review for delay occurre d during the same Financi al year.
9	Regulation 57 (4) of Listing Regulations:  The listed entity shall within five working days prior to the beginning of the quarter provide details for all the non-convertible securities for which interest/dividen d/principal obligations shall be payable during the quarter.	Regula tion 57 (4)	The Listed Entity has failed to intimate the Stock Exchange 5 working days prior to beginning of first quarter of the FY 2022-23.  The Due date was on 24th March 2022. The intimation was given by listed entity on 03rd October 2022.	BSE Limited	Fine	None	2,360/	It was noted that there was a delay of 194 days and the fine is levied per ISIN.  Therefore, there is case of duplication of ISIN: INE296G070 51.	The listed entity has admitted the non-compliance and ensure that such non-compliances will not occur in the future.	The fine was impose d by BSE on the Listed Entity during the financi al year under review for delay happen ed for previou s Financi al year.
10	Regulation 57 (5) of Listing Regulations:  The listed entity shall within seven working	Regula tion 57 (5)	The Listed Entity fails to intimate to Stock Exchange within 7 working	BSE Limited	Fine	None	1,180/	It was noted that there was a delay of 176 days and the fine is levied for	The listed entity has admitted the non-compliance and ensure	The fine was impose d by BSE on

		1	1 .	ı			Т			
	days from the		days from					INE296G070	that such	the
	end of the		the end of					51.	non-	Listed
	quarter provide:		the						compliances	Entity
	(a) a certificate		quarter						-	
	confirming the		ended						will not	during
	payment of		March 31						occur in the	the
	interest/dividen		2022.						future.	financi
	-		2022.							al year
	d/principal		771 1							under
	obligations for		The due							
	non-convertible		date was							review
	securities which		April 11							for
	were due in that		2022							delay
	quarter; and		however							occurre
	(b) the details of		the same							d
	all unpaid		was							-
	interest/dividen		intimated							during
	d/principal		on							the
	obligations in		October							same
	relation to non-		03 <sup>rd</sup> 2022.							Financi
	convertible									
	securities at the									al year.
	end of the									
	quarter.									
11		Rogula	The listed	Nil	Nil	None	Nil	It was noted	The listed	Nil
11	Regulation 54 (2)	Regula		INII	1/11	none	1/11			1/11
	of the Listing	tion	entity					that the	entity has	
	Regulation:	54(2)	disclosed					listed entity	noted the	
	med 1 a 1 a 1		the extent					has	delay and	
	The listed entity		and nature					disclosed	ensure that	
	shall disclose to		of security					the extent	such delay	
	the stock		-						-	
	exchange in		created					and nature	will not	
	quarterly, half-		and					of security	occur in the	
	yearly, year-to-		maintaine					created and	future.	
	date and annual		d with					maintained		
	financial		respect to					with respect		
	statements, as		its secured							
	applicable, the									
	extent and nature		listed non-					secured		
	of security		convertibl					listed non-		
	created and		e debt					convertible		
	maintained with		securities					debt		
	respect to its		for the					securities on		
	secured listed							16.11.2022.		
	non-convertible		quarter					10.11.2022.		
	debt securities.		ended							
	achi becurries.		30.09.2022.					There was a		
			However,					delay of 2		
			there was					days.		
			a delay of					- <del></del> <i>y</i>		
			_							
			2 days.							
			The due							
			date for							
			the							
			disclosure							
			was on							
		1	•					i e		

	14.11.2022	
	and the	
	same was	
	intimated	
	by the	
	entity on	
	16.11.2022.	

# (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S r N	Compliance Requirement (Regulations/ circulars/		Deviations	Action Take n by	Type of Action (Advisory	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company	Manageme nt Response	Remark s
0	guidelines	ular			Clarificati			Secretary		
	including	No.			on/Fine			-		
	specific				/Show					
	clause				Cause					
					Notice/					
					Warning,					
	D. L.:	22 (0	mri .	NT	etc.)		455000 /	FFI C	TTI 11 1 1	) III
1	Regulation	23(9	The	Nation	Fine	None	175000/-	The Company	The listed	NIL
	23(9) of the	)	Company	al			plus GST	has filed the list	entity has	
	Listing		has failed to					of related party	admitted	
	Regulation		file the list					transaction	the non-	
			of related	nge Limite				with National	compliance and ensure	
			party transaction	d				Stock Exchange Limited after a	that such	
			s with the					delay of 35 days	non-	
			Stock					and remitted	compliances	
			Exchange,					the fine	will not	
			both					imposed by the	occur in the	
			National					Stock	future.	
			Stock					Exchange.	Turbure.	
			Exchange							
			of India							
			Limited							
			and BSE							
			Limited for					The Commence		
			the half	BSE	Fine	None	1,60,000	The Company has filed the list		
			year ended	Limit ed			/- plus	of related party		
			31.03.2021	cu			GST	transaction		
			within a					with BSE		
			period of 30					Limited after a		
			days from					delay of 32		
			the					days and remitted the		
			conclusion					fine imposed		
			of Board					by the Stock		
			Meeting.					Exchange.		

