

2023-24 / MML / TAK / 40

Certificate on Corporate Governance

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001 and

National Stock Exchange of India Limited

Exchange Plaza
Plot no. C/1, G Block
Bandra-Kurla Complex
Bandra (E)
Mumbai 400 051

To,

The Board of Directors

Muthoot Microfin Limited

13th Floor
Parinee Crescenzo
Bandra Kurla Complex
Bandra East, Mumbai 400 051
Maharashtra, India

ICICI Securities Limited

ICICI Venture House
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

Axis Capital Limited

1st Floor, Axis House,
C-2 Wadia International Centre,
PB Marg, Worli,
Mumbai 400 025
Maharashtra, India

JM Financial Limited

7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi
Mumbai 400 025
Maharashtra, India



SBI Capital Markets Limited

1501, 15th Floor, Parinee Crescenzo,
G Block, Bandra Kurla Complex, Bandra (East),
Mumbai- 400051
Maharashtra, India

(Collectively, with any other book running lead managers that may be appointed in connection with the Offer, the **"Book Running Lead Managers"**)

Re: Proposed initial public offering of equity shares of ₹ 10 each (the "Equity Shares") of Muthoot Microfin Limited (the "Company") and such offer (the "Offer").

Dear Sir / Madam,

We, Sharp & Tannan Associates, Chartered Accountants, (Firm registration number: 109983W), Statutory Auditor of the Company, have received a request from the Company to verify, confirm and certify that the company is in compliance with the requirements under applicable provisions of the Companies Act, 2013 (the "Companies Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") on corporate governance, including Chapter II, Chapter IV and accompanying schedules to the LODR Regulations.

Management's responsibility

The management of the Company is responsible for compliance and preparation of the accompanying statement with the requirements stipulated under the LODR Regulations and the Companies Act with respect to composition of the Board, the constitution of the Audit Committee, the Nomination and Remuneration Committee, Risk Management Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee including the preparation and maintenance of all relevant supporting records and documents.

The Company is responsible for preparation of the restated financial statements of the Company, as of and for the six months periods ended September 30, 2023 and September 30, 2022 and for the years ended March 31, 2023, March 31, 2022 and March 31, 2021 ("Restated financial statements"), in accordance with the Companies Act as amended and Indian Accounting Standards prescribed under the Companies Act (Indian Accounting Standards) Rules, 2015 ("Ind AS"), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations").

This responsibility includes designing, implementing, and maintaining internal control relevant to the preparation and presentation of the statement, applying an appropriate basis of preparations that is reasonable in the circumstances.

The Management is also responsible for ensuring compliance with the requirements of the ICDR Regulations.



Auditor's responsibility

We conducted the following procedures and examined the following documents for the purpose of such certification:

1. Obtained and read the minutes of meetings of the board of directors ("Board") and Shareholders of the Company conducted from 01 April 2023 till the date of this certificate.
2. Obtained and read the Directors Register as on the date of this certificate.
3. Compared the names of directors and committee members with the composition of the Board and other committees listed in Annexure A, B, C & D.
4. Obtained necessary management representations.
5. Examined secretarial records of the Company and the filings made by the Company with the Registrar of Companies.
6. For annexure D we have verified the data from note no 47 of restated financial statements as on September 30, 2023, minutes of meetings of audit committee and minutes of meetings of Board. For the period from October 1, 2023 till the date of this certificate, we have verified minutes of meetings of audit committee and minutes of meetings of Board.

We hereby confirm that while providing this certificate we have complied with the Code of Ethics and the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the Institute of Chartered Accountants of India.

We have conducted our examination in accordance with the 'Guidance Note on Audit Reports and Certificates for Special Purposes (Revised 2016)' issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.

Opinion

Based on the above-mentioned procedures carried by us, the information, explanations and representations provided to us and other relevant records and documents provided to us by the Company for our verification, we provide reasonable assurance that as on date of this certificate the Company is in compliance with the requirements under applicable provisions of the Companies Act and the LODR Regulations on corporate governance, including Chapter II, Chapter IV and accompanying schedules to the LODR Regulations. A detailed checklist of confirmations for compliance with corporate governance requirements under the Companies Act and the LODR Regulations have been enclosed as Annexure A, B, C and D, and that the information in this certificate is in accordance with the requirements of Schedule VI of the SEBI ICDR Regulations, including Para (10)(F)(g) thereof and there is no untrue statement or omission which would render the contents of this certificate misleading in any material aspect.

