



**CORPORATE GOVERNANCE REPORT  
FOR THE HALF YEAR ENDED SEPTEMBER 30, 2023**

**Name of the Listed Entity :** Muthoot Microfin Limited  
**Quarter Ending :** September 30, 2023  
**Scrip Code :** 955182

**I. COMPOSITION OF BOARD OF DIRECTORS**

Sr	Name of the Director  DIN  Date of Birth  Category	Whether the director is disqualified?  Start Date of Disqualification  End date of Disqualification  Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]  Date of passing special resolution	Initial Date of appointment  Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1	THOMAS JOHN MUTHOOT  00011618  07-06-1962  Non-Executive - Non Independent Director	No  -  -  Active	NA	08-05-2017			1	0	5	1
2	THOMAS GEORGE MUTHOOT	No  -	NA	08-05-2017			1	0	3	1

**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

	00011552 07-06-1962 Non-Executive - Non Independent Director	- Active								
3	THOMAS MUTHOOT 00082099 15-07-1966 Executive Director & Chairperson	No - - Active	NA	08-05-2017 04-11-2022		60.00	1	0	3	1
4	AKSHAYA PRASAD 02028253 12-01-1977 Non-Executive - Non Independent Director	No - - Active	NA	06-12-2021			0	0	1	0
5	JOHN TYLER DAY 07298703 03-11-1986 Non-Executive - Non Independent Director	No - - Active	NA	20-12-2022			0	0	0	0
6	PUSHPY B MURICKEN 03431198 08-05-1974 Non-Executive - Independent Director	No - - Active	NA	31-03-2018 31-03-2023		60.00	1	0	2	2

7	THAI SALAS VIJAYAN  00043959  25-02-1953  Non-Executive - Independent Director	No  -  -  Active	NA	15-05-2018  15-05-2023		60.00	1	1	3	0
8	BHAMA KRISHNAMURTHY  02196839  19-12-1954  Non-Executive - Independent Director	No  -  -  Active	NA	15-05-2018  15-05-2023		60.00	5	5	6	1
9	ALOK PRASAD  00080225  08-09-1952  Non-Executive - Independent Director	No  -  -  Active	NA	10-05-2017  24-08-2022		60.00	1	1	6	1
10	ANAND RAGHAVAN  00243485  04-06-1961  Non-Executive - Independent Director	No  -  -  Active	NA	20-12-2022		60.00	1	1	4	3

Disclosure of notes on composition of Board of Directors Explanatory	
Whether listed entity has a Regular Chairperson	Yes
Whether Chairperson is related to MD or CEO	Yes

## II. COMPOSITION OF BOARD OF COMMITTEES

Disclosure of notes on composition of Committee Explanatory	<p>Due to size constraints in the Corporate Governance XBRL Format, the following information cannot be populated in the provided table below.</p> <p>1. The Company has constituted IPO Committee, consists, Mr. Thomas John Muthoot, Non-Executive Director, Mr. Thomas Muthoot, Executive Director, Mr. John Tyler Day, Non-Executive Director, Mr. Akshaya Prasad, Non- Executive Director, Mr. Sadaf Sayeed, Chief Executive Officer and Mr. Praveen T, Chief Financial Officer as members.</p> <p>2. Constitution of the Asset Liability Management Committee consists of Mr. Sadaf Sayeed, Chief Executive Officer as member.</p> <p>3. Constitution of IT Strategy Committee consists of Mr. Linson C Paul, Chief Technology Officer as member.</p> <p>4. Constitution of Borrowing Committee consists of Mr. Sadaf Sayeed, Chief Executive Officer and Mr. Praveen T, Chief Financial Officer as member</p>
---	--

#### AUDIT COMMITTEE DETAILS

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	03431198	PUSHPY B MURICKEN	Non-Executive - Independent Director	Chairperson	27-06-2018	
2	02196839	BHAMA KRISHNAMURTHY	Non-Executive - Independent Director	Member	21-01-2019	
3	00080225	ALOK PRASAD	Non-Executive - Independent Director	Member	24-08-2017	
4	00243485	ANAND RAGHAVAN	Non-Executive - Independent Director	Member	06-02-2023	
5	02028253	AKSHAYA PRASAD	Non-Executive - Non Independent Director	Member	10-02-2022	
6	00011618	THOMAS JOHN MUTHOOT	Non-Executive - Non Independent Director	Member	06-02-2023	

Whether the Audit Committee has a Regular Chairperson	Yes
---	-----

#### NOMINATION AND REMUNERATION COMMITTEE

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
----	------------	---------------------------	-------------------------	-------------------------	---------------------	-------------------

1	00043959	THAI SALAS VIJAYAN	Non-Executive - Independent Director	Chairperson	27-06-2018	
2	02196839	BHAMA KRISHNAMURTHY	Non-Executive - Independent Director	Member	10-02-2022	
3	00080225	ALOK PRASAD	Non-Executive - Independent Director	Member	27-06-2018	
4	07298703	JOHN TYLER DAY	Non-Executive - Non Independent Director	Member	20-12-2022	
5	00243485	ANAND RAGHAVAN	Non-Executive - Non Independent Director	Member	06-05-2023	
6	07557585	THOMAS JOHN MUTHOOT	Non-Executive - Non Independent Director	Member	06-05-2023	

Whether the Nomination and Remuneration Committee has a Regular Chairperson	Yes
---	-----

