

Ref: SEC/MFL/SE/2022/4354

May 30, 2022

National Stock Exchange of India Ltd.
Exchange Plaza
Plot no. C/1, G Block
Bandra - Kurla Complex
Bandra (E), Mumbai - 400 051
Symbol: MUTHOOTFIN

Department of Corporate Services
BSE Limited
P.J. Tower, Dalal Street
Mumbai - 400 001
Scrip Code: 533398

Dear Sir/Madam,

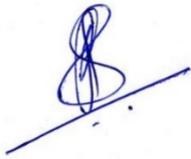
Sub: Secretarial Compliance Report for the year ended March 31, 2022

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we are submitting herewith the Secretarial Compliance Report of the Company for the financial year ended 31st March 2022 duly issued by M/s. KSR & Co. Company Secretaries LLP, Practicing Company Secretaries, Coimbatore.

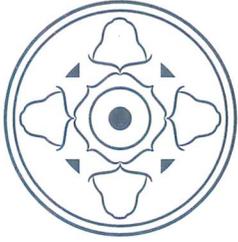
Request you to kindly take on record the information.

Thanking You,

For **Muthoot Finance Limited**



Rajesh A
Company Secretary



KSR/CBE/M 154/377/2022-23

May 30, 2022

**Annual Secretarial Compliance Report of
Muthoot Finance Limited (CIN L65910KL1997PLC011300)
for the year ended 31st March, 2022**

1. We have examined:

- (a) all the documents and records made available to us and explanation provided by **Muthoot Finance Limited** (CIN L65910KL1997PLC011300) (“the Listed Entity”) arising from the compliances of specific Regulations listed under Para 2 infra.
- (b) the filings/ submissions made by the Listed Entity to the stock exchanges in connection with the above.
- (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 year ended 31st March, 2022 (“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”);

2. 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;

CENTRAL OFFICE :

7C, Mayflower Signature,
No. 365/13, Avinashi Road, Peelamedu,
Coimbatore - 641 004.
Phone : (0422) 2302867 / 68, 2305676, 4982868, 4952868
E-mail : info@ksrandco.in

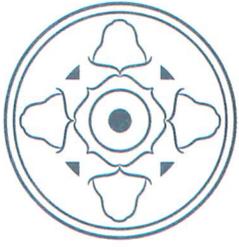
BRANCH OFFICE :

Flat No. 1, 26/27, Venkatesham Flat,
Gopal Street, T. Nagar,
Chennai - 600 017.
Phone : (044) 24337620
E-mail : chennai@ksrandco.in

BRANCH OFFICE :

S-311, 3rd Floor, South Block,
Manipal Centre, No. 4, 1st Cross,
Bangalore - 560 042.
Phone : (080) 41749185
E-mail : bangalore@ksrandco.in



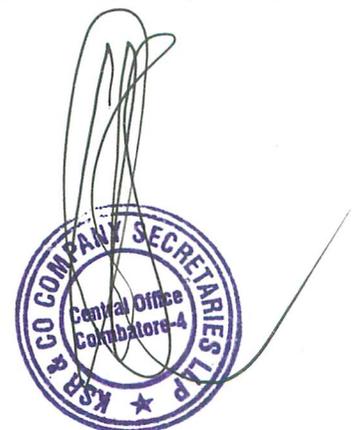


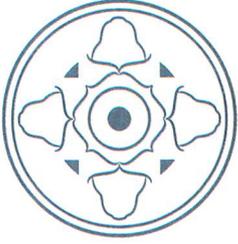
[Registered with Limited Liability Under The LLP Act 2008 – Regn. No. AAB-3259]

- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (e) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (g) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulation 2018;
- (j) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (k) Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993.

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. However, in the absence of any transaction relating to
 - (i) buyback of securities
 - (ii) public issue of Non-Convertible Securities
 - (iii) sweat equity





[Registered with Limited Liability Under The LLP Act 2008 – Regn. No. AAB-3259]

during the review period, the compliance of the relevant regulations mentioned above do not arise.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) No action was taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- (d) No observations were made in our previous report dated June 30, 2021 and addendum of even date thereto, hence reporting on action taken by the listed entity and our comments thereto, does not arise.

Date: 30th May 2022

Place: Coimbatore

For **KSR & Co Company Secretaries LLP**

Dr. K.S. Ravichandran
Managing Partner
(FCS: 3675; CP: 2610)
UDIN: F003675D000427296