

**CODE OF CONDUCT FOR PREVENTION
OF INSIDER TRADING**

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**CODE OF
CORPORATE DISCLOSURE PRACTICES**



MUTHOOT CAPITAL SERVICES LIMITED

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

PREAMBLE

“Muthoot Capital Services Limited” (the Company) endeavors to preserve the confidentiality of unpublished price sensitive information and to prevent the misuse of such information. The Company is committed to transparency, fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations in force.

The Securities Exchange Board of India (Insider Trading) Regulations, 2015, make it mandatory for every Listed Public Company to lay down a Code of Conduct for Prevention of Insider Trading.

Every Director, Officer, Designated Persons of the Company has a duty to safeguard the confidentiality of all information obtained during the course of his or her employment at the Company.

This Code of Conduct for Prevention of Insider Trading (the Code) shall come into force with effect from *15th May 2015*.

I. CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS

1.0 CODE OF CONDUCT

1.1 This Code is formulated to regulate, monitor and report trading by Insiders and is applicable to all connected persons and Insiders of Muthoot Capital Services Limited as defined in this Code.

1.2 The Code is formulated under the provision of Securities and Exchange Board of India (Insider Trading) Regulations, 2015 and may be modified by the Board of Directors of the Company from time to time.

2.0 DEFINITIONS:

- a) “Act” means the Securities and Exchange Board of India Act, 1992, (15 of 1992);
- b) “Companies Act” means the Companies Act 2013. (18 of 2013)
- c) “Board” means the Securities and Exchange Board of India.
- d) “Compliance Officer” for the purpose of this Code of Conduct means Chief Executive Officer of the Company, reporting to Managing Director. In the absence of Chief Executive Officer, Company Secretary will act as the Compliance Officer.
- e) “Designated Persons” means –;
 - i) All Directors of the Company

- ii) Chief Executive Officer
 - iii) Company Secretary;
 - iv) Chief Finance Officer
 - v)
 - i. All employees above the rank of General Manager.
 - ii. Employees above the rank of Assistant Manager in the Accounts Department.
 - iii. All staffs in the Secretarial Department.
 - iv. Person in charge of the IT Department.
 - v. Internal Auditors, Statutory Auditors and Secretarial Auditors
 - vi) Persons who is in the opinion of the Managing Director (s) of the Company, has access to or is likely to have access to Unpublished Price Sensitive Information relating to the Company.
- f) “Stock Exchange” means a Stock Exchange which is recognized by the Central Government or SEBI under Section 4 of Securities Contracts (Regulation) Act, 1956 (42 of 1956);
- g) “Regulations” means the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.
- h) “Company” means “*Muthoot Capital Services Limited*”.
- i) “Board of Directors” means the Board of Directors of Muthoot Capital Services Limited.
- j) “Connected person” means,
- (i) any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
 - (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -
 - (a). an immediate relative of connected persons specified in clause (i); or
 - (b). a holding company or associate company or subsidiary company; or
 - (c). an intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - (d). an investment company, trustee company, asset management company or an employee or director thereof; or
 - (e). an official of a stock exchange or of clearing house or corporation; or

- (f). a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - (g). a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - (h). an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
 - (i). a banker of the Company; or
 - (j). a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;
- k) “Immediate Relatives” – means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities
- l) “Trading Window” means- A trading period for trading in Company’s Securities as specified by the Company from time to time.
- m) “Insider” means - Any person who,
- (i) A Connected person or
 - (ii) in possession of or having access to unpublished price sensitive information.
- n) “Securities” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;
- o) “Dealing in Securities” means – an Act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in any securities by any person either as principle or agent.
- p) “Unpublished Price Sensitive Information” means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –
- (i) Financial results;
 - (ii) Dividends;
 - (iii) Change in capital structure;
 - (iv) Mergers, de-mergers, acquisitions, de listings, disposals and expansion of business and such other transactions;