The Company does not have any subsidiaries, accordingly, there are no material subsidiaries in terms of Regulations 16 and 24 of the LODR Regulations.



Restriction on use

This certificate may be relied on by the National Stock Exchange of India Limited & BSE Limited for granting the in-principle approval in relation to the Offer.

This certificate is for information and for inclusion (in part or full) in the Offer Documents or any other Offer-related material, and may be relied upon by the Company, the Book Running Lead Managers and the legal advisors appointed by the Company and the Book Running Lead Managers in relation to the Offer. We hereby consent to the submission of this certificate as may be necessary to SEBI, the Registrar of Companies, Maharashtra at Mumbai ("**RoC**"), the relevant stock exchanges, any other regulatory authority and/or for the records to be maintained by the Book Running Lead Managers and in accordance with applicable law. We hereby consent to this certificate being disclosed by the Book Running Lead Managers, if required (i) by reason of any law, regulation or order of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

We undertake to inform the Book Running Lead Managers promptly, in writing of any changes, intimated to us by the management of the Company in writing, to the above information until the Equity Shares commence trading on the relevant stock exchanges, pursuant to the Offer. In the absence of any such communication from us, the above information should be considered as updated information until the Equity Shares commence trading on the stock exchanges, pursuant to the Offer.

We also consent to the inclusion of this certificate as a part of "Material Contracts and Documents for Inspection" in connection with this Offer, which will be available for public for inspection.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents.

Yours faithfully,

For **Sharp & Tannan Associates,**
Chartered Accountants
Firm registration no: 109983W



Tirtharaj Khot
Partner

Membership no.: (F) 037457
Mumbai, December 11, 2023
UDIN: 23037457BGYRPC2689



RAS

Encl: As above

Cc:

Cyril Amarchand Mangaldas

3rd Floor, Prestige Falcon Tower
19, Brunton Road, Off M.G. Road
Bengaluru 560 025
Karnataka, India

Sidley Austin LLP

Level 31, Six Battery Road
Singapore 049909

AZB & Partners

AZB House, Peninsula Corporate Park
Ganpatrao Kadam Marg, Lower Parel
Mumbai 400 013
Maharashtra, India

AZB & Partners

7th Floor, Embassy Icon
Infantry Road, Vasanth Nagar
Bengaluru, 560 001
Karnataka, India



