

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

- (i) \* Corporate Identification Number (CIN) of the company
- Global Location Number (GLN) of the company
- \* Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- (c) \* e-mail ID of the company
- (d) \* Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv)
- | Type of the Company | Category of the Company   | Sub-category of the Company   |
|---------------------|---------------------------|-------------------------------|
| Public Company      | Company limited by shares | Indian Non-Government company |
- (v) Whether company is having share capital  Yes  No
- (vi) \* Whether shares listed on recognized Stock Exchange(s)  Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited (NSE)	1,024

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N  
anakramguda, Serili ngampally NA

(vii) \*Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM 18/07/2024

(b) Due date of AGM 30/09/2024

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given 1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	MUTHOOT FINCORP LIMITED	U65929KL1997PLC011518	Holding	50.21

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

**(i) \*SHARE CAPITAL****(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	200,000,000	170,492,176	170,492,176	170,492,176
Total amount of equity shares (in Rupees)	2,000,000,000	1,704,921,760	1,704,921,760	1,704,921,760

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	200,000,000	170,492,176	170,492,176	170,492,176
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	2,000,000,000	1,704,921,760	1,704,921,760	1,704,921,760

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	50,000,000	0	0	0
Total amount of preference shares (in rupees)	500,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Compulsorily Convertible Preference Shares				
Number of preference shares	50,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	500,000,000	0	0	0

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	0	116,837,249	116837249	1,168,372,4	1,168,372,	

<b>Increase during the year</b>	0	53,654,927	53654927	536,549,270	536,549,270	0
i. Public Issues	0	26,134,205	26134205	261,342,050	261,342,050	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	27,520,722	27520722	275,207,220	275,207,220	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify nil	0	0	0	0	0	
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify nil	0	0	0	0	0	
<b>At the end of the year</b>	0	170,492,176	170492176	1,704,921,760	1,704,921,760	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	23,360,260	23360260	233,602,600	233,602,600	0
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify nil	0	0	0	0	0	
<b>Decrease during the year</b>	0	23,360,260	23360260	233,602,600	233,602,600	0
i. Redemption of shares	0	0	0	0	0	

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify	0	23,360,260	23360260	233,602,600	233,602,600	
Conversion of Preference shares to Equity shares						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE046W01019

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	14/06/2023
Date of registration of transfer (Date Month Year)	
Type of transfer	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	Amount per Share/ Debenture/Unit (in Rs.)

Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name		<input type="text"/>	<input type="text"/>	<input type="text"/>		
		Surname	middle name	first name		
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name		<input type="text"/>	<input type="text"/>	<input type="text"/>		
		Surname	middle name	first name		

Date of registration of transfer (Date Month Year)				<input type="text"/>		
Type of transfer		<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)		<input type="text"/>	
Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name		<input type="text"/>	<input type="text"/>	<input type="text"/>		
		Surname	middle name	first name		
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name		<input type="text"/>	<input type="text"/>	<input type="text"/>		
		Surname	middle name	first name		

**(iv) \* Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	55,282	1000000/100000	9,657,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
<b>Total</b>			9,657,000,000

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	13,336,000,000	3,000,000,000	6,679,000,000	9,657,000,000
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

22,701,796,499.3

**(ii) Net worth of the Company**

28,043,525,169.83

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	8,970,088	5.26	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	85,595,744	50.21	0	
10.	Others	0	0	0	
	<b>Total</b>	94,565,832	55.47	0	0

**Total number of shareholders (promoters)**

7
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**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	20,874,804	12.24	0	
	(ii) Non-resident Indian (NRI)	356,870	0.21	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	3,964,548	2.33	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	38,809,387	22.76	0	
7.	Mutual funds	35,902	0.02	0	



8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,719,758	1.01	0	
10.	Others FPIs, HUF, Trusts, Subha Jos	10,165,075	5.96	0	
	<b>Total</b>	75,926,344	44.53	0	0

