



BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400001

Dear Sir / Madam,

**Sub: Secretarial Compliance Report pursuant to Regulation 24A(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), for the Financial Year ended 31<sup>st</sup> March, 2023.**

With reference to the captioned subject, we are enclosing herewith a copy of the Secretarial Compliance Report as per Regulation 24A of the SEBI Listing Regulations, as amended from time to time, for the Financial Year ended 31st March, 2023 duly signed and issued by CS Lakshmi Pradeep, Practicing Company Secretary (Membership No. FCS 10160, C.P. No. 13155, ICSI Peer Review Certificate No. 3303/2023), Palakkad, Kerala.

Kindly take the same on record.

Thanking You,  
Yours Faithfully,  
For Muthoot Microfin Limited

Neethu Ajay  
Company Secretary  
Dated: 25.05.2023

Encl: As above

**Muthoot Microfin Limited**

Regd. Office: Door No: 40/8922 (New No 66/3628), Muthoot Towers, M G Road, Ernakulam, Kerala, India – 682 035

Tel: 0484 4161616 | [www.muthootmicrofin.com](http://www.muthootmicrofin.com) | [www.muthoot.com](http://www.muthoot.com)

CIN: U65190MH1992PLC066228



**SECRETARIAL COMPLIANCE REPORT OF MUTHOOT MICROFIN LIMITED  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2023**

*Pursuant to Regulation 24A(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015*

I have examined:

- (a) all the documents and records made available to us and explanation provided by Muthoot Microfin Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (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 financial year ended 31.03.2023 ("**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; (The listed entity's equity are not listed, only debt securities are listed and the aforesaid rules are applicable to the extent it is applicable for debt securities.)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; Not Applicable to the listed entity during the period under review.
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable to the listed entity during the period under review.
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; Not Applicable to the listed entity during the period under review.
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (j) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) (Amendment) Regulations, 2018 regarding the Companies Act and dealing with the client;

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:





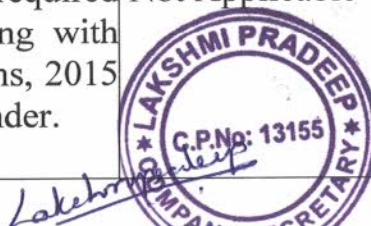


Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<u>Secretarial Standard</u>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	None
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"><li>All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities</li><li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li></ul>	Yes  Yes	None  None
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"><li>The Listed entity is maintaining a functional website.</li><li>Timely dissemination of the documents/information under a separate section on the website.</li><li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.</li></ul>	Yes  Yes  Yes	None  None  None
4.	<u>Disqualification of Director:</u>  None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	None

*Lakshmi Pradeep*  




5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	Not Applicable	There are no Subsidiaries for the Listed entity.
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	None
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees every financial year as prescribed in SEBI Regulations</p>	Yes	None
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</p>	Yes  Yes	None  None
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Not Applicable	The Company is a Debt listed entity; Hence provisions of the regulation 30 are not applicable.





10.	<u>Prohibition of Insider Trading:</u>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u>  No Actions taken against the listed entity/ its promoters/ directors/ either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	No	Refer Annexure A to this report.
12.	<u>Additional Non-compliances, if any:</u>  No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	None

**Lakshmi Pradeep fcs**  
Practising Company Secretary  
Mem. No: 10160, C. P. No: 13155  
First Floor, Chethan Agencies Building,  
CBE Road, Near Stadium Stand,  
Palakkad- 678 001

Place: - Palakkad  
Date: -22/05/2023

**CS Lakshmi Pradeep**  
Membership No. - FCS 10160  
CP No. - 13155  
ICSI UDIN No: F010160E000350940  
ICSI Peer Review Certificate No: 3303/2023



A) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sl. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	The listed entity shall give prior intimation to the stock exchange of at least two working days in advance about the Board meeting in which certain matters are to be considered.	Regulation 50(1) SEBI (LODR) Regulations, 2015	Delay in furnishing intimation about Board Meeting	BSE Ltd	Fine	Delay in furnishing intimation about Board Meeting	5,900/- (Inclusive of GST amount of Rs.900/-)	The Listed Entity Paid the Fine Amount	The Company has paid the required fine amount	Nil



2.	The listed entity shall within five working days prior to the beginning of the quarter provide details for all the non-convertible securities for which interest/dividend/principal obligations shall be payable during the quarter	Regulation 57(4) of SEBI (LODR) Regulations, 2015	Non-submission of details of payable interest / dividend / principal obligations during the quarter.	BSE Ltd	Fine	Non-submission of details of payable interest / dividend / principal obligations during the quarter.	2,360/- (Inclusive of GST amount of Rs.360/-)	The Listed Entity Paid the Fine Amount	The Company has paid the required fine amount	Nil
3.	The listed entity shall give notice in advance of at least seven working days to the recognized stock exchange(s) of the record date	Regulation 60(2) SEBI (LODR) Regulations, 2015	Delay in submission of the notice of Record Date	BSE Ltd	Fine	Delay in submission of the notice of Record Date.	*1,06,200/- (Inclusive of GST amount of Rs.16200/-)	The Listed Entity Paid the Fine Amount	The Company has paid the required fine amount	Nil





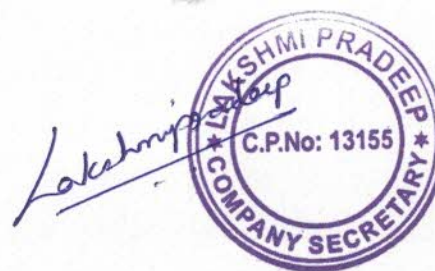
4.	The listed entity shall submit a certificate to the stock exchange within one working day of the interest or dividend or principal becoming due regarding status of payment in case of non-convertible securities.	Regulation 57(1) SEBI (LODR) Regulations, 2015	Non-submission of information related to payment obligation	BSE Ltd	Fine	Non-submission of information related to payment obligation	2,360/- (Inclusive of GST amount of Rs.360/-)	The Listed Entity Paid the Fine Amount	The Company has paid the required fine amount	Nil
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**Note:**\* Fine amount of Rs. 1,06,200/- was imposed for the delay occurred in six instances covering ISINs: INE046W07081, INE046W07115, INE046W07065, INE046W07073, INE046W07081, INE046W07099.




**B) The listed entity has taken the following actions to comply with the observations made in previous reports:**

Sl. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										



- C) Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019: Not Applicable during the Review Period.

Place: - Palakkad  
Date: -22/05/2023

  
**Lakshmi Pradeep FCS**  
Practising Company Secretary  
Mem No: 10160, C. P. No: 13155  
First Floor, Chethan Agencies Building,  
CBE Road, Near Stadium Stand,  
Palakkad- 678 001  
**CS Lakshmi Pradeep**  
**Membership No. - FCS 10160**  
**CP No. – 13155**  
**ICSI UDIN No: F010160E000350940**  
**ICSI Peer Review Certificate No: 3303/2023**