2	Regulation 52(5) of the Listing Regulations	52(5)	Non- Submission of certificate signed by Debenture Trustee taking note of contents prescribed under Regulation 52(4)	d	Fine	None	31000/- plus GST	There was a delay of 31 days for submission of certificate signed by Debenture Trustee taking note of the contents prescribed under Regulation 52(4)	The listed entity has admitted the non-compliance and ensure that such non-compliances will not occur in the future.	NIL

# II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance	Observations/
		status (Yes/ No/	Remarks by PCS*
		NA)	
1	Compliances with the following cond	litions while appoin	ting/re-appointing an
	auditor		
	i. If the auditor has resigned within 45	NA	There were no such
	days from the end of a quarter of a		instances of
	financial year, the auditor before such		resignation during
	resignation, has issued the limited		the period under
	review/ audit report for such quarter;		review.
	or		
			However, the Listed
	ii. If the auditor has resigned after 45		entity has appointed
	days from the end of a quarter of a		M/s PFK Sridhar &
	financial year, the auditor before such		Santhanam LLP as
	resignation, has issued the limited		Statutory Auditor
	review/ audit report for such quarter		for a further period
	as well as the next quarter; or		of 2 years at its AGM
			held on 27/09/2022.

	iii If the auditor has signed the		1
	iii. If the auditor has signed the		
	limited review/ audit report for the		
	first three quarters of a financial year,		
	the auditor before such resignation,		
	has issued the limited review/ audit		
	report for the last quarter of such		
	financial year as well as the audit		
	report for such financial year.		
2	Other conditions relating to resignati	on of statutory audi	tor
	i. Reporting of concerns by Auditor	NA	There were no such
	with respect to the listed entity/its		instances during the
	material subsidiary to the Audit		period under review.
	Committee:		r
	Committee.		
	a. In case of any concern with the		
	management of the listed		
	entity/material subsidiary such as		
	non-availability of information / non-		
	cooperation by the management		
	which has hampered the audit		
	process, the auditor has approached		
	the Chairman of the Audit Committee		
	of the listed entity and the Audit		
	Committee shall receive such concern		
	directly and immediately without		
	specifically waiting for the quarterly		
	Audit Committee meetings		
	O		
	b. In case the auditor proposes to		
	resign, all concerns with respect to the		
	proposed resignation, along with		
	relevant documents has been brought		
	o de la companya de		
	to the notice of the Audit Committee.		
	In cases where the proposed		
	resignation is due to non-receipt of		
	information / explanation from the		
	company, the auditor has informed		
	the Audit Committee the details of		
	information / explanation sought and		
	not provided by the management, as		
	applicable.		
	c. The Audit Committee / Board of		
	Directors, as the case may be,		
	deliberated on the matter on receipt		
	of such information from the auditor		
	relating to the proposal to resign as		
	mentioned above and communicate		
	menuonea above ana communicate		

	its views to the management and the auditor.  ii. Disclaimer in case of non-receipt of information:  The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.		
3	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	There were no such instances occurred during the period under review.

<sup>\*</sup>Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'  $\,$ 

## III. We hereby report that, during the Review Period the compliance status of the listed entity is appended below:

Sr.	Particulars	Compliance	Observations/
No.		status (Yes/ No/	Remarks by PCS*
		NA)	-
1	Secretarial Standards:	Yes	
	The compliances of the listed entity		
	are in accordance with the		
	applicable Secretarial Standards (SS)		
	issued by the Institute of Company		
	Secretaries India (ICSI) as notified		
	by the Central Government under		
	section 118(10) of the Companies		
	Act, 2013 and mandatorily		
	applicable.		
2	Adoption and timely updation of	Yes	
	the Policies:		
	• All applicable policies under		
	SEBI Regulations are adopted		

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	with the approval of board of directors of the listed entities.		
	All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated		
	as per the regulations/circulars/ guidelines issued by SEBI		
3	Maintenance and disclosures on Website:	Yes	
	The Listed entity is maintaining a functional website.		
	Timely dissemination of the documents/information under a separate section on the website.		
	Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the		
4	website <u>Disqualification of Director:</u>	Yes	
	<u>Sisquimention of Sheeton</u>	165	
	None of the Directors of the		
	Company are disqualified under		
	Section 164 of Companies Act, 2013		
5	Details related to Subsidiaries of	Yes	There were no
	listed entities have examined w.r.t.:		subsidiaries for the
	(a) Identification of material		listed entity.
	subsidiary companies		
	(b) Disclosure requirement of		
	material as well as other subsidiaries		
6	Preservation of Documents:	Yes	
	The listed entity is preserving and		
	maintaining records as prescribed		
	under SEBI Regulations and		
	disposal of records as per Policy of		
	Preservation of Documents and		
	Archival policy prescribed under		
7	SEBI LODR Regulations, 2015.  Performance Evaluation:	Yes	
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	The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.		
8	Related Party Transactions:	Yes	
	(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or  (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.		
	1 <u>-</u> 2.2.		
	Disclosure of events or information:  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10	Prohibition of Insider Trading:  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	The listed entity has maintained a Structured Digital Database and has changed its software w.e.f. December 30th 2022 and ensured that the same is functional and satisfies all the conditions as required to be adhered under the applicable regulations.
11	Actions taken by SEBI or Stock Exchange(s), if any:  No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures	No	Fines imposed by BSE Limited during the Financial Year under review is mentioned in Point I (a)

	issued by SEBI through various		
	circulars) under SEBI Regulations		
	and circulars/ guidelines issued		
	thereunder.		
12	Additional Non-compliances, if	Yes	
	any:		
	No additional non-compliance		
	observed for all SEBI regulation/		
	circular/guidance note etc.		

<sup>\*</sup>Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

Assumptions & Limitation of scope and Review:

- 1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- 2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- 3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
- 4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

UDIN: F003050E000414901

### For SEP & Associates

Company Secretaries (Peer Review Certificate no. 2763/2022)

PUZHANKARA Digitally signed by PUZHANKARA SIVAKUMAR Date: 2023.05.29 19:30:30 +05'30'

#### CS Puzhankara Sivakumar

Managing Partner

COP: 2210 FCS: 3050

Date: 29.05.2023 Place: Kochi