



**CORPORATE GOVERNANCE REPORT
FOR THE QUARTER ENDED DECEMBER 31, 2024**

Name of the Listed Entity : Muthoot Microfin Limited
Quarter Ending : December 31, 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	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 - -	NA	08-05-2017	19-12-2024		0	0	2	0

MUTHOOT MICROFIN LIMITED
CIN:L65190MH1992PLC066228

2	Thomas George Muthoot 00011552 07-06-1962 Non-Executive - Non Independent Director	No - -	NA	08-05-2017			1	0	3	0
3	Thomas Muthoot 00082099 15-07-1966 Non-Executive - Non Independent Director	No - -	NA	08-05-2017 04-11-2022		60.00	1	0	2	0
4	Akshaya Prasad 02028253 12-01-1977 Non-Executive - Non Independent Director	No - -	NA	06-12-2021			1	0	1	0
5	John Tyler Day 07298703 03-11-1986 Non-Executive - Non Independent Director	No - -	NA	20-12-2022			1	0	1	0
6	Pushpy B Muricken 03431198 08-05-1974	No - -	NA	31-03-2018 31-03-2023		60.00	2	2	2	2

	Non-Executive - Independent Director									
7	Thai Salas Vijayan 00043959 25-02-1953 Non-Executive - Independent Director	No - -	NA	15-05-2018 15-05-2023		60.00	2	2	4	0
8	Bhama Krishnamurthy 02196839 19-12-1954 Non-Executive - Independent Director	No - -	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 - -	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 - -	NA	20-12-2022	02-12-2024	60.00	-	-	-	-
11	Thomas Muthoot John	No -	NA	19-12-2024			1	0	0	0

	07557585 17-11-1989 Executive Director	-								
12	Anil Sreedhar 07536707 16-11-1971	No - -	NA	30-12-2024			1	0	0	0

Disclosure of notes on composition of Board of Directors Explanatory	<p>During the quarter ended December 2024, the following changes occurred on the Composition of Board of Directors.</p> <ol style="list-style-type: none"> 1. Resignation of Mr. R Anand (DIN 00243485), Independent Director dated December 2, 2024 2. Resignation of Mr. Thomas John Muthoot (DIN: 00011618), Non-Executive Director dated December 19, 2024 3. Redesignation of Mr. Thomas Muthoot (DIN: 00082099) from the position of Managing Director to Non-Executive Non-Independent Director pursuant to his relinquishment from the position of Managing Director dated December 19, 2024 4. Appointment of Mr. Thomas Muthoot John (DIN: 07557585) as the Executive Director of the Company dated December 19, 2024 5. Appointment of Mr. Anil Sreedhar (DIN 07536707), Independent Director dated December 30, 2024
Whether listed entity has a Regular Chairperson	Yes
Whether Chairperson is related to MD or CEO	No

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"> 1. Constitution of the Asset Liability Management Committee consists of Mr. Sadaf Sayeed, Chief Executive Officer as member. 2. Constitution of IT Strategy Committee consists of Mr. Linson C Paul, Chief Technology Officer as member.
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	<p>3. Constitution of Borrowing Committee consists of Mr. Sadaf Sayeed, Chief Executive Officer and Mr. Praveen T, Chief Financial Officer as member</p> <p>4. Constitution of Debenture Issue and Allotment Committee consists of Mr. Thomas George Muthoot, Non Executive - Non Independent Director</p>
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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	02-12-2024
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	19-12-2024
7	00043959	Thai Salas Vijayan	Non-Executive - Independent Director	Member	19-12-2024	
8	00082099	Thomas Muthoot	Non-Executive - Non Independent Director	Member	19-12-2024	

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 - Independent Director	Member	06-05-2023	02-12-2024
6	07557585	Thomas John Muthoot	Non-Executive - Non Independent Director	Member	06-05-2023	19-12-2024
7	03431198	Pushpy B Muricken	Non-Executive - Independent Director	Member	19-12-2024	
8	00082099	Thomas Muthoot	Non-Executive - Non Independent Director	Member	19-12-2024	

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	19-12-2024
2	00082099	Thomas Muthoot	Non-Executive - Non Independent Director	Member	27-06-2018	
3	00080225	Alok Prasad	Non-Executive - Independent Director	Member	18-08-2018	
4	00011552	Thomas George Muthoot	Non-Executive - Non Independent Director	Member		

Whether the Stakeholders Relationship Committee has a Regular Chairperson	No
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RISK MANAGEMENET COMMITTEE

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
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1	00011618	Thomas John Muthoot	Non-Executive - Non Independent Director	Member	24-08-2017	19-12-2024
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	
7	07557585	Thomas Muthoot John	Executive Director	Member	19-12-2024	

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	Chairperson	24-08-2017	
4	00080225	Alok Prasad	Non-Executive - Independent Director	Member	03-06-2021	
5	07557585	Thomas Muthoot John	Executive Director	Member	19-12-2024	

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
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1	00082099	THOMAS MUTHOOT	Asset Liability Management Committee	Non-Executive - Non Independent Director	Member
2	07557585	THOMAS MUTHOOT JOHN	Asset Liability Management Committee	Executive Director	Member
3	00011552	THOMAS GEORGE MUTHOOT	Asset Liability Management Committee	Non-Executive - Non Independent Director	Member
4	07536707	ANIL SREEDHAR	IT Strategy Committee	Non-Executive - Independent Director	Chairperson
5	00082099	THOMAS MUTHOOT	IT Strategy Committee	Non-Executive - Non Independent Director	Member
6	00011552	THOMAS GEORGE MUTHOOT	IT Strategy Committee	Non-Executive - Non Independent Director	Member
7	00082099	THOMAS MUTHOOT	Borrowing Committee	Non-Executive - Non Independent Director	Member
8	07557585	THOMAS MUTHOOT JOHN	Borrowing Committee	Executive Director	Member
9	00082099	THOMAS MUTHOOT	Debenture Issue and Allotment Committee	Non-Executive - Non Independent Director	Member
10	07557585	THOMAS MUTHOOT JOHN	Debenture Issue and Allotment 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	09-08-2024			Yes	10	9	5
2	30-08-2024	20		Yes	10	9	5

3	05-11-2024	66		Yes	10	10	5
4	19-12-2024	43		Yes	9	9	5
5	30-12-2024	10		Yes	9	7	4

IV. MEETING OF COMMITTEES

Disclosure of notes on meeting of Committees Explanatory	
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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	09-08-2024				Yes	6	6	4	0
2	Audit Committee	25-09-2024	46			Yes	6	6	4	0
3	Audit Committee	05-11-2024	40			Yes	6	6	4	0
4	Nomination and remuneration committee	09-08-2024				Yes	6	6	4	0
5	Nomination and remuneration committee	30-08-2024	20			Yes	6	6	4	0
6	Nomination and remuneration committee	05-11-2024	66			Yes	6	5	4	0

7	Nomination and remuneration committee	19-12-2024	43			Yes	5	5	3	0
8	Nomination and remuneration committee	30-12-2024	10			Yes	6	5	4	0
9	Risk Management Committee	07-08-2024				Yes	5	5	2	1
10	Risk Management Committee	23-11-2024	107			Yes	5	5	2	1

V. CYBER SECURITY INCIDENT

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

Name of signatory	Neethu Ajay
Designation of person	Company Secretary and Compliance Officer
Place	Ernakulam
Date	20-01-2025