Annexure A - Certificate on Corporate Governance

I. Composition of Board of Directors																			
Sl. No.	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Whether Director is Disqualified	Date of Disqualification	End of Disqualification	Status of Disqualification	Current Status	Whether spouse / Relative / Associate of Director is a Director of the Company	Date of Resignation	Initial Date of Appointment	Date of Re-appointment	Term of Contract	Term of Office (Months)	Since	No. of directorships in other listed companies (including this Company) (Reference to Regulation 246A)	Is the Director Independent (Reference to Regulation 17(1)(f))	Number of directorships in other listed companies (including this Company) (Reference to Regulation 17(1)(f))	Board post of Director in other listed companies (including this Company) (Reference to Regulation 17(1)(f))
Mr	Thomas John Munnam	PAN: ABNPT4694B / DIN: 00011618	Non-Executive Director	No	-	-	-	Active	NA	-	08-May-17	-	-	-	07-Jun-62	1	-	5	1
Mr	Thomas George Munnam	PAN: ABNPT4693G / DIN: 00011552	Non-Executive Director	No	-	-	-	Active	NA	-	08-May-17	-	-	-	07-Jun-62	1	-	3	1
Mr	Thomas Muthoot	PAN: AEAPM0424L / DIN: 00082099	Managing Director	No	-	-	-	Active	NA	-	08-May-17	04-Nov-22	-	60	15-Jul-66	1	-	3	1
Mr	Akshaya Prasad	PAN: AQFPP2428J / DIN: 02028253	Non-Executive Director	No	-	-	-	Active	NA	-	06-Dec-21	-	-	-	12-Jan-77	-	-	1	-
Mr	John Tyler Day	PAN: FGVPD0766A / DIN: 07298703	Non-Executive Director	No	-	-	-	Active	NA	-	20-Dec-22	-	-	-	11-Mar-86	-	-	-	-
Mr	Rudray B Bannur	PAN: ARCPM3105D / DIN: 03431198	Non-Executive-Independent Director	No	-	-	-	Active	NA	-	31-Mar-18	31-Mar-23	-	60	08-May-74	1	1	2	2
Mr	Thiru Salas Vijayan	PAN: AAVPV4834C / DIN: 00043959	Non-Executive-Independent Director	No	-	-	-	Active	NA	-	15-May-18	15-May-23	-	60	25-Feb-53	1	1	3	-
Mr	Chandrasekhar Vishwanath	PAN: AAPPK0269A / DIN: 02196839	Non-Executive-Independent Director	No	-	-	-	Active	NA	-	15-May-18	15-May-23	-	60	19-Dec-54	5	5	5	-
Mr	Abel Prasad	PAN: DBDPP0625M / DIN: 00080225	Non-Executive-Independent Director	No	-	-	-	Active	NA	-	10-May-17	24-Aug-22	-	60	08-Sep-52	1	1	6	1
Mr	Arvind Raghavan	PAN: AACPA1877D / DIN: 00243485	Non-Executive-Independent Director	No	-	-	-	Active	NA	-	20-Dec-22	-	-	60	04-Jun-61	1	1	5	4
Whether Regular Director appointed																		Yes	
Whether Chairperson or related to Managing Director or CEO																		Yes	



Annexure A - Certificate on Corporate Governance

II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Pushpy B Muricken	Chairperson - Non- Executive Independent	27-Jun-18	-
		Bhama Krishnamurthy	Non- Executive Independent	21-Jan-19	-
		Alok Prasad	Non- Executive Independent	24-Aug-17	-
		Anand Raghavan	Non- Executive Independent	06-Feb-23	-
		Thomas John Muthoot	Non Executive	06-Feb-23	-
		Akshaya Prasad	Non Executive	10-Feb-22	-
2. Nomination & Remuneration Committee	Yes	Thal Salas Vijayan	Chairperson - Non- Executive Independent	27-Jun-18	-
		Bhama Krishnamurthy	Non- Executive Independent	10-Feb-22	-
		Alok Prasad	Non- Executive Independent	27-Jun-18	-
		Anand Raghavan	Non- Executive Independent	06-May-23	-
		John Tyler Day	Non-Executive	20-Dec-22	-
		Thomas John Muthoot	Non-Executive	06-May-23	-



Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation
3. Risk Management Committee (if applicable applicable as per Regulation 21(5) of the SEBI Listing Regulations)	No	-	-	-	-
		Thomas John Muthoot	Non-Executive	24-Aug-17	-
		Thomas George Muthoot	Non-Executive	24-Aug-17	-
		Thomas Muthoot	Managing Director	24-Aug-17	-
		Alok Prasad	Non- Executive Independent	03-Jun-21	-
		Bhama Krishnamurthy	Non- Executive Independent	20-Dec-22	-
		Sadaf Sayeed	Chief Executive Officer	24-Aug-17	-
4. Stakeholders Relationship Committee	Yes	Thomas John Muthoot	Chairman - Non-Executive	27-Jun-18	-
		Thomas Muthoot	Executive	27-Jun-18	-
		Alok Prasad	Independent	18-Aug-18	-



Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation
5. Corporate Social Responsibility Committee	No	-	-	-	-
		Thomas John Muthoot	Non-Executive	24-Aug-17	-
		Thomas George Muthoot	Non-Executive	24-Aug-17	-
		Thomas Muthoot	Managing Director	24-Aug-17	-
		Alok Prasad	Non- Executive Independent	24-Aug-17	-
6. IPO Committee	No	-	-	-	-
		Thomas John Muthoot	Non- Executive Director	27-Jun-18	-
		Thomas Muthoot	Managing Director	27-Jun-18	-
		John Tyler Day	Non- Executive Director	20-Dec-22	-
		Akshaya Prasad	Non- Executive Director	04-Nov-22	-
		Sadaf Sayeed	Chief Executive Officer (CEO)	27-Jun-18	-
		Praveen T	Chief Finanacial Officer (CFO)	27-Jun-18	-



Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
7. Asset Liability Management Committee		Thomas John Muthoot	Non-Executive - Non Independent Director
		Thomas George Muthoot	Non-Executive - Non Independent Director
		Thomas Muthoot	Executive Director
8. IT Strategy Committee		Thomas Muthoot	Executive Director
		Pushpy B Muricken	Non-Executive - Independent Director
9. Borrowing Committee		Thomas John Muthoot	Non-Executive - Non Independent Director
		Thomas Muthoot	Executive Director
10. Debenture Issue and Allotment Committee		Thomas John Muthoot	Non-Executive - Non Independent Director
		Thomas George Muthoot	Non-Executive - Non Independent Director
		Thomas Muthoot	Executive Director



Annexure A - Certificate on Corporate Governance

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.	Total Number of Directors present as on the date of Meeting	Number of Directors present* (All directors including Independent Director)	Number of independent directors' present	Maximum gap between any two consecutive (in number of days)
06-May-23	-	Yes	10	5	5	88
26-Jun-23	-	Yes	10	5	5	50
29-Jun-23	-	Yes	10	5	5	2
-	10-Aug-23	Yes	10	5	5	41

IV. Meetings of Committees						
Date(s) of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting†	Maximum gap between any two consecutive meetings in number of days
Audit Committee Meeting						
05-May-23	-	Yes	7	7	4	87
29-Jun-23	-	Yes	6	6	4	54
-	09-Aug-23	Yes	6	6	4	40
Nomination and remuneration committee						
05-May-23	-	Yes	6	5	4	88
26-Jun-23	-	Yes	6	6	4	51
-	09-Aug-23	Yes	6	6	4	43
Risk Management Committee						
26-May-23	-	Yes	5	5	2	198
IPO Committee						
30-Jun-23	-	Yes	4	4	-	-



Annexure A - Certificate on Corporate Governance

V. Related Party Transactions	
Particulars	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether policy formulated on materiality of and dealing with related party transactions	Yes
Whether such approval of audit committee was omnibus approval in terms of Regulation 23(3)	No
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	NA

VI. Details Of Cyber Security Incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No incidents or breaches or loss of data or documents during the quarter
Date of Event	NA
Brief Details of events	NA

VII. Affirmations	Compliance Status (Yes/ No)
1. The composition of Board of Directors is in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015.	Yes
2. The composition of the following committees is in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk management committee (applicable to the top 1000 Listed entities)	Yes
3. The committee members have been made aware of their powers, role and responsibilities as specified in Securities and Exchange Board of India (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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
6. Any comments/observations/advice of the board of directors may be mentioned here.	-



Annexure B - Certificate on Corporate Governance

I. Disclosure on website in terms of SEBI Listing Regulations		
Particulars	Compliance status (Yes/No/NA)	If yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the SEBI Listing Regulations:		
a) Details of business	Yes	https://muthootmicrofin.com/our-products/livelihood-solutions/
b) Terms and conditions of appointment of independent directors	Yes	https://muthootmicrofin.com/investors/corporate-governance/
c) Composition of various committees of board of directors	Yes	https://muthootmicrofin.com/investors/corporate-governance/
d) Code of conduct of board of directors and senior management personnel	Yes	https://muthootmicrofin.com/investors/corporate-governance/
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://muthootmicrofin.com/disclosures/
f) Criteria of making payments to non-executive directors	NA	-
g) Policy on dealing with related party transactions	Yes	https://muthootmicrofin.com/disclosures/
h) Policy for determining 'material' subsidiaries	NA	-
i) Details of familiarization programmes imparted to independent directors	Yes	https://muthootmicrofin.com/investors/corporate-governance/
j) Email address for grievance redressal and other relevant details	Yes	https://muthootmicrofin.com/disclosures/
k) Contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances	Yes	https://muthootmicrofin.com/disclosures/
l) Financial results	Yes	https://muthootmicrofin.com/investors/investor-relations/
m) Shareholding pattern	NA	-
n) Details of agreements entered into with the media companies and/or their associates	NA	-



