

MFL/SEC/BSE/24-25/95

January 13, 2025

**Listing Department
BSE Limited**

Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001
Scrip Code: 948016
Company Code: 10054

Dear Sir/Madam,

Sub: Report on Corporate Governance for the quarter ended December 31, 2024

Ref: Regulation 27(2)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended

Pursuant to Regulation 27(2)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the Report on Corporate Governance for the quarter ended December 31, 2024.

Request you to kindly take the above information on your records and disseminate the same through the website for the benefit of investors.

Thanking you,

For **Muthoot Fincorp Limited**



Sachu Sivas
Company Secretary
ICSI Membership No. ACS: 60475



General information about company	
Scrip code	948016
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	ZZZ999Z99999
Name of the entity	Muthoot Fincorp Limited
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Quarterly
Date of Report	31-12-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Annexure I**Annexure I to be submitted by listed entity on quarterly basis****I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson Yes

Whether Chairperson is related to MD or CEO Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	Thomas John Muthoot	ABNPT4694B	00011618	Executive Director	Chairperson related to Promoter	MD	07-06-1962
2	Mr	Thomas George Muthoot	ABNPT4693G	00011552	Executive Director	Not Applicable		07-06-1962
3	Mr	Thomas Muthoot	AEAPM0424L	00082099	Executive Director	Not Applicable		15-07-1966
4	Mrs	Preethi John Muthoot	ACRPJ5145J	00483799	Non-Executive - Non Independent Director	Not Applicable		21-10-1964
5	Mr	A P Kurian	AACP8993Q	00008022	Non-Executive - Independent Director	Not Applicable		26-06-1933
6	Mr	A Vikraman	ABKPA7244F	01978341	Non-Executive - Independent Director	Not Applicable		08-08-1947
7	Mr	Badal Chandra Das	ADLPD7394L	09758076	Non-Executive - Independent Director	Not Applicable		03-08-1959
8	Mr	Ravi Ramchandran	AAAPR3944G	10048011	Non-Executive - Independent Director	Not Applicable		03-10-1962
9	Mr	Anthony Abraham Thomas	AMLPT6435H	07749806	Non-Executive - Independent Director	Not Applicable		03-09-1970
10	Mr	Paul Abraham	AAEPA9540K	01627449	Non-Executive - Independent Director	Not Applicable		04-05-1960

I. Composition of Board of Directors

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active
9	No				Active
10	No				Active

I. Composition of Board of Directors

Sr	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 [with reference to proviso to regulation 17A(1) & 17A(2)]	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)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		01-02-2013	01-02-2022		60	0	0	1	0			
2	NA		10-06-1997	01-10-2024		28	1	0	3	0			
3	NA		10-06-1997	01-02-2022		60	1	0	2	0			
4	NA		10-06-1997	17-09-2019		0	0	0	1	1			
5	Yes	17-09-2019	30-01-2007	01-11-2019	31-10-2024	60	0	0	0	0	Tenure Completion		
6	Yes	17-09-2019	21-10-2007	01-11-2019	31-10-2024	60	0	0	0	0	Tenure Completion		
7	No		28-02-2023			36	0	0	1	1			
8	No		28-02-2023			36	0	0	1	0			
9	No		05-02-2024			36	0	0	1	0			
10	No		20-12-2024			36	1	0	1	0			

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09758076	Badal Chandra Das	Non-Executive - Independent Director	Chairperson	22-05-2023		
2	10048011	Ravi Ramchandran	Non-Executive - Independent Director	Member	01-11-2024		
3	00011552	Thomas George Muthoot	Executive Director	Member	01-02-2004		
4	00008022	A P Kurian	Non-Executive - Independent Director	Chairperson	27-03-2015	31-10-2024	
5	01978341	A Vikraman	Non-Executive - Independent Director	Member	19-11-2019	31-10-2024	

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	10048011	Ravi Ramchandran	Non-Executive - Independent Director	Chairperson	01-11-2024		
2	07749806	Anthony Abraham Thomas	Non-Executive - Independent Director	Member	01-11-2024		
3	00483799	Preethi John Muthoot	Non-Executive - Non Independent Director	Member	01-11-2024		
4	01978341	A Vikraman	Non-Executive - Independent Director	Chairperson	07-05-2014	31-10-2024	
5	00008022	A P Kurian	Non-Executive - Independent Director	Member	11-12-2019	31-10-2024	
6	00011552	Thomas George Muthoot	Executive Director	Member	07-05-2014	31-10-2024	

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00483799	Preethi John Muthoot	Non-Executive - Non Independent Director	Chairperson	26-04-2022		
2	00011618	Thomas John Muthoot	Executive Director	Member	26-04-2022		
3	00011552	Thomas George Muthoot	Executive Director	Member	07-05-2014		
4	07749806	Anthony Abraham Thomas	Non-Executive - Independent Director	Member	01-11-2024		
5	01978341	A Vikraman	Non-Executive - Independent Director	Member	26-04-2022	31-10-2024	

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00011618	Thomas John Muthoot	Executive Director	Chairperson	20-05-2009		
2	00082099	Thomas Muthoot	Executive Director	Member	20-05-2009		
3	09758076	Badal Chandra Das	Non-Executive - Independent Director	Member	22-05-2023		
4	00008022	A P Kurian	Non-Executive - Independent Director	Chairperson	11-12-2019	31-10-2024	

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	10048011	Ravi Ramchandran	Non-Executive - Independent Director	Chairperson	22-05-2023		
2	00011618	Thomas John Muthoot	Executive Director	Member	07-05-2014		
3	00011552	Thomas George Muthoot	Executive Director	Member	07-05-2014		
4	00082099	Thomas Muthoot	Executive Director	Member	07-05-2014		
5	01978341	A Vikraman	Non-Executive - Independent Director	Chairperson	11-12-2019	31-10-2024	

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	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	19-09-2024				Yes	9	8	4
2		08-11-2024	49		Yes	7	7	3

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
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	19-09-2024				Yes	4	3	2	0
2	Audit Committee	08-11-2024	49			Yes	3	3	2	0
3	Nomination and remuneration committee	19-09-2024				Yes	3	2	1	0
4	Nomination and remuneration committee	08-11-2024	49			Yes	3	3	2	0
5	Risk Management Committee	13-08-2024				Yes	4	3	1	0
6	Risk Management Committee	08-11-2024	86			Yes	3	3	1	0

Annexure 1

IV. Meeting of Committees

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)
7	Stakeholders Relationship Committee	19-09-2024				Yes	4	4	1	0
8	Stakeholders Relationship Committee	08-11-2024	49			Yes	4	4	1	0
9	Stakeholders Relationship Committee	14-12-2024	35			Yes	4	4	1	0
10	Corporate Social Responsibility Committee	21-10-2024				Yes	4	4	1	0

Annexure 1

V. 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	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1

VI. 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

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Sachu Sivas
2	Designation	Company Secretary and Compliance Officer

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		
Sr.	Date of the event	Brief details of the event

Signatory Details

Name of signatory	Sachu Sivas
Designation of person	Company Secretary and Compliance Officer
Place	Trivandrum
Date	13-01-2025

