

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **Muthoot Capital Services Limited**
2. Quarter ending - **30-Sep-2019**

**i. Composition Of Board Of Director**

<b>Title (Mr./Ms)</b>	<b>Name of the Director</b>	<b>DIN</b>	<b>PAN</b>	<b>Category (Chairperson /Executive/Non-Executive / Independent/ Nominee)</b>	<b>Sub Category</b>	<b>Initial Date of Appointment</b>	<b>Date of Appointment</b>	<b>Date of cessation</b>	<b>Tenure</b>	<b>Date of Birth</b>	<b>Whether special resolution passed ?</b>	<b>Date of passing special resolution</b>
Mr.	Thomas John Muthoot	00011618	ABNPT4694B	C & NED		18-Feb-1994	17-Jun-2019			07-Jun-1962		
Mr.	Thomas George Muthoot	00011552	ABNPT4693G	ED		18-Feb-1994	12-Jul-2016			07-Jun-1962		
Mr.	Thomas Muthoot	00082099	AEAPM0424L	NED		18-Feb-1994	14-Jun-2018			15-Jul-1966		
Mr.	A.P Kurian	00008022	AACPK8993Q	ID		06-Apr-1994	03-Sep-2019		60	20-Jun-1933		
Mrs.	Radha Unni	03242769	AAAPU1518P	ID		28-Jun-2014	03-Sep-2019		60	04-Dec-1948		
Mr.	K M Abraham	05178826	ADPPM7213D	ID		18-Jan-2019	17-Jun-2019		60	30-Dec-1957		
Mr.	Thomas Mathew	01277149	AIGPM3808G	ID		01-Apr-2019	17-Jun-2019		60	20-Feb-1951		

Title (Mr./Ms)	Name of the Director	DIN	PAN	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Thomas John Muthoot	00011618	ABNPT4694B	1	0	1	0	SC	
Mr.	Thomas George Muthoot	00011552	ABNPT4693G	1	0	1	0	SC	
Mr.	Thomas Muthoot	00082099	AEAPM0424L	1	0	1	1	AC,SC	
Mr.	A.P Kurian	00008022	AACPK8993Q	1	1	1	0	AC,NRC	
Mrs.	Radha Unni	03242769	AAAPU1518P	3	3	1	1	AC,NRC	
Mr.	K M Abraham	05178826	ADPPM7213D	2	2	1	0	SC	

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

**ii. Composition of Committees**

**a. Audit Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Thomas Mathew	ID	Chairperson	01-Apr-2019	
2	Radha Unni	ID	Member	04-Aug-2014	
3	A.P Kurian	ID	Member	04-Aug-2014	
4	Thomas Muthoot	NED	Member	04-Aug-2014	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**b. Stakeholders Relationship Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	K M Abraham	ID	Member	28-Mar-2019	
2	Thomas Muthoot	NED	Chairperson	04-Aug-2014	
3	Thomas John Muthoot	C & NED	Member	04-Aug-2014	
4	Thomas George Muthoot	ED	Member	04-Aug-2014	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**c. Risk Management Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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Company Remarks	
Whether Permanent chairperson appointed	

**d. Nomination and Remuneration Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Thomas Mathew	ID	Member	01-Apr-2019	
2	Radha Unni	ID	Member	04-Aug-2014	

3	A.P Kurian	ID	Chairperson	04-Aug-2014	
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Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. **Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
24-Apr-2019	29-Jul-2019	Yes	7	4
17-Jun-2019		Yes		

Company Remarks	
Maximum gap between any two consecutive (in number of days)	41

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	24-Apr-2019	29-Jul-2019	Yes	4	3
Audit Committee	17-Jun-2019		Yes		
Nomination & Remuneration Committee	24-Apr-2019	29-Jul-2019	Yes	3	3
Stakeholders Relationship Committee	24-Apr-2019	29-Jul-2019	Yes	4	1

Company Remarks	
Maximum gap between any two consecutive (in number of days)	41

days) [Only for Audit Committee]	
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v. **Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Yes	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	<b>Even though there were no material RPTs, shareholders' approval has been obtained for the transactions with Muthoot Fincorp Limited, Muthoot Bankers and Muthoot Microfin Limited.</b>
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VI. **Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
 b. Any comments/observations/advice of Board of Directors may be mentioned here:

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**Name** : **Abhijith Jayan**  
**Designation** : **Company Secretary & Compliance Officer**

**ANNEXURE III**

**Affirmations**

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>	<b>Company Remark</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No	Mr. A.P Kurian, Chairman of the Audit Committee was absent at the Annual General Meeting due to unavoidable personal reasons. Hence, Mr. A.P Kurian authorised Mrs. Radha Unni; Independent Director and Member of the Audit Committee to be present at the AGM to answer queries if any of the shareholders, on behalf of the chairman of the Audit Committee as required under relevant applicable provisions of SEBI(LODR) Regulations 2015.
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No	Chairman of the Nomination and Remuneration Committee was absent at the Annual General Meeting due to unavoidable personal reasons.
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

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**Name** : **Abhijith Jayan**  
**Designation** : **Company Secretary**