Annexure B - Certificate on Corporate Governance

Particulars	Compliance status (Yes/No/NA)	If yes provide link to website. If No / NA provide reasons
o) Schedule of analyst or institutional investor meet and presentations made by the Company to analysts or institutional investors simultaneously with submission to stock exchange	NA	-
p) New name and the old name of the Company	NA	-
q) Advertisements as per regulation 47 (1)	NA	-
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	https://muthootmicrofin.com/disclosures/
s) Separate audited financial statements of each subsidiary of the Company in respect of a relevant financial year	NA	-
t) Secretarial Compliance Report	Yes	https://muthootmicrofin.com/investors/investor-relations/
u) Materiality Policy as per Regulation 30(4)	NA	-
v) Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	NA	-
w) Disclosures under regulation 30(8)	NA	-
x) Statements of deviation(s) or variations(s) as specified in regulation 32	NA	-
y) Dividend distribution policy as specified in regulation 43A(1)	NA	-
z) Annual return as provided under section 92 of the Companies Act, 2013	Yes	https://muthootmicrofin.com/investors/annual-report/



Annexure B - Certificate on Corporate Governance

Particulars	Compliance status (Yes/No/NA)	If yes provide link to website. If No / NA provide reasons
As per other regulations of the SEBI Listing Regulations:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	NA	-
b) Materiality Policy as per Regulation 30	NA	-
c) Dividend Distribution policy as per Regulation 43A (as applicable)	NA	-

It is certified that these contents on the website of the Company are correct.

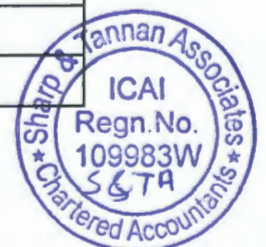


Annexure B - Certificate on Corporate Governance

II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for Appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	NA
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Role of Nomination and Remuneration Committee	19(4)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Role of Stakeholders Relationship Committee	20 (4)	Yes
Composition and role of Risk Management Committee	21(1), (2), (3), (4)	Yes
Meeting of Risk Management Committee	21(3A) (3C)	Yes
Quorum of Risk Management Committee meeting	21(3B)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), (1A), (5), (6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes



Particulars	Regulation Number	Compliance status (Yes/No/NA)
Approval for material related party Transactions	23(4)	Yes
Disclosure of related party transactions on Standalone basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of Company	24(2),(3),(4),(5) & (6)	NA
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel	26(3)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity.	26(6)	Yes
Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes
In-principle approval of recognized stock exchange(s)	28	NA
Prior Intimations	29	NA
Disclosure of events or information	30	NA
Holding of specified securities and shareholding pattern	31	NA
Conditions for re-classification of any person as promoter/ public	31A	NA
Statement of deviation(s) or variation(s)	32	NA
Financial Results	33	NA
Annual Report	34	NA
Annual Information memorandum	35	NA



Annexure C - Certificate on Corporate Governance

Affirmations		
Particulars	Broad heading	Compliance status (Yes/No/NA)
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)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting	20(3)	Yes
Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes
Submission of Annual Secretarial Compliance Report	24A(2)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes



Annexure D - Certificate on Corporate Governance

Disclosure of loans/guarantees/comfort letters/securities, etc.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:		
Entity	Aggregate amount advanced during last six months	Balance outstanding as at the end of six months
Promoter or any other entity controlled by them	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL

(B) Any guarantee/ comfort letter (by whatever name called) provided by the Company directly or indirectly connection with any loan(s) or any other form of debt availed by			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount advanced during last six months	Balance outstanding as at the end of six months
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount advanced during last six months	Balance outstanding as at the end of six months
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL



Affirmations

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the Company. -

Not Applicable

Notes :

These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt:

- a) by a government company to/ for the Government or government company
- b) by the listed entity to/for [its subsidiary and joint-venture company] whose accounts are consolidated with the Company.
- c) by a banking company or an insurance company; and
- d) by the Company to its employees or directors as a part of the service conditions

