



May 22, 2025

BSE Limited

Corporate Relationship Department,
2nd Floor, New Trading Wing,
Rotunda Building,
P.J. Towers, Dalal Street, Mumbai 400 001

Scrip Code: 544055

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai 400 051

Scrip Code: MUTHOOTMF

Dear Madam/Sir,

Sub: Secretarial Compliance Report pursuant to Regulation 24A (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), for the Financial Year ended March 31, 2025.

With reference to the captioned subject, we are enclosing herewith a copy of the Secretarial Compliance Report as per Regulation 24A(2) of the SEBI Listing Regulations, as amended from time to time, for the Financial Year ended March 31, 2025 duly signed and issued by CS Puzhankara Sivakumar, Managing Partner, SEP& Associates, Company Secretaries (Membership No. FCS 3050, C.P. No. 2210, ICSI Peer Review Certificate No. 3693/2023), Ernakulam, Kerala.

We request you to kindly take the above information on record.

Thanking you,

Yours faithfully,

For **Muthoot Microfin Limited**

Neethu Ajay

Company Secretary and Chief Compliance Officer

MUTHOOT MICROFIN LIMITED

CIN:L65190MH1992PLC066228

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

Administrative: Office 5th Floor, Muthoot Towers, M G Road, Kochi, Kerala - 682035, Tel: +91 -484-4277500, +91-484-4300127, F: +91-484-4300127 E: info@muthootmicrofin.com

www.muthootmicrofin.com

Partners:

CS Puzhankara Sivakumar M.com, FCMA, FCS
CS Syam Kumar R. BSc, FCS, LLB, IP, DARB (ICSI)
CS Madhusudhanan E.P. M.com, FCS, FCMA, IP, RV, DIA (ICSI)

CS Anju Panicker BA, LLB (Hons.), ACS
CS Ruchira Jharkhandi B.Com, ACS, LLB
CS Revathi K S BSc, ACS
CS Saranya T V B.Com, ACS

Secretarial Compliance report of
Muthoot Microfin Limited for the year ended 31-03-2025

To,
The Board of Directors,
Muthoot Microfin Limited
13th Floor, Parinee Crescenzo,
Bandra Kurla Complex, Bandra East,
Mumbai, Maharashtra, India, 400051

We SEP & Associates, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by Muthoot Microfin Limited (L65190MH1992PLC066228)
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31-03-2025 (Review period) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021.

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

and circulars/ guidelines issued thereunder.

and based on the above examination, We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

| S r. N o. | Compliance Requirement (Regulations/ circulars/ guidelines including specific | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|--------------------|--|--------------------------------|--|--------------------|----------------------|-------------------------|--------------------------------|--|---|---------|
| 1 | The listed entity shall give prior intimation to the stock exchange of at least two working days in advance, excluding the date of the intimation and the date of the meeting of the board of directors, about the Board meeting in which the proposal for fund raising by | Regulation 50(1)(d) | Non-submission of Intimation of Board Meeting in accordance with Regulation 50(1)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | BSE Limited (BSE) | Fine | None | Rs. 5000 /- (exclusive of GST) | It was noted that the listed entity at its meeting held May 6, 2024 has considered item for authorising DIAC for issue of NCDs during the FY 2024-25. However, the same cannot be treated as approval for issue of | The Company has duly paid the amount and has made representation with respect to the Fine charged on non-intimation of Board Meeting in accordance with Regulation 50(1)(d) vide letter dated | NIL |