- (v) Changes in key managerial personnel; and
- (vi) Material events in accordance with the listing agreement.
- vii) Any other information which in the opinion of Compliance Officer, is to be treated as price sensitive information and notified accordingly.
- q) “Unpublished” means – Information which is not published by the Company or its Agents and is not specific in nature.
Explanation: - Speculative Reports in print or electronic media shall not be considered as published information.
- r) “promoter” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;
- s) “Investor Relations Officer” means a senior officer of the Company, who has been designated as such by the Board of Directors for the purpose of dealing with the dissemination of information and disclosure of unpublished price sensitive information.
- t) “trading day” means a day on which the recognized stock exchanges are open for trading;
- u) ‘Insider trading’ means when insiders use unpublished price sensitive information to arrive at securities trading (including buying as well as selling) decisions.
- v) ‘Prohibited Period’ means the period effective from the date on which the Company sends Intimation to the Stock Exchange advising the date of the Board Meeting, up to 48 hours after the price sensitive information is submitted to the Stock Exchange
- w) All other words and phrases will have the same meaning as defined under these Regulations (as amended) from time to time.

3.0 APPLICABILITY:

3.1 This Code of Conduct is applicable to the following persons:

- i) Designated Persons
- ii) Any Connected person as defined in this Code.
- iii) Immediate relatives

3.2 This Code of Conduct will be applicable to any transactions the above persons mentioned in 3.1 in securities of the Company exceeding 25,000 shares or Rs.5 lacs in value or 1% of the total holdings in the Company, whichever is lower (in a trading day).

4.0 COMPLIANCE OFFICER:

- 4.1 Chief Executive Officer will be the Compliance Officer for the purpose of this Code of Conduct, reporting to the Board of Directors and in particular shall provide reports to the Chairman of the Audit Committee, at such frequencies as may be stipulated by the Board. In the absence of Chief Executive Officer, Company Secretary will act as the Compliance Officer.
- 4.2 The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of “Un published Price Sensitive Information”, pre-clearance of trade transactions to be entered into by the Designated persons and their immediate relatives and the implementation of the Code of Conduct under the overall supervision of the Board of Directors of the Company.
- 4.3 The Compliance Officer shall intimate such persons including persons covered under Clause 3.1 above, about Closure of Trading Window etc. from time to time. The trading window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.
- 4.4 The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.
- 4.5 The Compliance Officer shall assist designated persons and their immediate relatives in addressing any clarifications regarding SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company’s Code of Conduct.
- 4.6 The Compliance Officer shall maintain a record of the designated persons and their immediate relatives and any changes made in the List of Designated Persons.
- 4.7 The Compliance Officer shall oversee corporate disclosure. He shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and co-coordinating disclosure of Price Sensitive Information to Stock Exchanges, Analysts, Shareholders and Media, and educating Staff on disclosure policies and procedure. Information/disclosure/dissemination may normally be approved in advance and if information is accidentally disclosed without prior approval, the person responsible may inform the Compliance Officer, immediately, even if the information is not considered Price Sensitive.
- 4.8 The Compliance Officer shall confidentially maintain a list of such securities as a “restricted list” which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.

5.0 DISCLOSURE OF INTEREST OR HOLDING:

All Designated persons will have to forward details of their securities transactions including the statement of their immediate relatives to the Compliance Officer in the following manner:-

5.1 All holdings of Securities of the Company by the person concerned at the time of joining. **Model Form A**

5.2 Quarterly statement of transactions in securities of the Company including trades for which pre-clearance was obtained. **Model Form B**

If there are no transactions in a particular quarter, then “NIL” statement is not required to be submitted.

5.3 Annual Statement of all holdings in Securities of the Company to be submitted within 15 days from the close of the Financial Year, ie. on or before 15th April of every year **Model Form C**

5.4 A change in shareholding or Voting Rights since the last disclosure made to the Company and such change exceeds Rs.5 lacs in value or 25000 shares or 1% of the total shareholding, whichever is lower. **Model Form D**

5.5 Disclosure referred to 5.1, 5.2 and 5.3 as above, shall be given to the Compliance Officer within 4 working days from the date of happening of the event and the Compliance officer in turn shall submit the same to all the Stock Exchanges on which the Company is listed, within 5 days on receipt of the same.

6.0 PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION:

6.1 All information shall be handled by the designated persons within the organization on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

6.2 No designated Person shall pass on any Price Sensitive Information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company.

6.3 No designated Person shall communicate any Unpublished Price Sensitive Information to any person except those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

6.4 No designated person shall communicate or counsel any Unpublished Price Sensitive Information to any person who while in possession of such Unpublished Price Sensitive Information shall not deal in the securities of the Company.

