



**CORPORATE GOVERNANCE REPORT  
FOR THE QUARTER ENDED SEPTEMBER 30, 2024**

**Name of the Listed Entity** : Muthoot Microfin Limited  
**Quarter Ending** : September 30, 2024  
**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	No  -  -  Active	NA	08-05-2017			2	0	5	1

**MUTHOOT MICROFIN LIMITED**

CIN:L65190MH1992PLC066228

Regd. Office: 13 \*Floor, Parinee Crescenzo, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051

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	Non-Executive - Non Independent Director									
2	Thomas George Muthoot  00011552  07-06-1962  Non-Executive - Non Independent Director	No  -  -  Active	NA	08-05-2017			2	0	3	1
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	1	0
6	Pushpy B Muricken  03431198	No  -	NA	31-03-2018  31-03-2023		60.00	2	2	2	2

	08-05-1974 Non-Executive - Independent Director	- Active								
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	5	5	6	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	4	1
10	Anand Raghavan 00243485 04-06-1961 Non-Executive - Independent Director	No - - Active	NA	20-12-2022		60.00	2	2	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 and other constraints in the Corporate Governance Report - XBRL Format, being filed with stock exchanges, the following information cannot be populated in the said form:</p> <ol style="list-style-type: none"> <li>1. Constitution of the Asset Liability Management Committee consists of Mr. Sadaf Sayeed, Chief Executive Officer as member.</li> <li>2. Constitution of IT Strategy Committee consists of Mr. Linson C Paul, Chief Technology Officer as member.</li> <li>3. Constitution of Borrowing Committee consists of Mr. Thomas John Muthoot, Non-Executive Director, Mr. Sadaf Sayeed, Chief Executive Officer and Mr. Praveen T, Chief Financial Officer as member</li> </ol>
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### 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**

<b>Sr</b>	<b>DIN Number</b>	<b>Name of Committee members</b>	<b>Category 1 of directors</b>	<b>Category 2 of directors</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
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**

<b>Sr</b>	<b>DIN Number</b>	<b>Name of Committee members</b>	<b>Category 1 of directors</b>	<b>Category 2 of directors</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
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**

<b>Sr</b>	<b>DIN Number</b>	<b>Name of Committee members</b>	<b>Category 1 of directors</b>	<b>Category 2 of directors</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
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**

<b>Sr</b>	<b>DIN Number</b>	<b>Name of Committee members</b>	<b>Category 1 of directors</b>	<b>Category 2 of directors</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
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	Chairperson	24-08-2017	
4	00080225	Alok Prasad	Non-Executive - Independent Director	Member	03-06-2021	

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	00011552	Thomas George Muthoot	IT Strategy Committee	Non-Executive – Non-independent Director	Member
7	00011618	Thomas John Muthoot	Debenture Issue and Allotment Committee	Non-Executive - Non Independent Director	Member
8	00011552	Thomas George Muthoot	Debenture Issue and Allotment Committee	Non-Executive - Non Independent Director	Member
9	00082099	Thomas Muthoot	Debenture Issue and Allotment Committee	Executive Director	Member
10	00082099	Thomas Muthoot	Borrowing Committee	Executive Director	Member

**III. MEETING OF BOARD OF DIRECTORS**

Disclosure of notes on meeting of Board of Directors Explanatory
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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	06-05-2024			Yes	10	10	5
2	11-05-2024	4		Yes	10	10	5

3	08-06-2024	27		Yes	10	10	5
4	27-06-2024	18		Yes	10	10	5
5	09-08-2024	42		Yes	10	9	5
6	30-08-2024	20		Yes	10	9	5

#### IV. MEETING OF COMMITTEES

Disclosure of notes on meeting of Committees Explanatory

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	03-05-2024				Yes	6	6	4	0
2	Audit Committee	06-05-2024	2			Yes	6	6	4	0
3	Audit Committee	26-06-2024	50			Yes	6	6	4	0
4	Audit Committee	09-08-2024	43			Yes	6	6	4	0
5	Audit Committee	25-09-2024	46			Yes	6	6	4	0
6	Nomination and remuneration committee	03-05-2024				Yes	6	6	4	0
7	Nomination and	11-05-2024	7			Yes	6	6	4	0



	remuneration committee									
8	Nomination and remuneration committee	09-08-2024	89			Yes	6	6	4	0
9	Nomination and remuneration committee	30-08-2024	20			Yes	6	6	4	0
10	Corporate Social Responsibility Committee	03-05-2024				Yes	4	4	1	0
11	Corporate Social Responsibility Committee	02-08-2024	90			Yes	4	4	1	0
12	Risk Management Committee	08-05-2024				Yes	5	5	2	1
13	Risk Management Committee	07-08-2024	90			Yes	5	5	2	1

**V. 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
Other details of cyber security incidence or breaches or loss of data event		Number of cyber security incidence or breaches or loss of data event occurred during the quarter	
Date of the event		Brief details of the event	

**VI. 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	

**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 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	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	Any comments/observations/advice of Board of Directors may be mentioned here:	-

#### 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	19-10-2024