



**INTEGRATED CORPORATE GOVERNANCE REPORT
FOR THE QUARTER ENDED MARCH 31, 2025**

Name of the Listed Entity : Muthoot Microfin Limited
Quarter Ending : March 31, 2025
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 George Muthoot 00011552	No -	NA	08-05-2017			1	0	3	0

MUTHOOT MICROFIN LIMITED

CIN:L65190MH1992PLC066228

Regd. Office: 13 *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

	07-06-1962 Non-Executive - Non Independent Director	-								
2	Thomas Muthoot 00082099 15-07-1966 Non-Executive - Non Independent Director	No - -	NA	08-05-2017 04-11-2022			1	0	2	0
3	Akshaya Prasad 02028253 12-01-1977 Non-Executive - Non Independent Director	No - -	NA	06-12-2021			1	0	1	0
4	John Tyler Day 07298703 03-11-1986 Non-Executive - Non Independent Director	No - -	NA	20-12-2022			1	0	1	0
5	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									
6	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
7	Bhama Krishnamurthy 02196839 19-12-1954 Non-Executive - Independent Director	No - -	NA	15-05-2018 15-05-2023		60.00	5	6	8	0
8	Alok Prasad 00080225 08-09-1952 Non-Executive - Independent Director	No - -	NA	10-05-2017 24-08-2022		60.00	2	2	4	1
9	Thomas Muthoot John 07557585 17-11-1989 Executive Director	No - -	NA	19-12-2024		60.00	1	0	0	0
10	Anil Sreedhar 07536707	No -	NA	30-12-2024			1	0	0	0

	16-11-1971	-								
	Non-Executive - Independent Director									

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	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. 3. Constitution of Borrowing Committee consists of Mr. Sadaf Sayeed, Chief Executive Officer and Mr. Praveen T, Chief Financial Officer as member 4. Constitution of Debenture Issue and Allotment Committee consists of Mr. Thomas George Muthoot, Non Executive - Non Independent Director
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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	02028253	Akshaya Prasad	Non-Executive - Non Independent Director	Member	10-02-2022	
5	00043959	Thai Salas Vijayan	Non-Executive - Independent Director	Member	19-12-2024	
6	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	03431198	Pushpy B Muricken	Non-Executive - Independent Director	Member	19-12-2024	
6	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	00082099	Thomas Muthoot	Non-Executive - Non Independent Director	Chairman	27-06-2018	
2	00080225	Alok Prasad	Non-Executive - Independent Director	Member	18-08-2018	

3	00011552	Thomas George Muthoot	Non-Executive - Non Independent Director	Member	19-12-2024	
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Whether the Stakeholders Relationship Committee has a Regular Chairperson	Yes
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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
1	00011552	Thomas George Muthoot	Non-Executive - Non Independent Director	Member	24-08-2017	
2	00082099	Thomas Muthoot	Executive Director	Member	24-08-2017	
3	00080225	Alok Prasad	Non-Executive - Independent Director	Chairperson	03-06-2021	
4	02196839	Bhama Krishnamurthy	Non-Executive - Independent Director	Member	20-12-2022	
5	99999999	Sadaf Sayeed	Chief Executive Officer	Member	24-08-2017	
6	07557585	Thomas Muthoot John	Executive Director	Member	19-12-2024	

Whether the Risk Management Committee has a Regular Chairperson	Yes
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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	00011552	Thomas George Muthoot	Non-Executive - Non Independent Director	Member	24-08-2017	
2	00082099	Thomas Muthoot	Executive Director	Chairperson	24-08-2017	

3	00080225	Alok Prasad	Non-Executive - Independent Director	Member	03-06-2021	
4	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
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	05-11-2024			Yes	10	10	5
2	19-12-2024	43		Yes	9	9	4
3	30-12-2024	10		Yes	9	7	4
4	06-02-2025	37		Yes	10	10	5
5	20-03-2025	41		Yes	10	10	5

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	05-11-2024				Yes	6	6	4	0
2	Audit Committee	29-01-2025	84			Yes	6	6	4	0

3	Audit Committee	05-02-2025	6			Yes	6	6	4	0
4	Audit Committee	20-03-2025	42			Yes	6	6	4	0
5	Risk Management Committee	23-11-2024				Yes	5	5	2	1
6	Risk Management Committee	25-02-2025	93			Yes	5	5	2	1
7	Risk Management Committee	20-03-2025	22			Yes	5	5	2	1
8	Nomination and remuneration committee	05-11-2024				Yes	6	5	4	0
9	Nomination and remuneration committee	19-12-2024	43			Yes	5	5	3	0
10	Nomination and remuneration committee	30-12-2024	10			Yes	6	5	4	0
11	Nomination and remuneration committee	20-03-2025	79			Yes	6	6	4	0
12	Stakeholders Relationship Committee	20-03-2025				Yes	3	3	1	0
13	Audit Committee	06-02-2025				Yes	6	6	4	0

