

## MCSL/SEC/25-26/64 May 24, 2025

**BSE Limited** 

Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001, Maharashtra **Scrip Code - 511766** Scrip Code (Debenture & CP) - 974915, 975513. 974550. 974552, 975282. 975662. 975739, 975982, 976146, 976157, 976006, 976458, 976183, 976213, 976233, 976363, 727790, 728115, 728941. 729010. 729104.

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051, Maharashtra **Trading Symbol - MUTHOOTCAP** 

Dear Sir / Ma'am,

729105, 729231 and 729236

# Sub: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2025

Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, please find enclosed the Annual Secretarial Compliance Report of Muthoot Capital Services Limited, issued by M/s. SEP & Associates, Practicing Company Secretaries, for the Financial Year ended March 31, 2025.

This is for your kind information and record.

Thanking You,

Yours Faithfully, For **Muthoot Capital Services Limited** 

Deepa G Company Secretary and Compliance Officer Membership No.: A68790

Encl: As Above



Company Secretaries



Partners:

CS Puzhankara Sivakumar M.com, FCMA, FCS
CS Syam Kumar R. BSc, FCS, LLB, IP, DARB (ICSI)
CS Madhusudhanan E.P. M.com, FCS, FCMA, IP, RV, DIA (ICSI)

CS Anju Panicker BA, LLB (Hons.), ACS
CS Ruchira Jharkhandi B.Com, ACS, LLB
CS Revathi K S BSc, ACS
CS Saranya T V B.Com, ACS

#### SECRETARIAL COMPLIANCE REPORT OF

## MUTHOOT CAPITAL SERVICES LIMITED FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

To,
The Board of Directors,
Muthoot Capital Services Limited
3rd Floor, Muthoot Towers,
M.G. Road, Kochi, Kerala, India, 682035

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

- (a) all the documents and records made available to us and explanation provided by MUTHOOT CAPITAL SERVICES LIMITED
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,
- for the Financial Year ended March 31, 2025, ("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, 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) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable during the review period);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 (to the extent applicable);
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 (to the extent applicable);
- (j) The Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 (to the extent applicable);
- (k) other regulations as applicable.

and circulars/ guidelines issued thereunder; and based on the above examination, We hereby report that, during the Review Period:

(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: -

S	Complian	Reg	Deviat	Acti	Тур	Detai	Fine	Observa	Manage	Rem
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	including							y		
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	NIL									

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

Sr	Observations/	Observations	Compliance	Details	Remed	Comme
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(c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	YES	-
2	Adoption and timely updation of the Policies:  • All applicable policies under SEBI Regulations are adopted 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.	YES	-
3	Maintenance and disclosures on Website:  • The Listed entity is maintaining a functional website	YES	-

	TT: 1 1:		
	• 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 re-directs to the relevant		
	document(s)/ section of the website		
4		YES	
4	Disqualification of Director(s):	IES	-
	None of the Director of the Company		
	are disqualified under Section 164 of		
	Companies Act, 2013		
5	Details related to Subsidiaries of listed	NA	The listed entity do
	entities:		not have any
	(a) Identification of material subsidiary		subsidiary during
	companies		the period under
	(b) Requirements with respect to		review .
	disclosure of material as well as other		10.10
	subsidiaries		
6		YES	
0	Preservation of Documents:	IES	-
	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 the LODR		
	Regulations.		
7	Performance Evaluation:	YES	-
	The listed entity has conducted		
	performance evaluation of the Board,		
	Independent Directors and the		
	Committees at the start of every		
	3		
	financial year as prescribed in SEBI		
	Regulations.	VEC	
8	Related Party Transactions:	YES	-
	(a) The listed entity has obtained prior		
	approval of Audit Committee for all		
	Related party transactions		
	(b) In case no prior approval obtained,		
	the listed entity shall provide detailed		
	reasons along with confirmation		
	whether the transactions were		
	subsequently		
	approved/ratified/rejected by the		
	Audit committee.		
9		YES	
) 9	Disclosure of events or information:	1 E3	-
	The listed entity has provided all the		
	required disclosure(s) under		
	Regulation 30 along with Schedule III		

	of the LODR Regulations within the		
10	time limits prescribed thereunder.	VEC	
10	Prohibition of Insider Trading:	YES	-
	The listed entity is in compliance with		
	Regulation 3(5) & 3(6) SEBI (Prohibition		
	of Insider Trading) Regulations, 2015.		
11	Actions taken by SEBI or Stock	YES	-
	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 issued		
	by SEBI through various circulars)		
	under SEBI Regulations and circulars/		
	guidelines issued thereunder		
12	Resignation of statutory auditors from	NA	No such instances
	the listed entity or its material		occurred during the
	subsidiaries		period under
	In case of resignation of statutory		review.
	auditor from the listed entity or any of		
	its material subsidiaries during the		
	financial year, the listed entity and / or		
	its material subsidiary(ies) has / have		
	complied with paragraph 6.1 and 6.2 of		
	section V-D of chapter V of the Master		
	Circular on compliance with the		
	provisions of the LODR Regulations by		
	listed entities.		
13	No additional non-compliances	YES	-
	observed:		
	No additional non-compliance		
	observed for any of the SEBI		
	regulation/circular/guidance note etc.		
	except as reported above.		
<u></u>	except as reported above.		

We further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations.

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 account of the listed entity.

4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) 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: F006086G000428321

### For SEP & Associates

Company Secretaries (The Peer Review Certificate no. 3693/2023)

SYAM KUMAR RAVINDRAN NAIR Date: 2025.05.24 12:41:09 +05'30'

CS Syamkumar R Lead Partner

M. No.: F6086 COP No.: 25735

Place: Ernakulam Date: 24.05.2025