



MCSL / SEC / 15 - 16 / 124

14th July, 2015

The Deputy General Manager
Department of Corporate Services
The Bombay Stock Exchange Limited
P.J. Towers
Dalal Street, Mumbai – 400 001

Dear Sir,

Subject: Compliance Report on Corporate Governance for the quarter ended 30th June, 2015

Pursuant to clause 49 of the Listing Agreement, please find enclosed the Compliance Report on Corporate Governance for the quarter ended 30th June, 2015.

Kindly take the same on your records.

Thank you,

Yours Faithfully,

For Muthoot Capital Services Limited

Syam Kumar R.
Company Secretary & Head Governance

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: **Muthoot Capital Services Limited (MCSL)**

Quarter ending on : 30th June, 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No/N.A	Remarks
II. Board of Directors	49 (II)	Yes	
(A) Composition of Board	49(II A)	Yes	Out of MCSL's 6 Directors, 3 are Independent Directors (50%) out of which one is a woman Director. More than 50% of the Board of Directors comprising of non-executive directors.
(B) Independent Directors	49 (IIB)	Yes	All the Independent Directors of the Company comply with the independence criteria mentioned in the Listing Agreement.
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	NA	MCSL is not paying any compensation to non- executive Directors, other than sitting fee.
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	The Code of Conduct for Board and Senior Management Personnel framed by the Board is published in the official website of the Company.
(F) Whistle Blower Policy	49 (IIF)	Yes	Whistle Blower Policy of MCSL is disclosed in website of the Company and also in the Board's report for the year ended 31.03.2015.
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	Audit Committee consists of 4 Directors as members with ¾th of Independent Directors.
(B) Meeting of Audit Committee	49 (IIIB)	Yes	One Audit Committee Meeting was held on 25 th May, 2015 with the requisite quorum.
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	

(E) Review of Information by Audit Committee	49 (III E)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	Nomination and Remuneration Committee consist of 3 Independent Directors as members.
V. Subsidiary Companies	49 (V)	NA	MCSL have no subsidiaries.
VI. Risk Management	49 (VI)	Yes	Risk Management Committee was constituted as per the requirements of the Listing Agreement and consists of 5 members.
VII. Related Party Transactions	49 (VII)	Yes	The policy on RPT is disclosed in the website of the Company and web link is provided in the Annual Report 2014-15
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	There are no material related party transactions during the quarter ended 30 th June, 2015.
(B) Disclosure of Accounting Treatment	49 (VIII B)	NA	
(C) Remuneration of Directors	49 (VIII C)	Yes	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from public issues, rights issue, preferential issues, etc.	49 (VIII F)	NIL	
IX. CEO/CFO Certification	49 (IX)	Yes	
X. Report on Corporate Governance	49 (X)	Yes	
XI. Compliance	49 (XI)	Yes	

For MUTHOOT CAPITAL SERVICES LIMITED



Syam Kumar R
Company Secretary & Head Governance