



**CORPORATE GOVERNANCE REPORT  
FOR THE QUARTER YEAR ENDED DECEMBER 31, 2023**

**Name of the Listed Entity** : Muthoot Microfin Limited  
**Quarter Ending** : December 31, 2023  
**Scrip Code** : 544055

**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 Date of passing special resolution	08-05-2017			2	0	5	1
2	THOMAS GEORGE MUTHOOT	No -	NA Date of passing special resolution	08-05-2017			2	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

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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	2	0	3	1
4	AKSHAYA PRASAD 02028253 12-01-1977 Non-Executive - Non Independent Director	No - - Active	NA	06-12-2021			1	0	1	0
5	JOHN TYLER DAY 07298703 03-11-1986 Non-Executive - Non Independent Director	No - - Active	NA	20-12-2022			1	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	2	2	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	2	2	3	0
8	BHAMA KRISHNAMURTHY  02196839  19-12-1954  Non-Executive - Independent Director	No  -  -  Active	NA	15-05-2018  15-05-2023	60.00	6	6	5	0
9	ALOK PRASAD  00080225  08-09-1952  Non-Executive - Independent Director	No  -  -  Active	NA	10-05-2017  24-08-2022	60.00	2	2	1	6
10	ANAND RAGHAVAN  00243485  04-06-1961  Non-Executive - Independent Director	No  -  -  Active	NA	20-12-2022	60.00	2	2	3	4

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

### 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
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### 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
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**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	Yes
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**RISK MANAGEMENT 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
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**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
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### **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	On 25th November 2023, there were two Board Meetings held wherein all directors were in attendance. Due to technical issue, only one meeting date is shown.
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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	10-08-2023			Yes	10	10	5
2	26-10-2023	76		Yes	10	10	5
3	25-11-2023	29		Yes	10	10	5
4	11-12-2023	15		Yes	10	10	5
5	21-12-2023	9		Yes	10	10	5

#### IV. MEETING OF COMMITTEES

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	09-08-2023				Yes	6	6	4	0
2	Audit Committee	26-10-2023	77			Yes	6	6	4	0
3	Audit Committee	25-11-2023	29			Yes	6	6	4	0
4	Audit Committee	28-11-2023	2			Yes	6	6	4	0
5	Audit Committee	11-12-2023	12			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	There were no related party transactions during the reporting period
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. 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	20-01-2024