

CORPORATE GOVERNANCE REPORT FOR THE QUARTER/HALF YEAR ENDED SEPTEMBER 30, 2020

1. Name of Listed Entity **- Muthoot Finance Limited**

2. Quarter/Half Year ending **- September 30, 2020**

i. Composition of the Board of Directors

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive /Non-Executive / Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed ?	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company
Mr.	M G GEORGE MUTHOOT	00018201	ACJPG7311B	C & ED		28-Jul-2000	01-Apr-2020		60	02-Nov-1949	NA	1	0	0	0	
Mr.	GEORGE ALEXANDER MUTHOOT	00016787	ABTPA8912D	ED	MD	20-Nov-2006	01-Apr-2020		60	16-Sep-1955	NA	1	0	1	0	AC, RC
Mr.	GEORGE THOMAS MUTHOOT	00018281	ACKPG5848G	ED		16-Aug-2005	01-Apr-2020		60	25-Dec-1950	NA	1	0	1	0	SC
Mr.	GEORGE JACOB MUTHOOT	00018235	ABVPJ5358A	ED		16-Aug-2005	01-Apr-2020		60	21-Sep-1952	NA	1	0	1	0	
Mr.	ALEXANDER MUTHOOT GEORGE	00938073	ACKPG5847K	ED		05-Nov-2014	30-Sep-2020		60	07-Aug-1980	NA	1	0	0	0	
Mrs.	PAMELA ANNA MATHEW	00742735	AGTPM9013G	ID		05-Nov-2014	20-Sep-2017	30-Sep-2020	36	24-Feb-1950	NA	1	1	3	0	AC, SC, NRC
Mr.	JACOB BENJAMIN KOSHY	07901232	AAXPK0441J	ID		20-Sep-2017	30-Sep-2020		36	13-May-1947	NA	1	1	1	1	SC, NRC
Mr.	JOSE MATHEW	00023232	ACUPM8895P	ID		20-Sep-2017	30-Sep-2020		60	17-Jun-1951	NA	1	1	1	1	AC, RC, NRC
Mr.	RAVINDRA PISHARODY	01875848	ABMPP4029P	ID		28-Sep-2019	28-Sep-2019		36	24-Nov-1955	NA	2	2	1	0	
Mr.	VADAKKAKARA ANTONY GEORGE	01493737	AAEPG4005H	ID		28-Sep-2019	28-Sep-2019		36	15-Sep-1949	NA	2	1	2	0	AC, RC
Mr.	PRATIP CHAUDHURI	00915201	AAGPC0974K	ID		28-Sep-2019	28-Sep-2019		36	12-Sep-1953	NA	7	6	9	3	

Company Remarks	Mr. Alexander Muthoot George was re-appointed as a Whole Time Director of the Company on September 30, 2020. Mrs. Pamela Anna Mathew retired from the office after the close of business hours on September 30, 2020. Mr. Jose Mathew was re-appointed as an Independent Director of the Company on September 30, 2020 for a second consecutive term. Mr. Jacob Benjamin Koshy was re-appointed as an Independent Director of the Company on September 30, 2020 for a second consecutive term.
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	JOSE MATHEW	ID	Chairperson	08-Nov-2017	
2	VADAKKAKARA ANTONY GEORGE	ID	Member	13-Nov-2019	
3	PAMELA ANNA MATHEW	ID	Member	28-Sep-2019	30-Sep-2020
4	GEORGE ALEXANDER MUTHOOT	ED	Member	23-Jul-2010	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	JACOB BENJAMIN KOSHY	ID	Chairperson	08-Nov-2017	
2	GEORGE THOMAS MUTHOOT	ED	Member	23-Jul-2010	
3	PAMELA ANNA MATHEW	ID	Member	28-Sep-2019	30-Sep-2020

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	JOSE MATHEW	ID	Chairperson	08-Nov-2017	
2	VADAKKAKARA ANTONY GEORGE	ID	Member	13-Nov-2019	
3	GEORGE ALEXANDER MUTHOOT	ED	Member	08-Nov-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	JACOB BENJAMIN KOSHY	ID	Chairperson	05-Apr-2019	
2	PAMELA ANNA MATHEW	ID	Member	28-Sep-2019	30-Sep-2020
3	JOSE MATHEW	ID	Member	08-Nov-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
17-Jun-2020	18-Jul-2020	Yes	10	6
	19-Aug-2020	Yes	11	6
	05-Sep-2020	Yes	11	6

Company Remarks	
Maximum gap between any two consecutive (in number of days)	31

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	16-Jun-2020		Yes	4	3
Audit Committee		18-Aug-2020	Yes	4	3
Stakeholders Relationship Committee	16-Jun-2020		Yes	3	2
Stakeholders Relationship Committee		18-Aug-2020	Yes	3	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	62

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	The Company does not have any material transaction with the related party. Therefore, no disclosure of notes of material transaction with the related party.
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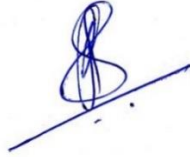
vi. Affirmations

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**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
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. - **Yes**
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.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here: **Nil**

Affirmations

Broad Heading	Regulation Number	Compliance Status	Company Remark
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Name : Rajesh A



Designation : Company Secretary & Compliance Officer

Date of submission with BSE & NSE : October 13, 2020