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	28-04-2025

IX. TO BE SUBMITTED BY LISTED ENTITY AT THE END OF THE FINANCIAL YEAR (FOR THE WHOLE OF FINANCIAL YEAR)

Disclosure on website in terms of LODR Regulation				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
	As per regulation 46(2) of the LODR:			
1.1	Details of business	Yes		https://muthootmicrofin.com/about/
1.2	Memorandum of Association and Articles of Association	Yes		https://muthootmicrofin.com/stakeholders-information/?tab=15
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes		https://muthootmicrofin.com/about/board-of-directors/
2	Terms and conditions of appointment of independent directors	Yes		https://muthootmicrofin.com/stakeholders-information/?tab=1
3	Composition of various committees of board of directors	Yes		https://muthootmicrofin.com/stakeholders-information/?tab=1
4	Code of conduct of board of directors and senior management personnel	Yes		https://muthootmicrofin.com/stakeholders-information/?tab=1
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://muthootmicrofin.com/policies/
6	Criteria of making payments to non-executive directors	Yes		https://muthootmicrofin.com/policies/

7	Policy on dealing with related party transactions	Yes		https://muthootmicrofin.com/policies/
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		https://muthootmicrofin.com/stakeholders-information/?tab=1
10	Email address for grievance redressal and other relevant details	Yes		https://muthootmicrofin.com/investor-contacts/
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://muthootmicrofin.com/investor-contacts/
12	Financial results	Yes		https://muthootmicrofin.com/financials-and-investor-presentations/?tab=2
13	Shareholding pattern	Yes		https://muthootmicrofin.com/stakeholders-information/?tab=2
14	Details of agreements entered into with the media companies and/or their associates	NA		

To be submitted by listed entity at the end of the financial year (for the whole of financial year)			
Disclosure on website in terms of LODR Regulation			
Sr	As per regulation 46(2) of the LODR:		
15.1	(I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	Yes	https://muthootmicrofin.com/financials-and-investor-presentations/?tab=6
15.2	Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	Yes	https://muthootmicrofin.com/financials-and-investor-presentations/?tab=6
16	New name and the old name of the listed entity	NA	
17	Advertisements as per regulation 47 (1)	Yes	https://muthootmicrofin.com/stakeholders-information/?tab=11
18	Credit rating or revision in credit rating obtained	Yes	https://muthootmicrofin.com/stakeholders-information/?tab=11
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	
20	Secretarial Compliance Report	Yes	https://muthootmicrofin.com/stakeholders-information/?tab=10
21	Materiality Policy as per Regulation 30 (4)	Yes	https://muthootmicrofin.com/policies/
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	https://muthootmicrofin.com/policies/
23	Disclosures under regulation 30(8)	Yes	https://muthootmicrofin.com/policies/

24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA	
25	Dividend Distribution policy as per Regulation 43A(1)	Yes	https://muthootmicrofin.com/policies/
26.1	Annual return as provided under section 92 of the Companies Act, 2013	Yes	https://muthootmicrofin.com/stakeholders-information/?tab=5
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	NA	
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	https://muthootmicrofin.com/
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	https://muthootmicrofin.com/

Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)	Yes	NA
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	NA
3	Meeting of Board of directors	17(2)	Yes	NA
4	Quorum of Board meeting	17(2A)	Yes	NA
5	Review of Compliance Reports	17(3)	Yes	NA
6	Plans for orderly succession for appointments	17(4)	Yes	NA
7	Code of Conduct	17(5)	Yes	NA

8	Fees/compensation	17(6)	Yes	NA
9	Minimum Information	17(7)	Yes	NA
10	Compliance Certificate	17(8)	Yes	NA

Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	NA
12	Performance Evaluation of Independent Directors	17(10)	Yes	NA
13	Recommendation of Board	17(11)	Yes	NA
14	Maximum number of Directorships	17A	Yes	NA
15	Composition of Audit Committee	18(1)	Yes	NA
16	Meeting of Audit Committee	18(2)	Yes	NA
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	NA
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	NA
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	NA
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	NA

Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Role of Nomination and Remuneration Committee	19(4)	Yes	NA
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	NA
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	NA
24	Role of Stakeholders Relationship Committee	20(4)	Yes	NA
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	NA
26	Meeting of Risk Management Committee	21(3A)	Yes	NA
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	NA
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	NA
29	Vigil Mechanism	22	Yes	NA
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	NA

Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	NA
32	Approval for material related party transactions	23(4)	Yes	NA
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	NA
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	NA
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	NA
36	Alternate Director to Independent Director	25(1)	NA	NA
37	Maximum Tenure	25(2)	Yes	NA
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	NA
39	Meeting of independent directors	25(3) & (4)	Yes	NA
40	Familiarization of independent directors	25(7)	Yes	NA

Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
41	Declaration from Independent Director	25(8) & (9)	Yes	NA
42	Directors and Officers insurance	25(10)	Yes	NA
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	NA
44	Memberships in Committees	26(1)	Yes	NA
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	NA
46	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	NA
47	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes	NA
48	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	Yes	NA
	Any other information to be provided - Add Notes	-		

Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	-

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
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	-

X. INVESTOR GRIEVANCE REPORT

<u>Investor Grievance Details</u>	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	1
No. of investor complaints disposed off during the Quarter	1
No. of investor complaints those remaining unresolved at the end of the Quarter	0

Signatory Details	
Name of signatory	NEETHU AJAY
Designation of person	Company Secretary and Compliance Officer
Place	ERNAKULAM
Date	28-04-2025