Provided that nothing contained above shall be applicable to any communication made in the ordinary course of profession or employment in addition to those made in the ordinary course of business or under any law.

6.5 All designated persons will have to keep the files containing confidential information relating to Unpublished Price Sensitive Information fully secured. Computer files must be kept with adequate security with login and password etc.

7. PREVENTION OF MISUSE OF “UNPUBLISHED PRICE SENSITIVE INFORMATION”

The Designated Persons shall be subject to trading restrictions in the following manner:

7.1 Trading window

The trading window shall be closed as per clause 4.3 inter alia, before Board Meeting/or any other meeting is held to consider;

- a. Declaration of Financial Results (Quarterly, Half Yearly and Annually).
- b. Recommendation /Declaration of Dividends (interim and final)
- c. Issue of Securities by way of Public/rights/bonus etc.
- d. Any major expansion plan (ie. capacity expansion beyond 25%) or execution of new project.
- e. Amalgamation, mergers, takeovers and buy back.
- f. Disposal of the Whole or Substantially whole of the undertaking.
- g. Any changes in policies, plans or operations of the Company which may substantially affect share prices of the Company.

7.2 The Trading Window shall be opened as per clause 4.4. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

8.0 PRE-CLEARANCE OF TRADES

8.1 When the trading window is open, trading by designated persons shall be subject to pre-clearance by the compliance officer, if the transactions in securities of the Company exceeds 25,000 shares or Rs.5 lacs in value or 1% of the total holding in the Company, whichever is lower. No designated person shall apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed.

8.2 Procedure for Pre-Clearance:

- i) All such persons shall make an application for Pre-clearance to the “Compliance Officer” in the prescribed format. **Model Form E**
- ii) Such persons shall file a statement of Holdings at the time of Pre-clearance. **Model Form F**
- iii) Such persons shall execute an undertaking in favour of the Company incorporating inter – alia the following clauses, as may be applicable;
 - That the Designated Persons does not have any access to or receives Unpublished Price Sensitive Information upto the time of signing the undertaking.

- That in case the Designated Persons has access to or receives “Un published Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his/her position and that he/she would completely refrain from dealing in the securities of the company till the time such information becomes public.
- That he/she has not contravened the Code of Conduct for prevention of Insider Trading as notified by the Company from time to time, at the time of Pre-Clearance.
- That he/she has made a full and true disclosure in the matter, at the time of Pre-clearance in **Model Form G**

8.3 Based on the application, the Compliance Officer may issue pre-clearance order to the Designated Person in **Model Form H** only after receiving the clearance, the transaction should be carried out.

8.4 After completing the deal, Designated Persons shall intimate the Compliance Officer about the transactions in **Model Form I**

9.0 OTHER RESTRICTIONS

9.1 The execution of the order in respect of the securities of the Company will have to be completed seven trading days of approval of pre-clearance failing which fresh pre clearance would be needed for the trades to be executed.

9.2A designated person who is permitted to trade shall not execute a contra trade. The Compliance Officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

9.3 The holding period shall also apply to subscription in the primary market (IPOs). In the case of IPOs, the holding period would commence when the securities are actually allotted.

9.4 In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer after recording in writing his/her reasons, in this regard.

10.0 REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

10.1 The Compliance Officer shall maintain records of all the declarations in the appropriate forms given by the Designated Persons for a minimum period of 3 years.

10.2 The Compliance Officer shall place before the Managing Director of the Company, on a monthly basis, all the details of the dealing in the Company’s Securities by Designated Persons and the accompanying documents that each Persons had executed under the pre-dealing procedure as envisaged in this code.

10.3 Such statements referred in 10.2 above shall also be placed before the Audit Committee /Board of Directors on a quarterly basis for their information and record.

11.0 PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT

11.1 Designated Persons who trades in securities or communicates any information for trading in securities in contravention of this Code of Conduct will be penalized and appropriate action will be taken against them by the Company after giving reasonable opportunity to them to show cause.

11.2 Designated Persons violate the Code of Conduct shall also be subject to disciplinary action, as approved by the Managing Director of the Company, which may include wage freeze, suspension, ineligibility of future participation in Employee Stock Option (ESOP) etc.:

11.3 The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading), Regulations, 1992.

12.0 INFORMATION TO SEBI IN CASE OF VIOLATION OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

12.1 In case it is observed by the Company/Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, by the Designated Persons, the Company shall inform the Board, at the earliest.