### STAKEHOLDERS RELATIONSHIP COMMITTEE

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00011618	THOMAS JOHN MUTHOOT	Non-Executive - Non Independent Director	Chairperson	27-06-2018	
2	00082099	THOMAS MUTHOOT	Executive Director	Member	27-06-2018	
3	00080225	ALOK PRASAD	Non-Executive - Independent Director	Member	18-08-2018	

Whether the Stakeholders Relationship Committee has a Regular Chairperson	No
---	----

### RISK MANAGEMENET COMMITTEE

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00011618	THOMAS JOHN MUTHOOT	Non-Executive - Non Independent Director	Member	24-08-2017	
2	00011552	THOMAS GEORGE MUTHOOT	Non-Executive - Non Independent Director	Member	24-08-2017	
3	00082099	THOMAS MUTHOOT	Executive Director	Member	24-08-2017	
4	00080225	ALOK PRASAD	Non-Executive - Independent Director	Member	03-06-2021	

5	02196839	BHAMA KRISHNAMURTHY	Non-Executive - Independent Director	Member	20-12-2022	
6	99999999	SADAF SAYEED	Chief Executive Officer	Member	24-08-2017	

Whether the Risk Management Committee has a Regular Chairperson	No
---	----

## CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00011618	THOMAS JOHN MUTHOOT	Non-Executive - Non Independent Director	Member	24-08-2017	
2	00011552	THOMAS GEORGE MUTHOOT	Non-Executive - Non Independent Director	Member	24-08-2017	
3	00082099	THOMAS MUTHOOT	Executive Director	Member	24-08-2017	
4	00080225	ALOK PRASAD	Non-Executive - Independent Director	Member	24-08-2017	

Whether the Corporate Responsibility Committee has a Regular Chairperson	No
--	----

## OTHER COMMITTEES

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors
1	00011618	THOMAS JOHN MUTHOOT	Asset Liability Management Committee	Non-Executive - Non Independent Director	Member
2	00011552	THOMAS GEORGE MUTHOOT	Asset Liability Management Committee	Non-Executive - Non Independent Director	Member
3	00082099	THOMAS MUTHOOT	Asset Liability Management Committee	Executive Director	Member
4	00082099	THOMAS MUTHOOT	IT Strategy Committee	Executive Director	Member
5	03431198	PUSHPY B MURICKEN	IT Strategy Committee	Non-Executive - Independent Director	Member
6	00011618	THOMAS JOHN MUTHOOT	Borrowing Committee	Non-Executive - Non Independent Director	Member
7	00082099	THOMAS MUTHOOT	Borrowing Committee	Executive Director	Member
8	00011618	THOMAS JOHN MUTHOOT	Debenture Issue and Allotment Committee	Non-Executive - Non Independent Director	Member

9	00011552	THOMAS GEORGE MUTHOOT	Debenture Issue and Allotment Committee	Non-Executive - Non Independent Director	Member
10	00082099	THOMAS MUTHOOT	Debenture Issue and Allotment Committee	Executive Director	Member

### III. MEETING OF BOARD OF DIRECTORS

Disclosure of notes on meeting of Board of Directors Explanatory	
--	--

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	06-05-2023			Yes	10	10	5
2	26-06-2023	50		Yes	10	10	5
3	29-06-2023	2		Yes	10	10	5
4	10-08-2023	41		Yes	10	10	5

### IV. MEETING OF COMMITTEES

Disclosure of notes on meeting of Committees Explanatory	IPO Committee consists of Mr. Sadaf Sayeed, Chief Executive Officer and Mr. Praveen T, Chief Financial Officer, being non-Director member attended the meeting held on June 30, 2023 but could not populate this details on respective column of the Corporate Governance XBRL template due to the occurrence of Error.
--	---

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of Other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	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*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	05-05-2023				Yes	9	9	5	0

2	Audit Committee	29-06-2023	54			Yes	6	6	4	0
3	Audit Committee	09-08-2023				Yes	6	6	4	0
4	Nomination and remuneration committee	05-05-2023				Yes	6	6	4	0
5	Nomination and remuneration committee	26-06-2023	51			Yes	6	6	4	0
6	Nomination and remuneration committee	09-08-2023	43			Yes	6	6	4	0

## V. RELATED PARTY TRANSACTIONS

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

Disclosure of notes on Related Party Transactions	
Disclosure of notes of material transaction with Related Party	

## VI. Cyber Security Incidence

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
Date of the event	Brief details of the event	



## ANNEXURE - I

### VII. AFFIRMATIONS

Sr	Subject	Compliance status (Yes/No)
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 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 1000 listed entities)</b>	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	<b>Any comments/observations/advice of Board of Directors may be mentioned here:</b>	

### VIII. HALF YEARLY AFFIRMATIONS

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of
1	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)	NA	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	NA	
Any other information to be provided				

### IX. Additional half yearly

Additional Half yearly Disclosure	
Applicability of disclosure	Not Applicable
Reason for Non Applicability	The Company has not given any Loans/ guarantees/comfort letters /securities etc directly or indirectly to:

	1. Promoter or any other entity controlled by them  2. Promoter Group or any other entity controlled by them  3. Directors (including relatives) or any other entity controlled by them  4. KMPs or any other entity controlled by them  
--	---

**X. SIGNATORY DETAILS**

<b>Name of signatory</b>	<b>Neethu Ajay</b>
<b>Designation of person</b>	<b>Company Secretary and Compliance Officer</b>
Place	Ernakulam
Date	