**Total number of shareholders (other than promoters)**

186,081

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

186,088

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

2

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
CREATION INVESTMEN	2711 Centerville Road, #400, Wilm	08/11/2016	US	13,006,778	7.63
GREATER PACIFIC CAP	PO Box 309, Uglan House, Grand	16/07/2019	KY	25,802,609	15.13

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	55	186,081
Debenture holders	3,590	6,176

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	2	1	4	1.76	3.5
<b>B. Non-Promoter</b>	0	7	0	5	0	0
(i) Non-Independent	0	2	0	0	0	0
(ii) Independent	0	5	0	5	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0

(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	9	1	9	1.76	3.5

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date** 13

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
THOMAS GEORGE M	00011552	Director	2,981,749	
THOMAS JOHN MUTH	00011618	Director	2,982,456	
THAI SALAS VIJAYAN	00043959	Director	0	
ALOK PRASAD	00080225	Director	0	
THOMAS MUTHOOT	00082099	Managing Director	2,993,935	
ANAND RAGHAVAN	00243485	Director	0	
AKSHAYA PRASAD	02028253	Director	0	
BHAMA KRISHNAMUF	02196839	Director	0	
PUSHPY B MURICKEI	03431198	Director	2,085	
JOHN TYLER DAY	07298703	Director	0	
SADAF SAYEED	AYBPS0327F	CEO	587,229	
NEETHU AJAY	BLYPA6306B	Company Secretar	2,500	
THOROPPADY PRAVI	AHKPT6423D	CFO	26,247	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year** 0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	14/06/2023	62	9	92.6
Extra Ordinary General Meeting	26/06/2023	62	9	92.6
Extra Ordinary General Meeting	25/11/2023	62	9	92.6

### B. BOARD MEETINGS

\*Number of meetings held

11

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	06/05/2023	10	10	100
2	26/06/2023	10	10	100
3	29/06/2023	10	10	100
4	10/08/2023	10	10	100
5	26/10/2023	10	10	100
6	25/11/2023	10	10	100
7	25/11/2023	10	10	100
8	11/12/2023	10	10	100
9	21/12/2023	10	10	100
10	29/01/2024	10	10	100
11	25/03/2024	10	10	100

### C. COMMITTEE MEETINGS

Number of meetings held

55

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	05/05/2023	9	9	100
2	Audit Committee	29/06/2023	6	6	100
3	Audit Committee	09/08/2023	6	6	100
4	Audit Committee	26/10/2023	6	6	100
5	Audit Committee	25/11/2023	6	6	100
6	Audit Committee	28/11/2023	6	6	100
7	Audit Committee	11/12/2023	6	6	100
8	Audit Committee	18/01/2024	6	6	100
9	Audit Committee	29/01/2024	6	6	100
10	Audit Committee	25/03/2024	6	6	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	18/07/2024
								(Y/N/NA)
1	THOMAS GEORGE	11	11	100	13	13	100	Yes
2	THOMAS JOHN	11	11	100	51	51	100	No
3	THAI SALAS V	11	11	100	7	7	100	Yes
4	ALOK PRASAD	11	11	100	22	22	100	Yes
5	THOMAS MURPHY	11	11	100	38	38	100	Yes
6	ANAND RAGHUNATH	11	11	100	16	16	100	Yes
7	AKSHAYA PRASAD	11	11	100	11	11	100	No
8	BHAMA KRISHNA	11	11	100	19	19	100	Yes
9	PUSHPY B M	11	11	100	12	12	100	Yes
10	JOHN TYLER	11	11	100	7	7	100	No

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL** Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SADAF SAYEED	CHIEF EXECUT	31,995,599	11,120,429	30,703,125	151,791	73,970,944
2	THOROPPADY PR.	CHIEF FINANCI	6,388,450	0	0	650,772	7,039,222
3	NEETHU AJAY	CHIEF COMPLI.	2,895,200	0	0	1,050,328	3,945,528
	Total		41,279,249	11,120,429	30,703,125	1,852,891	84,955,694

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

**XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

**XII. PENALTY AND PUNISHMENT - DETAILS THEREOF**(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

(In case of 'No', submit the details separately through the method specified in instruction kit)