13.0 FORMS

Forms mentioned in the code for various disclosures under the regulation are appended at the end.

This policy is only internal code of conduct and one of the measures to avoid insider trading. It will be the responsibility of each Designated Persons to ensure compliance of SEBI guidelines and other related Statutes fully.

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II. CODE OF CORPORATE DISCLOSURE PRACTICES FOR PREVENTION OF INSIDER TRADING

1.0 Corporate Disclosure Policy

- 1.1 No employee or officer or connected person of the company who is in possession of any price sensitive information shall communicate, provide or allow access to such information to any other person including other employee or officer or connected person who generally or reasonably is not expected to require such information for performance of his duties, except with the express permission of the Investor Relations Officer.
- 1.2 No employee or officer or connected person shall acquire or solicit any price sensitive information from any employee or officer or connected person unless required for performance of his duties.
- 1.3 The price sensitive information of the Company should be handled as 'Need-to-Know' basis and access to confidential information is strictly restricted to those who have a proper requirement for the information consistent with his job-content. For this, information barriers ('Chinese Walls') which are designed to restrict information flows between different departments of the Company is presumed to prevail so that information can be used by only relevant personnel without any conflict of interest. For this the Company has placed a secure and confidential database systems maintained within the Company where only authorized personnel could access the relevant information. Further any secondary or tertiary report containing price sensitive information could be forwarded and used by any other department only with the authorization of the concerned departmental head. Further, workstations of employees of the secretarial, finance and legal department are separated from other departments to prevent encroachment of information
- 1.4 The Investor Relations Officer (Company Secretary) shall cause to make a clear demarcation between the generally available information and protected information of the Company and inculcate among the employees dealing with price sensitive or protected information a sense of confidentiality. The Investor Relations Officer shall cause to identify information channels within offices of all designated persons and workstations dealing with price sensitive or protected information and shall put a system to avoid any unauthorized access to all information. For this purpose the Investor Relations Officer shall maintain a register of designated persons in format enclosed in the policy and marked as Annexure-1. The Investor Relations Officer shall cause to take such steps as are necessary to preserve the confidentiality of price sensitive information of the Company unless published.
- 1.5 All designated persons should maintain absolute confidentiality on any unpublished price sensitive information and shall not disseminate any such information without express permission of the Board of Directors or an advice from the Compliance Officer.
- 1.6 The Investor Relations Officer shall check the credibility of any unpublished price sensitive information and upon instruction, cause prompt public disclosure of unpublished price sensitive information. For example the Investor Relations Officer will cause to disseminate "Muthoot Capital Services Limited" the financial results of the company promptly once these are approved by the Board of Directors and instructed to be published.

- 1.7 The Investor Relations Officer shall disseminate all unpublished price sensitive information in all or any of the following platforms:
- (a) By a letter, fax or email to the Corporate Relations Manager of the Stock Exchange requesting hosting the information in its official website.
 - (b) Hosting the information in the official website of the Company.
 - (c) Publishing information in such print or electronic media as instructed by the Board of Directors.
 - (d) In such other ways as instructed by the Board of Directors.
- 1.8 The Investor Relations Officer shall make a prompt and fair response to any queries made by any investor on new report or information published by the Company and addresses all queries or requests for verification made by any regulatory authority on any market rumors.
- 1.9 The Investor Relations Officer shall ensure that information shared with analysts of the Company is not unpublished price sensitive information.
- 1.10 The Investor Relations Officer shall promptly host reports given by the analysts of the Company in the official website of the company.
- 1.11 In any instance, where any insider knowingly or unknowingly discloses any unpublished price sensitive information to any outsider or the Investor Relations Officer has reasonable ground to believe that any unpublished price sensitive information is disclosed to any outsider, they will promptly bring this to the notice of the compliance officer to take such steps as are necessary to preserve the confidentiality of the information including requiring the outsider to sign a confidentiality agreement.
- 1.12 The Compliance Officer shall ensure timely and adequate disclosure of price sensitive information, the following norms shall be followed.
- 2.0 Prompt disclosure of price sensitive information**
- 2.1 Price sensitive information shall be given by the Company to Stock Exchanges and disseminated on a continuous and immediate basis.
- 2.2 The Company may also consider ways of supplementing information released to Stock Exchange by improving investor access to their public announcements.
- 3.0 Overseeing and co - ordinating disclosure**
- 3.1 The Company shall designated a senior officer as a Chief Investor Relations Officer (Company Secretary) to deal with dissemination of information and to oversee corporate disclosure of price sensitive information.
- 3.2 The Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with Continuous disclosure requirements, overseeing and co - ordinating disclosure of price

sensitive information to Stock Exchange, analysts, shareholders and media, and educating staff on disclosure policies and procedure.

