



18-01-2022

The Manager
Listing Department, Whole Sale Debt Market,
The BSE Limited,
Phiroze Jeejeebhoy Tower,
Dalal Street, Mumbai – 400 001

Dear Sir,

Sub: Quarterly Disclosure – Corporate Governance for the quarter ended 31/12/2021

Ref: Regulation 27 of Securities and Exchange Board of India (Listing obligations and Disclosure requirements) regulations, 2015 (amendment applicable for debt listed entities by Securities and Exchange Board of India (Listing obligations and Disclosure requirements) Fifth Amendment Regulations 2021).

1. Name of Listed Entity : Muthoottu Mini Financiers Limited

2. Quarter ending : 31st December, 2021

| 1.Composition of Board of Directors | | | | | | | | | | | | |
|-------------------------------------|----------------------|----------------------------------|-------------------------------|-----------------------------|-----------------------|-------------------|--------|------------|--|---|--|--|
| Title | Name of the director | PAN & DIN | Category | Initial date of appointment | Date of reappointment | Date of Cessation | Tenure | DOB | No of directorships in listed entities | No of independent directorship in listed entities | Number of memberships in Audit/ Stakeholder Committee | No of post of Chairpersons in Audit/ Stakeholder Committee held in listed entities |
| 1 | MATHEW MUTHOTTU | PAN-AVJPM 1609B DIN-01786 534 | MANAGING DIRECTOR - Executive | 07/03/2008 | 14/06/2021 | - | - | 29/08/1989 | 1 | 0 | Member of Audit Committee, & Stakeholder Relationship committee in Muthoottu Mini Financiers Ltd | 0 |

Corporate Office:
Muthoottu Royal Towers,
Kaloor, Kochi, Kerala - 682 017, India
Tel: +91484 2912100, E-mail:info@muthoottumini.com

Registered Office:
Muthoottu Buildings, Market Road,
Kozhencherry, Pathanamthitta, Kerala - 689 641, India
Tel: +91 468 2314391, E-mail:mail@muthoottumini.com



| | | | | | | | | | | | | |
|---|--------------------|---------------------------------------|--|------------|------------|---|-----------|------------|---|---|--|--|
| 2 | NIZZY MATHEW | PAN-AFHP M0461 M DIN-01680 739 | CHAIRMAN & WHOLE TIME DIRECTOR-Executive | 18/03/1998 | 01-01-2019 | - | - | 30/07/1953 | 1 | 0 | 1 Member of Stakeholder Relationship committee in Muthoottu Mini Financiers Ltd | 0 |
| 3 | PAUL JOSE MALIAKAL | PAN-ANKP M7050 R DIN-07218 120 | INDEPENDENT DIRECTOR - Non Executive | 18/11/2019 | 30/09/2021 | - | 26 months | 21/03/1951 | 0 | 2 | Member of Audit Committee in Muthoottu Mini Finance Limited Member of Audit Committee in Kosamattam Finance Limited | Chairman of Audit Committee in Muthoottu Mini Finance Limited Chairman of Audit Committee in Kosamattam Finance Limited |
| 4 | MS RAJAGOPAL | PAN-AWPPS 6808R DIN-08114 376 | INDEPENDENT DIRECTOR-Non Executive | 08/10/2018 | 30/09/2021 | - | 39 months | 31/05/1976 | 0 | 1 | Member of Audit Committee & Stakeholder Relationship committee in Muthoottu Mini Financiers Ltd | Chairman of Stakeholder Relationship Committee |
| 5 | MANOJ KUMAR | PAN-AGIPM 6697B DIN-09357 326 | ADDITIONAL DIRECTOR-Non Executive | 01/10/2021 | - | - | - | 26/05/1971 | 1 | 0 | - | - |

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| | |
|--|--|
| | Whether Regular chairperson appointed- Yes |
| | Whether Chairperson is related to managing director or CEO- Chairperson Mrs.Nizzy Mathew is the mother of Mr.Mathew Muthoottu, Managing Director |

*PAN of any director would not be displayed on the website of Stock Exchange &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
* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.*