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow  Associate  Fellow

Certificate of practice number

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director  Digitally signed by THOMAS MUTHOOT Date: 2024.09.13 14:48:39 +05'30'

DIN of the director

**To be digitally signed by**  Digitally signed by NEETHU AJAY Date: 2024.09.13 14:58:59 +05'30'

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

List of Meetings and Attendance 2023-24_
FORM MGT-8 2024.pdf

**Remove attachment**

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**



**LAKSHMI PRADEEP FCS**  
Company Secretary

First Floor  
Chethan Agencies Bldg.  
Coimbatore Road, Palakkad 678001  
Tel : 0491-2548072, +91 9496773536  
Email: cslakshmipradeep@gmail.com

## Form NoMGT-8

[Pursuant to section 92 (2) of the Companies Act, 2013 and Rule 11(2) of  
Companies (Management and Administration) Rules, 2014]

### CERTIFICATE

#### BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records, books and papers of **M/s. MUTHOOT MICROFIN LIMITED** (the Company) bearing CIN (L65190MH1992PLC066228) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on **March 31, 2024**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I hereby certify that:

**A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately subject to the following representations;**

1. We have not verified the correctness and appropriateness of financial records and the Books of Accounts of the Company. For the financial records, we have relied on the Audited financial statements as approved by the Board, signed by the Statutory Auditors of the Company and adopted by the members;
2. Wherever required, we have obtained the Management representation about the Compliance of Laws, Rules and Regulations under the Companies Act and happening of various events etc., at the Company and relied on the same;





3. With respect to serial number XII of the form pertaining to details of penalty and punishment imposed on company/directors /officers and details of compounding of offences we relied on the records of the company and representations of the company and officer.

**B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:**

1. Its status under the Act;

**Listed Public Company (Company Limited by shares) & Active.**

During the year under review the Company has changed its status from Unlisted Public Company to Listed Company.

2. Maintenance of registers/records & making entries therein within the time prescribed therefore;

3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Securities Exchange Board of India, Reserve Bank of India, Regional Director, Central Government, the Tribunal Court or other authorities within the prescribed time, and wherever required, filings were made with additional fee;

4. Calling/convening/holding meetings of Board of Directors and its committees and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. The Company has not passed any resolution by way of postal ballot, hence no comments are invited in this report.



5. The Company was not required to close its Register of Members during the financial year.
6. The Company has not made any advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act.
7. According to the information and explanation given by the Company, there were contracts / arrangements with related parties at arm's length basis as envisaged under the provisions of Section 188 of the Companies Act 2013 and Rules made there under. The Company has obtained necessary approvals from the Audit Committee and the Board of Directors and members as the case may be and the same were properly recorded and signed in the Minutes Book maintained for the purpose as required under Companies Act, 2013.
8. During the year under review, Company has done Initial Public Offerings (IPO) of its equity shares and all shares were duly allotted. The Company has complied with all the requirements of the Companies Act 2013 and Rules made there under with respect to the aforesaid allotments including listing of shares with the Stock Exchanges. There were no transfer, transmissions or buyback of securities, redemption of preference shares or alteration or reduction of share capital during the year under review. In compliance with the provisions of Companies Act 2013 and Rules made there under and all other applicable regulations, if any, Company has converted its fully paid-up Compulsory Convertible Preference shares (CCPS) of the Company to fully paid-up equity capital.
9. The Company has not keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.



10. The Company has not declared any dividend, however the Company was not required to transfer amounts to unpaid/unclaimed dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund as per Section 125 of the Act has been compiled by the company, as per the information provided to us;
11. The signing of audited financial statements of the Company is as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3), (4) and (5) thereof.
12. The Board of Directors of the Company is duly constituted and the members of the Company at their 31st Annual General Meeting held on June 14, 2023, re-appointed non-executive Independent Directors. There were no appointments, retirement and resignation of Directors and Key Managerial Personnel during the period under review and the disclosure of the directors and the remuneration paid to them were as per the provisions of the Companies Act, 2013 and rules made there under. The Company was not required to fill any casual vacancy during the financial year ended March 31, 2024.
13. The auditors have been appointed as per the provisions of section 139 of the Companies Act, 2013.
14. The Company was not required to obtain any approvals of the Central Government, National Company Law Tribunal, Regional Director /or such authorities prescribed under the various provisions of the Companies Act, 2013. The Company has obtained necessary approvals from the Reserve Bank of India, Registrar of Companies and Securities Exchange Board of India.