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| | way of issuance of non-convertible securities is to be considered | | | | | | | debentures or Issue opening as provided in regulation 50(1)(d) of SEBI (LODR) regulation. Hence prior intimation was made with respect to the said Board Meeting on April 23, 2024 which specifically does not cover the details of issue however the authorisation details were mentioned on the outcome of the Board Meeting filed on May 6, 2024 | 15.10.2024 | |
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| 2 | The intimation required under sub-regulation (1) of regulation 29, shall be given at least two working days in advance, excluding the date of the intimation and date of the meeting: | Regulation 29 | Delay in furnishing prior intimation about the meeting of the board of directors (Regulation 29 (2)/ 29 (3) of SEBI (LODR) Regulations, 2015) | BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) | Fine | None | Rs. 10,000 /- each (exclusive of GST) | It was noted that no Board meeting was held during the month of October 2024. Therefore, the instance of non-compliance related to the delay in furnishing prior intimation does not apply in this case. Regulation 29(3) of SEBI (LODR) Regulations, 2015 was omitted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amend | The Company has already remitted the fine amount and has request for waiver of fine charged vide letter dated 28.11.2024 to both NSE and BSE. | NIL |
|---|---|---------------|---|--|------|------|---------------------------------------|--|---|-----|

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| | | | | | | | | ment) Regulati ons, 2024, effective from May 17, 2024. Therefor e, no action triggerin g the require ment for at least eleven working days' notice has occurred post the amendm ent or prior to the same during the current financial year | | |
|--|--|--|--|--|--|--|--|---|--|--|

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr . No. | Observations/ Remarks of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended 31- 03-2024 | Compliance Requirement (Regulations/cir culars/guidelin es including specific clause) | Details of violatio n/ deviatio ns and actions taken/ penalty impose d, if any, on the | Remed ial actions , if any, taken by the listed entity | Comme nts of the PCS on the actions taken by the listed entity |
|----------------|--|---|--|---|--|--|
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| | | | | listed entity | | |
|---|--|--|---|---|---|-----|
| 1 | <p>It was noted that the listed entity has given notice of 6 working days before the record date instead of 7.</p> <p>The listed entity has paid the fine of Rs.11,800/- levied by exchange.</p> | The listed entity has intimated the exchange with one day delay. | <p>Reg 60(2)</p> <p>The listed entity shall give notice in advance of atleast seven working days (excluding the date of intimation and the record date) to the recognized stock exchange(s) of the record date or of as many days as the stock exchange(s) may agree to or require specifying the purpose of the record date.</p> | Delay in furnishing intimation about record date. | The Company has duly paid the amount on October 5, 2023 and took necessary action to ensure compliance. | NIL |

(c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

| Sr. No. | Particulars | Compliance status (Yes/No/NA) | Observations/ Remarks by PCS* |
|---------|---|-------------------------------|-------------------------------|
| 1 | <p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p> | YES | - |
| 2 | <p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the | YES | - |

| | | | |
|---|---|-----|---|
| | regulations/circulars/guidelines issued by SEBI. | | |
| 3 | <u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website | YES | - |
| 4 | <u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 | YES | - |
| 5 | <u>Details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries | NA | The listed entity do not have any subsidiary during the period under review . |
| 6 | <u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under the LODR Regulations. | YES | - |
| 7 | <u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations. | YES | - |
| 8 | <u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently | YES | - |

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|----|---|-----|--|
| | approved/ratified/rejected by the Audit committee. | | |
| 9 | <u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of the LODR Regulations within the time limits prescribed thereunder. | YES | - |
| 10 | <u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015. | YES | - |
| 11 | <u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder | NO | Both BSE Limited and National Stock Exchange Limited has imposed a fine of Rs. 25,000 (exclusive of GST) in aggregate during the financial year as mentioned above. |
| 12 | <u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities. | NA | No such instances occurred during the period under review. |
| 13 | <u>No additional non-compliances observed:</u> No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above. | YES | - |

We further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations.

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For SEP & Associates

UDIN: F003050G000404385

Company Secretaries
(The Peer Review Certificate no. 3693/2023)

PUZHANKA RA
SIVAKUMAR

Digitally signed by
PUZHANKARA
SIVAKUMAR
Date: 2025.05.22
14:41:59 +05'30'

CS Puzhankara Sivakumar
Managing Partner
M. No.: 3050 COP No.: 2210

Place: Ernakulam
Date: 22.05.2025