3.3 Information disclosure/dissemination may normally be approved in advance by the official designated for the purpose.

3.4 If information is accidentally disclosed without prior approval, the person responsible may inform the designated officer immediately, even if the information is not considered price sensitive.

4.0 Disclosure/dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors

The Company should follow the guidelines given hereunder while dealing with analysts and Institutional investors: -

(i) Only Public information to be provided

The Company shall provide only public information to the analyst/research persons/large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest.

(ii) Recording of discussion

In order to avoid misquoting or misrepresentation, it is desirable that at least two Company representatives be present at meetings with Analysts, brokers or Institutional Investors and discussion should preferably be recorded.

(iii) Handling of unanticipated questions

The Company should be careful when dealing with analysts 'questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.

(iv) Simultaneous release of Information

When a Company organizes meetings with analysts, the Company shall make a press release or post relevant information on its website after every such meet. The Company may also consider live web casting of analyst meets.

5.0 Timely Reporting of Shareholdings/ownership and changes in ownership:

5.1 Disclosure of shareholdings/ownership by major shareholders and disclosure of changes in ownership as provided under any Regulations made under the Act and the listing agreement shall be made in a timely and adequate manner.

6.0 Medium of disclosure/dissemination

- (i) Disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.
- (ii) The Company shall ensure that disclosure to stock exchanges is made promptly.
- (iii) The Company may also facilitate disclosure through the use of their dedicated internet website.
- (iv) The Company websites may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.
- (v) The information filed by the Company with exchanges under continuous disclosure requirement may be made available on the Company website.

7.0 Responding to market rumours

- 7.1 The Company shall have clearly laid down procedures for responding to any queries or requests for verification of market rumours by exchanges.
- 7.2 The official designated for corporate disclosure shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.

8.0 Submission of disclosures and prescribed forms

All submissions, forms etc., envisaged in this Code should be addressed to the Compliance Officer and forwarded to the Secretarial Department of the Company at its Corporate Office, for administrative purpose and taking appropriate action.

The Secretarial Department shall acknowledge the receipt of declaration/form.

III. COMMUNICATIONS AND AMENDMENTS

The 'Procedure and Guidelines Governing Insider Trading' will be communicated to each designated person, connected person and directors by email or by hand and will be displayed in the website of the company.

The Board of Directors shall have the full authority to amend or modify these guidelines and waive any procedural requirements of the Policies subject to the guidelines issued by Securities and Exchange Board of India from time to time.

IV. ANNEXURES

Acknowledgement of Receipt

I hereby acknowledge that I have received a copy by email of the '***Procedures and guidelines governing Insider Trading***' and agree to comply with its terms. I understand that violation of the Insider Trading laws and regulations may subject me to civil as well as criminal penalties and that violation of the terms of this Policy may subject me to discipline by Muthoot Capital Services Limited.

Form A
(Form for Initial Disclosure)

Date: _____

To

The Compliance Officer,
Muthoot Capital Services Limited,
3rd Floor, Muthoot Towers, M.G Road,
Kochi- 682 035

I. Statement of Shareholdings of Directors / Designated Persons / Connected Persons & Immediate Relatives.

Name	Designation	Department	No. of Shares held Date of Joining	Folio No. / DP ID / CL ID

II. Details of Shares held by Immediate Relatives / Dependent / Dependent Family Members (as applicable)

Name of Relative	Relationship	No. of Shares held	Folio No. / DP ID / CL ID

(Signature)

1. Delete whichever is not applicable.
2. Connected person should mention the nature of the association.
3. Applicable to Director.
4. Applicable to Officer / Designated Employee and Connected Person.