15. During the financial year, your Company has not accepted any deposits from the public within the meaning of provisions of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 2016 or any deposits within the meaning of Section 73 of the Companies Act 2013 and the Companies (Acceptance of Deposits) Rules, 2014. Therefore, the disclosures required under Rule 8(5)(v) of Companies (Accounts) Rules, 2014 and Rule 2(1)(c) of Companies (Acceptance of Deposits) Rules, 2014 are not applicable for the Company.
16. The Company has made borrowings from banks and financial institutions during the financial year under review for which charges were created with Registrar of Companies. During the Financial year under review the Company has issued secured, rated listed, Redeemable Non- Convertible Debentures in compliance with Companies Act, 2013 and applicable SEBI regulations. The Company has complied with the provisions of Section 180 (1) (c) and Section 77, 78, 79 of the Companies Act, 2013 and rules made there under.
17. The Company has granted loans to other bodies corporates under the provisions of Section 186 of the Act for the financial year under review and has complied with the provisions of the Companies Act 2013 and rules made there under. However, the Company, being an NBFC registered with RBI and engaged in the process of giving loans in the ordinary course of business, is exempt from complying with the provisions of Section 186(2) of the Companies Act, 2013. The Company has not made investments or given guarantees or provided securities to other body corporates during the period under review.
18. a. The Company has altered its Memorandum of Association during the financial year under review.



b. The Company has altered the provisions of the Articles of Association of the Company during the year under scrutiny.

**Lakshmi Pradeep fcs**  
Practicing Company Secretary  
Mem. No: 10160, C. P. No: 13155  
First Floor, Chethan Agencies Building,  
CBE Road, Near Stadium Stand,  
Palakkad- 678 001

*Lakshmi Pradeep*

CS Lakshmi Pradeep

Membership No. - FCS 10160

CP No. - 13155

UDIN No. F010160F001205123

ICSI Peer Review Certificate No: 3303/2023

Place: - Palakkad

Date: - 12/09/2024

**MUTHOOT MICROFIN LIMITED**

**Board Meetings held during the Financial Year 2023-24**

Sl. No	Date of the meeting	Total number of Directors associated as on the date of meeting	Attendance	
			Number of Directors attended	% of attendance
1.	06.05.2023	10	10	100%
2.	26.06.2023	10	10	100%
3.	29.06.2023	10	10	100%
4.	10.08.2023	10	10	100%
5.	26.10.2023	10	10	100%
6.	25.11.2023	10	10	100%
7.	25.11.2023	10	10	100%
8.	11.12.2023	10	10	100%
9.	21.12.2023	10	10	100%
10.	29.01.2024	10	10	100%
11.	25.03.2024	10	10	100%

**For Muthoot Microfin Limited**



A handwritten signature in blue ink, appearing to be "Neethu Ajay".

**Neethu Ajay**  
**Chief Compliance Officer & Company Secretary**

**MUTHOOT MICROFIN LIMITED**

**General Meetings held during the Financial Year 2023-24**

<b>Sl. No</b>	<b>Date of the meeting</b>	<b>Category</b>
1.	14.06.2023	Annual General Meeting
2.	26.06.2023	Extra Ordinary General Meeting
3.	25.11.2023	Extra Ordinary General Meeting

**For Muthoot Microfin Limited**



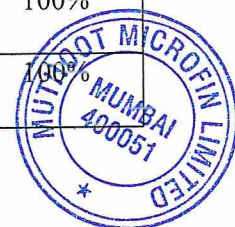
**Neethu Ajay**  
**Chief Compliance Officer & Company Secretary**