II. Composition of Committees

| Name of Committee | Whether Regular chairperson appointed | Name of Committee members | Category | Date of Appointment | Date of Cessation |
|--|---------------------------------------|--|--|---------------------|-------------------|
| 1. Audit Committee | Yes | 1.MJ Paul (Chairman of the Committee) DIN-07218120 | Independent Director -Non Executive | 18/11/2019 | - |
| | | 2.Rajagopal DIN-08114376 | Independent Director -Non Executive | 08/10/2018 | - |
| | | 3. Mathew Muthoottu DIN- 01786534 | Managing Director - Executive Director | 10/12/2013 | - |
| 2. Nomination & Remuneration Committee | Yes | 1.MJ Paul DIN-07218120 | Independent Director -Non Executive | 18/11/2019 | - |
| | | 2.Rajagopal DIN-08114376 (Chairman of the Committee) | Independent Director -Non Executive | 08/10/2018 | - |
| | | 3.Manoj Kumar R DIN- 09357326 | Additional Director -Non Executive | 09/11/2021 | - |

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| | | | | | |
|--|--|---|--|--|---|
| 3. Risk Management Committee (if applicable) | Yes | 1.Rajagopal DIN-08114376 (Chairman of the Committee) | Independent Director -Non Executive | 08/10/2018 | - |
| | | 2.Nizzy Mathew DIN-01680739 | Wholetime Director - Executive Director | 22/04/2013 | - |
| | | 3.Mathew Muthoottu DIN-01786534 | Managing Director- Executive Director | 22/04/2013 | - |
| 4. Stakeholders Relationship Committee' | Yes | 1.Rajagopal DIN-08114376 (Chairman of the Committee) | Independent Director -Non Executive | 08/10/2018 | - |
| | | 2.Nizzy Mathew DIN-01680739 | Wholetime Director- Executive Director | 10/12/2013 | - |
| | | 3.Mathew Muthoottu DIN-01786534 | Managing Director- Executive Director | 10/12/2013 | - |
| 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> | Whether requirement of Quorum met* | Number of Directors present* | Number of independent directors present* | Maximum gap between any two consecutive (in number of days) |
| 25/08/2021 | 01/10/2021 | Yes | 5 | 2 | 14 days |
| 16/09/2021 | 09/11/2021 | Yes | 5 | 2 | 39 days |
| --- | 18/12/2021 | Yes | 5 | 2 | 38 days |
| * to be filled in only for the current quarter meetings | | | | | |
| IV. Meetings of Committees | | | | | |
| <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of</i> | Number of Directors present | Number of independent directors present* | Date(s) of meeting of the committee in | Maximum gap between any two |



| | Quorum met (details)* | | | the previous quarter | consecutive meetings in number of days* |
|------------------------|-----------------------|---|---|----------------------|---|
| Audit Committee | | | | | |
| 01/10/2021 | Yes | 3 | 2 | | |
| 09/11/2021 | Yes | 3 | 2 | | 39 days |
| 18/12/2021 | Yes | 3 | 2 | | 9 days |

V. Related Party Transactions- No material related party transactions during the quarter ended 31st December, 2021

| Subject | Compliance status (Yes/No/NA) refer note below | | | |
|--|--|--|--|--|
| Whether prior approval of audit committee obtained | Yes | | | |
| Whether shareholder approval obtained for material RPT | N.A | | | |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee | Yes | | | |

VI. Affirmations

We hereby affirm that :

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 Regulation 17(1) (a). The Board of Directors of the Company have an optimum combination of Executive and Non-Executive Directors. The composition of the Board of Directors are as follows:

- (i) One Woman Director (Executive Chairperson)
- (ii) Managing Director (Executive)
- (iii) Three Fourth of the Board of Directors comprises of Non-Executive Directors (Two Independent Directors & One Additional Director);
The company will be appointing Independent Director pursuant to Regulation 17(1) (b) at the earliest and in any case before April 1, 2023.

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 (as applicable)

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 the board of directors may be mentioned here.

Name & Designation

Mathew Muthoottu
Managing Director
Muthoottu Mini Financiers Limited
DIN: 01786534

Kindly take the above on record and acknowledge the receipt.