

CORPORATE GOVERNANCE REPORT FOR THE QUARTER AND YEAR ENDED MARCH 31, 2021

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

2. Quarter and Year Ending **- March 31, 2021**

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	Memberships in Committees of the Company
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	
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	2	0	SC
Mr.	VADAKKAKARA ANTONY GEORGE	01493737	AAEPG4005H	ID		28-Sep-2019	28-Sep-2019		36	15-Sep-1949	NA	2	1	2	0	AC, RC, NRC
Mr.	PRATIP CHAUDHURI	00915201	AAGPC0974K	ID		28-Sep-2019	28-Sep-2019		36	12-Sep-1953	NA	6	5	9	2	
Mrs.	USHA SUNNY	07215012	BHNPS1782A	ID		30-Nov-2020	30-Nov-2020		36	30-May-1960	NA	1	1	1	0	AC

Company Remarks	Mr. M G George Muthoot, Chairperson of the Company, passed away on March 05, 2021. As on March 31, 2021 no permanent chairperson has been appointed.
Whether Permanent chairperson appointed	No
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	GEORGE ALEXANDER MUTHOOT	ED	Member	23-Jul-2010	
4	USHA SUNNY	ID	Member	30-Nov-2020	

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	RAVINDRA PISHARODY	ID	Member	09-Oct-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	JOSE MATHEW	ID	Member	08-Nov-2017	
2	VADAKKAKARA ANTONY GEORGE	ID	Member	09-Oct-2020	

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
30-Nov-2020	09-Feb-2021	Yes	10	5
	19-Feb-2021	Yes	9	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	70

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	30-Nov-2020		Yes	3	2
Audit Committee		08-Feb-2021	Yes	4	3
Stakeholders Relationship Committee	02-Nov-2020		Yes	3	2
Stakeholders Relationship Committee		08-Feb-2021	Yes	3	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	69

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**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status (Yes/No/NA)	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		https://www.muthootfinance.com
Terms and conditions of appointment of independent directors	Yes		https://www.muthootfinance.com
Composition of various committees of board of directors	Yes		https://www.muthootfinance.com
Code of conduct of board of directors and senior management personnel	Yes		https://www.muthootfinance.com
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.muthootfinance.com
Criteria of making payments to non-executive directors	Yes		https://www.muthootfinance.com
Policy on dealing with related party transactions	Yes		https://www.muthootfinance.com
Policy for determining 'material' subsidiaries	Yes		https://www.muthootfinance.com
Details of familiarization programs imparted to independent directors	Yes		https://www.muthootfinance.com
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		https://www.muthootfinance.com
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details	Yes		https://www.muthootfinance.com
Financial results	Yes		https://www.muthootfinance.com
Shareholding pattern	Yes		https://www.muthootfinance.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://www.muthootfinance.com

New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		https://www.muthootfinance.com
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Yes		https://www.muthootfinance.com
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Not Applicable		
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www.muthootfinance.com
Materiality Policy as per Regulation 30	Yes		https://www.muthootfinance.com
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://www.muthootfinance.com
It is certified that these contents on the website of the listed entity are correct.	Yes		https://www.muthootfinance.com

II. Annual Affirmations

Particulars	Regulation Number	Compliance status	Company Remark
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
Board composition	17(1), 17(1A) & 17(1B)	Yes	
Meeting of Board of directors	17(2)	Yes	
Quorum of Board meeting	17(2A)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	

Recommendation of Board	17(11)	Yes	
Maximum number of directorship	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
Meeting of nomination & remuneration committee	19(3A)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
Meeting of stakeholder relationship committee	20(3A)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
Meeting of Risk Management Committee	22	Yes	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Not Applicable	
Disclosure of related party transactions on consolidated basis	23(9)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
Annual Secretarial Compliance Report	24(A)	Yes	
Alternate Director to Independent Director	25(1)	Not Applicable	
Maximum Tenure	25(2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Declaration from Independent Director	25(8) & (9)	Yes	

D & O Insurance for Independent Directors	25(10)	Yes	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Other Information	
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III. Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. – **Yes**

Other Information	
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Name : **Rajesh A**



Designation : **Company Secretary & Compliance Officer**

Date of submission with BSE & NSE: April 15, 2021