**MUTHOOT MICROFIN LIMITED**

**Committee meetings held during the Financial Year 2023-24**

Sl. No	Date of the meeting	Category	Total number of Committee members as on date of the meeting	Attendance	
				Number of Committee members attended	% of attendance
1	05.05.2023	Audit Committee	9	9	100%
2	29.06.2023	Audit Committee	6	6	100%
3	09.08.2023	Audit Committee	7	7	100%
4	26.10.2023	Audit Committee	6	6	100%
5	25.11.2023	Audit Committee	6	6	100%
6	28.11.2023	Audit Committee	6	6	100%
7	11.12.2023	Audit Committee	6	6	100%
8	18.01.2024	Audit Committee	6	6	100%
9	29.01.2024	Audit Committee	6	6	100%
10	25.03.2024	Audit Committee	6	6	100%
11	05.05.2023	Nomination and Remuneration Committee	6	6	100%
12	26.06.2023	Nomination and Remuneration Committee	6	6	100%
13	09.08.2023	Nomination and Remuneration Committee	6	6	100%
14	18.01.2024	Nomination and Remuneration Committee	6	6	100%
15	29.01.2024	Nomination and Remuneration Committee	6	6	100%
16	25.03.2024	Nomination and Remuneration Committee	6	6	100%
17	18.01.2024	Corporate Social Responsibility Committee	4	4	100%
18	10.08.2023	Stakeholders Relationship Committee	3	3	100%
19	25.03.2024	Stakeholders Relationship Committee	3	3	100%
20	26.05.2023	Risk management Committee	6	6	100%
21	25.01.2024	Risk management Committee	6	6	100%
22	25.03.2024	Risk management Committee	6	6	100%
23	05.05.2023	Asset Liability Management Committee	4	4	100%
24	08-08-2023	Asset Liability Management Committee	4	4	100%
25	25.10.2023	Asset Liability Management Committee	4	4	100%





26	27-01-2024	Asset Liability Management Committee	4	4	100%
27	10.07.2023	IT Strategy Committee	3	3	100%
28	08.01.2024	IT Strategy Committee	3	3	100%
29	17.05.2023	Borrowing Committee	4	4	100%
30	30.05.2023	Borrowing Committee	4	4	100%
31	26.06.2023	Borrowing Committee	4	4	100%
32	17.07.2023	Borrowing Committee	4	4	100%
33	25.07.2023	Borrowing Committee	4	4	100%
34	27.07.2023	Borrowing Committee	4	4	100%
35	21.08.2023	Borrowing Committee	4	4	100%
36	25.08.2023	Borrowing Committee	4	4	100%
37	30.08.2023	Borrowing Committee	4	4	100%
38	15.09.2023	Borrowing Committee	4	4	100%
39	26.09.2023	Borrowing Committee	4	4	100%
40	27.10.2023	Borrowing Committee	4	4	100%
41	20.11.2023	Borrowing Committee	4	4	100%
42	24.11.2023	Borrowing Committee	4	4	100%
43	29.12.2023	Borrowing Committee	4	4	100%
44	30.01.2024	Borrowing Committee	4	4	100%
45	29.02.2024	Borrowing Committee	4	4	100%
46	13.03.2024	Borrowing Committee	4	4	100%
47	27.03.2024	Borrowing Committee	4	4	100%
48	26.05.2023	Debenture Issue and Allotment Committee	3	3	100%
49	05.06.2023	Debenture Issue and Allotment Committee	3	3	100%
50	26.06.2023	Debenture Issue and Allotment Committee	3	3	100%
51	07.07.2023	Debenture Issue and Allotment Committee	3	3	100%
52	25.07.2023	Debenture Issue and Allotment Committee	3	3	100%
53	01.08.2023	Debenture Issue and Allotment Committee	3	3	100%
54	12.12.2023	Independent Directors Meeting	5	5	100%
55	26.03.2024	Independent Directors Meeting	5	5	100%



For Muthoot Microfin Limited

*Neethu Ajay*

**Neethu Ajay**  
Chief Compliance Officer & Company Secretary