



MCSL/SEC/15-16/186

14<sup>th</sup> October, 2015

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

Dear Sir,

**Sub: Compliance Report on Corporate Governance for the quarter ended 30<sup>th</sup> September, 2015**

Pursuant to Clause 49 of the Listing Agreement, please find enclosed the Compliance Report on Corporate Governance for the quarter ended 30<sup>th</sup> September, 2015.

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

Thanking 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 : 30<sup>th</sup> September, 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No/NA	Remarks
<b>II. Board of Directors</b>	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.
<b>III. Audit Committee</b>	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 10 <sup>th</sup> August, 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 (IIIE)	Yes	



<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	Nomination and Remuneration Committee consist of 3 Independent Directors as members.
<b>V. Subsidiary Companies</b>	49 (V)	NA	MCSL have no subsidiaries.
<b>VI. Risk Management</b>	49 (VI)	Yes	Risk Management Committee was constituted as per the requirements of the Listing Agreement and consists of 5 members.
<b>VII. Related Party Transactions (RPT)</b>	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
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related Party Transactions	49 (VIIIA)	Yes	There are no material related party transactions during the quarter ended 30 <sup>th</sup> September, 2015.
(B) Disclosure of Accounting Treatment	49 (VIIIB)	NA	
(C) Remuneration of Directors	49 (VIIC)	Yes	
(D) Management	49 (VIID)	Yes	
(E) Shareholders	49 (VIIE)	Yes	
(F) Proceeds from public issues, rights issue, preferential issues, etc.	49 (VIIF)	NIL	
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	
<b>XI. Compliance</b>	49 (XI)	Yes	

For MUTHOOT CAPITAL SERVICES LIMITED

Syam Kumar R  
Company Secretary & Head Governance