FORM B
(Quarterly Statement)

Date: _____

To,

The Compliance Officer,
Muthoot Capital Services Limited,
3rd Floor, Muthoot Towers, M.G Road,
Kochi- 682 035

I. Quarterly Statement of Shareholdings of Directors / Designated Persons / Connected Persons & Immediate Relatives.

Name	Designation	Department	No. of Shares held on 1st day of quarter	No. of shares bought during the quarter	No. of shares sold during the quarter	No. of shares held on the last day of the quarter

II. Details of Shares held by Immediate Relatives / Dependent / Dependent Family Members (as applicable)

Name of Relative	Relationship	No. of Shares held on the 1st day of quarter	No. of shares bought during the quarter	No. of shares sold during the quarter	No. of shares held on the last day of the quarter

I / We declare that I / We have complied with the requirements of minimum holding period of 30 days with respect to the shares sold – (Yes/ No /NA)

(Signature)

1. Delete whichever is not applicable.
2. Connected person should mention the nature of the association.
3. Applicable to Director.
4. Applicable to Officer / Designated Employee and Connected Person.

FORM C
(Annual Disclosure)

Date: _____

To

The Compliance Officer
Muthoot Capital Services Limited,
3rd Floor, Muthoot Towers, M.G Road,
Kochi- 682 035

I. Annual Statement of Shareholdings of Directors / Designated Persons / Connected Persons & Immediate Relatives.

Name	Designation & Department	No. of shares held on April 1,	No. of shares bought during the year	No. of shares sold during the year	No. of shares held as on March 31,	Folio No. / DP ID/ Client ID

II. Details of Shares held by Immediate Relatives / Dependent / Dependent Family Members (as applicable)

Name of Relative	Relationship	No. of shares held on April 1,	No. of shares bought during the year	No. of shares held as on March 31,	Folio No. / DP ID/ Client ID

I / We declare that I / We have complied with the requirements of minimum holding period of 30 days with respect to the shares sold – (yes/ no /NA)

(Signature)

1. Delete whichever is not applicable.
2. Connected person should mention the nature of the association.
3. Applicable to Director.
Applicable to Officer / Designated Employee and Connected Person.

FORM D
(Disclosure of Change in Holding)

To,

Date: _____

The Compliance Officer,
Muthoot Capital Services Limited,
3rd Floor, Muthoot Towers, M.G Road,
Kochi- 682 035

I. Quarterly Statement of Shareholdings of Directors / Designated Persons / Connected Persons & Immediate Relatives.

Name	Department / Designation	Nature of the transaction				Date of Transaction	No. of Shares Transacted	Whether Approval obtained	Approval No.	Balance Holding on	Folio No. / DP ID
		No. of Shares held before the transaction	Purchase	Sale	Others (Specify)						

II. Details of Shares held by Immediate Relatives / Dependent / Dependent Family Members (as applicable)

Name of Relative	Relation	Name of the transaction				Date of Transaction	No. of Shares Transacted	Whether Approval obtained	Approval No.	Balance Holding on	Folio No. / DP ID
		No. of Shares held before the transaction	Purchase	Sale	Others (Specify)						

I / We declare that I / We have complied with the requirements of minimum holding period of 30 days with respect to the shares sold – (yes/ no / NA)

_____ (Signature)

1. Delete whichever is not applicable.

2. *Connected person should mention the nature of the association.*
3. *Applicable to Director.*
4. *Applicable to Officer / Designated Employee and Connected*

MODEL
FORM -E

APPLICATION FOR PRE-CLEARANCE

To,

The Compliance Officer

With reference to the Internal Code of Conduct under SEBI (Insider Trading) Regulations, 2015 of Ltd, I seek your approval to subscribe to/agree to subscribe to/purchase/deal as an agent/principal in (no's) equity shares of the Company.

The statement of shareholding in Form "F" as on.....and Undertaking in the prescribed format (Form "G") are enclosed for your perusal in this connection.

Date:

Signature:

Name:

MODEL
FORM -F

Name	Folio No. / DP ID/ Client ID	Designation & Department	Total Holdings (before submitting the application for pre clearance)	No. of shares held as on March 31,

MODEL
FORM-G

UNDERTAKING TO BE SUBMITTED ALONGWITH THE
APPLICATION FOR PRE-CLEARANCE

I,(Name and Designation) residing at, am desirous of dealing in*shares of the Company as mentioned in my application datedfor pre-clearance of the transaction.

