

**Quarterly Report on Corporate Governance**

1. Name of Listed Entity: Muthoot Finance Limited
2. Quarter ending: December 31, 2015

I. Composition of Board of Directors								
Title (Mr. / Mrs.)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/Non-Executive/independent/Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity  (Refer Regulation 25(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)
Mr	M G George Muthoot	ACJPG7311B, 00018201	Chairman - Executive	25.09.2014*	5 years	1	0	0
Mr	George Alexander Muthoot	ABTPA8912D, 00016787	Managing Director - Executive	25.09.2014*	5 years	1	4	2
Mr	George Thomas Muthoot	ACKPG5848G, 00018281	Whole Time Director - Executive	25.09.2014*	5 years	1	2	0



Mr	George Jacob Muthoot	ABVPJ5358A, 00018235	Whole Time Director - Executive	25.09.2014*	5 years	1	1	0
Mr	Alexander M George	ACKPG5847K, 00938073	Whole Time Director - Executive	29.09.2015	5 years	1	0	0
Mr	George Joseph	AETPJ6685F, 00253754	Non Executive, Independent Director	25.09.2014	2 years	2	2	2
Mr	K George John	AAGPK1030Q, 00951332	Non Executive, Independent Director	25.09.2014	2 years	1	1	0
Mr	K John Mathew	AARPM5857E, 00371128	Non Executive, Independent Director	25.09.2014	2 years	1	2	1
Mr	John K Paul	AFFPP1585F, 00016513	Non Executive, Independent Director	25.09.2014	2 years	1	3	1
Ms	Pamela Anna Mathew	AGTPM9013G, 00742735	Non Executive, Independent Director	25.09.2014	2 years	3	1	0

Note: 1. All tenure of all Directors are from effective date of appointment.

2. All executive directors, except Mr. Alexander M George were appointed on 25.09.2014 for appointment w.e.f. 01.04.2015.



**II. Composition of Committees**

<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee)</i>
1. Audit Committee	Mr. George Joseph Mr. John K Paul Mr. George Alexander Muthoot	Chairman of Committee-Non Executive- Independent Non Executive- Independent Executive
2. Nomination & Remuneration Committee	Mr. John K Paul Mr. K John Mathew Mr. K George John	Chairman - Non Executive- Independent Non Executive- Independent Non Executive- Independent



3. Stakeholders Relationship Committee'	K John Mathew  John K Paul  George Thomas Muthoot	Chairman of Committee- Non Executive- Independent  Non Executive- Independent  Executive
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Category of directors means executive/ non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

**III. Meeting of Board of Directors**

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
22.07.2015	29.10.2015	100 days

**IV. Meeting of Committees**

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>



Audit Committee 29.10.2015	Yes, All members were present.	22.07.2015	100
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\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

#### V. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i> refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA.  Note: RPT's have prior approval and reviewed every quarter.

**Note:**

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.




**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. 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.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

Any comments/observations/advice of Board of Directors may be mentioned here:

This reporting is first time being done under SEBI Listing Regulations 2015. This report will be placed in next Board meeting.

  
Maxin James  
Company Secretary

