

Partners:

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Secretarial compliance report of
MUTHOOT FINCORP LIMITED for the financial year ended 31.03.2022

To,
The Board of Directors
Muthoot Fincorp Limited
Muthoot Centre, TC No 27/ 3022
Punnen Road, Thiruvananthapuram
Kerala - 695001

We **SEP & Associates, Company Secretaries**, have examined:

- (a) all the documents and records made available to us and explanation provided by *Muthoot Fincorp Ltd* (CIN: U65929KL1997PLC011518) ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) other documents/ filings, as may be relevant, which has been relied upon to make this certification,

for the financial year ended **March 31, 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");

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 (to the extent applicable);
- (c) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



and circulars/ guidelines issued thereunder;

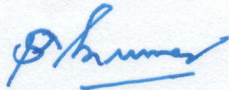
and based on the above examination, and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.*
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The reporting of clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries" is not applicable during the Review Period.
- (d) There were no actions 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 in so far as it appears from my examination of those records.
- (e) The reporting of actions by the listed entity to comply with the observations made in previous reports does not arise during the reporting period.

*Note: The Regulations 16 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are applicable to the company on a 'comply or explain basis' during the period under review, and we have been informed that the company is endeavoring to achieve full compliance with these provisions by 31.03.2023. Hence, we have not made any observations in our Report pertaining to the relevant Regulations.

For SEP & Associates
Company Secretaries
(ICSI Unique Code: P2019KE075600)

UDIN: F003050D000392626


CS Puzhankara Sivakumar
Managing Partner
COP: 2210 FCS: 3050



Date: 26.05.2022
Place: Kochi