As required by the Internal Code of Conduct under SEBI (Insider Trading) Regulations, 2015 of Ltd, I hereby state that –

- a) I have no access to nor do I have any information that could be construed as “Price Sensitive Information” as defined in the code upto the time of signing this undertaking.
- b) In the event that i have access to or received any information that could be construed as “Price Sensitive Information” as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public;
- c) I have not contravened the provisions of the Code of Conduct for Prohibition of Insider Trading as notified by the Company from time to time.
- d) I have made full and true disclosure in the matter.

Date:

Signature:

Name:

*Indicate number of shares.

MODEL
FORM H

PRE-DEALING APPROVAL LETTER

Date:

To,

Name:

Emp No:

Designation:

Subject: Pre-Dealing Approval – Muthoot capital Services Limited’s Shares

With reference, to your application dated _____ seeking approval for undertaking certain transactions in the equity shares of the Company, please be informed that you are hereby permitted to undertake the said transaction(s). You may buy/sell in not more than _____ equity shares of the Company pursuant to this approval letter.

This approval is being issued relying on the various declarations and indemnities made by you in your said application.

This approval letter is valid till _____ (i.e. for 7 trading days) If you don't execute the approved transaction /deal on or before this date you would have to seek fresh pre-dealing approval before executing any transaction/ deal. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal.

Yours Truly,

For Muthoot Capital Services Limited

Compliance Officer

MODEL
FORM I

Conformation of Trade

The Compliance Officer,

Date:

Muthoot Capital Services Limited,
3rd Floor, Muthoot towers, M. G Road,
Kochi-35

Dear Sir,

I confirm that the trade which was approved vide my application dated _____ for preclearance of trades/ trading plan (strike out which is not applicable) was completed on _____ by purchasing/selling (strike out which is not applicable) _____ nos. of equity shares of the Company @ _____ per share.

Name:

Signature:

REGISTER OF DESIGNATED PERSONS

Emp. Code	Name of the Designated Person	DP ID, Beneficiary ID or Folio No.	Department	Location	Name of Immediate Relatives	Date of Joining	Date of Cessation

Muthoot Capital Services Limited

Date:

The Compliance Officer,
Muthoot Capital Services Limited,
3rd Floor, Muthoot Towers, M.G Road,
Kochi – 682 035

Dear Sir,

TRADING PLAN

Pursuant to Regulation 5 of SEBI (Prohibition of Insider Trading) Regulations, 2015, I seek approval for the trading of the following equity shares of Muthoot Capital Services Limited during the period _____ to _____ as per details given below on behalf of _____ (indicate in whose name the shares will be registered).

Sl. No.	Nature of Transactions (Buy/sell/subscribe)	No. of Shares	Date of Purchase/Sell	DP ID/Client ID/Folio No. where shares will be credited/debited	No. of shares held in such account /folio after each transaction

In connection of the trading plan, I hereby certify that:

- a. I will not entail commencement of trading earlier than six months from the public disclosure of the plan.
- b. I will not entail trading in the periods when the trading window is generally or specially closed.
- c. I will not trade in the company shares during this period other than those shares for which the plan is placed.
- d. I will mandatorily implement the trading plan without any deviation except in the event any unpublished price sensitive information of the company which is in my possession at the date of submission of the plan has not made public prior to any trades and in such event I will seek clearance from the compliance officer before commencement.
- e. To the best of my knowledge, the proposed trades do not violate the trading restrictions of Regulations 4 and 5 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

Yours Faithfully

_____ (Signature)

_____ (Name)

Closure of Trading Window

Subject: Urgent: Insider Trading- Restrictive period

To: All Designated Persons of Muthoot Capital Services Limited (the “Company”),

The Board meeting for approving the audited financial results for the quarter and year ended, is scheduled to be held on at the Registered Office of the Company.

In view of this, as per the Company’s Code of Conduct for Prevention of Insider Trading, we request all of you to refrain from trading in the Company’s securities with immediate effect till the expiry of 48 hours after the results made to public (i.e., till).

Any contravention of the above will attract punishment under the relevant regulations.

We request you to please note the above closure of Trading Window.

Compliance Officer