



19/10/2022

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 30-09-2022

Ref: Regulation 27 of Securities and Exchange Board of India (Listing obligations and Disclosure requirements) 2015.

**Annexure I**

1. Name of Listed Entity: Muthoottu Mini Financiers Limited

2. Quarter ending: 30<sup>th</sup> September, 2022

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 Chairperson in Audit/ Stakeholder Committee held in listed entities
1	MATHEW MUTHOTTU	PAN-AVJPM 1609B DIN-01786 534	MANAGING DIRECTOR (Executive Category)	07/03/2008	03/05/2021	-	3 years from 30/5/2021	29/08/1989	1	0	Member of Audit Committee, & Stakeholder Relationship committee in Muthoottu Mini Financiers Ltd	0
2	NIZZY MATHEW	PAN-AFHP M0461M DIN-01680 739	CHAIRMAN & WHOLE TIME DIRECTOR(Executive)	18/03/1998	07/02/2022	-	3 years from 01/01/2022	30/07/1953	1	0	Member of Stakeholder Relationship committee in Muthoottu Mini Financiers Ltd	0

**Registered & Corporate Office**

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			Category)									
3	PAUL JOSE MALIAKAL	PAN-ANKP M7050R DIN-07218120	INDEPENDENT DIRECTOR (Non Executive)	18/11/2019	30/09/2021	-	3 years from 01/04/2021	21/03/1951	2	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-08114376	INDEPENDENT DIRECTOR (Non Executive)	08/10/2018	30/09/2021	-	3 years from 01/10/2021.	31/05/1976	1	1	Member of Audit Committee & Stakeholder Relationship committee in Muthoottu Mini Financiers Ltd	Chairman of Stakeholder Relationship Committee of Muthoottu Mini Financiers Limited
5	MANOJ KUMARRR	PAN-AGIPM 6697B DIN-09357326	Non Executive Director	01-10-2021	30-09-2022	-		26-05-1971	1	-	-	-
		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										
<p>PAN of any director would not be displayed on the website of Stock Exchange &amp;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.</p>												

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*\*\*Total Number of directors as on date of the meeting” would be read as “Total Number of directors as on date of the meeting (all directors including Independent director)and Number of Directors (All directors including Independent director)” would be read as “Number of Directors Present (All directors including Independent director)*

**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)	07/03/2008	-
2. Nomination & Remuneration Committee		1.MJ Paul DIN-07218120	Independent Director (Non Executive)	18/11/2019	-
		2.Rajagopal DIN-08114376	Independent Director (Non Executive)	08/10/2018	-
		3. MANOJ KUMAR R (DIN-09357326)	Non- Executive Director	01/10/2021	-
3. Risk Management Committee(if applicable)		1.Rajagopal DIN-08114376	Independent Director (Non Executive)	08/10/2018	-
		2.Nizzy Mathew DIN-01680739	Wholetime Director (Executive Director)	18/03/1998	-
		3.Mathew Muthoottu DIN-01786534	Managing Director	07/03/2008	-

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			(Executive Director)		
4. Stakeholders Relationship Committee'		1.Rajagopal DIN-08114376	Independent Director (Non Executive)	08/10/2018	-
		2.Nizzy Mathew DIN-01680739	Wholetime Director (Executive Director)	18/03/1998	-
		3.Mathew Muthoottu DIN-01786534	Managing Director (Executive Director)	07/03/2008	-
<b>III. Meeting of Board of Directors</b>					
<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)
20/05/2022	13/08/2022	Yes	5	2	46 days
23/05/2022		---	---	---	---
28/06/2022		---	---	---	---
<i>* to be filled in only for the current quarter meetings</i>					
<b>IV. Meetings of Committees</b>					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	Number of Directors present	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<b>Audit Committee</b>					
13/08/2022	Yes	3	2	20/05/2022	85 days
*This information has to be mandatorily be given for Audit Committee, for rest of the committees giving this information is optional ** To be filled in only for the current quarter meetings.					



<b>V. Related Party Transactions-</b>				
<b>Subject</b>	<b>Compliance status (Yes/No/NA) refer note below</b>			
Whether prior approval of audit committee obtained	Yes			
Whether shareholder approval obtained for material RPT	Yes			
<i>Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee</i>	Yes for all RPT, where omnibus approval is applicable			
<b>VI. Affirmations</b>				
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 Non Executive 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.				
<b>Name &amp; Designation</b>				
Mathew Muthoottu Managing Director DIN: 01786534 Muthoottu Mini Financiers Limited				

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**Annexure III**  
(Half Year ended 30<sup>th</sup> September, 2022)

<b>Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website</i>	46(2)	NA. Regulation 46 under Chapter IV SEBI (LODR) 2015 is not applicable to the Company.
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting</i>	19(3)	Yes
<i>Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting</i>	20(3)	Yes
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	NA Regulation 34 under Chapter IV SEBI (LODR) 2015 is not applicable to the Company.

**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.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

**Name & Designation**

Mathew Muthoottu  
Managing Director  
DIN: 01786534  
Muthoottu Mini Financiers Limited

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**Annexure IV**  
Half year ending 30<sup>th</sup> September, 2022

**I. Disclosure of Loans / guarantees / comfort letters / securities etc.**

Not Applicable as the Company has not given any loans to its Promoters/Directors/KMP & has not given any guarantee for any loans availed by Promoters/Directors/KMP/Related Parties

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during 6 months	Balance outstanding at the end of 6 months
Promoter or any other entity controlled by them	----	----
Promoter group or any other entity controlled by them	----	----
Directors (including relatives) or any other entity controlled by them	----	----
KMPs or any other entity controlled by them	----	----

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter) etc	Aggregate amount of issuance during 6 months	Balance outstanding at the end of 6 months (taking into account any invocation)
Promoter or any other entity controlled by them	----	----	----
Promoter group or any other entity controlled by them	----	----	----
Directors (including relatives) or any other entity controlled by them	----	----	----
KMPs or any other entity controlled by them	----	----	----



(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc)	Aggregate value of security provided during 6 months	Balance outstanding at the end of 6 months	
Promoter or any other entity controlled by them	----	----	----	
Promoter group or any other entity controlled by them	----	----	----	
Directors (including relatives) or any other entity controlled by them	----	----	----	
KMPs or any other entity controlled by them	----	----	----	

**II. Affirmations:**

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. - NA

**Name & Designation**

Mathew Muthoottu  
Managing Director  
DIN: 01786534  
Muthoottu Mini Financiers Limited

**Note**

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
  - a) by a government company to/ for the Government or government company
  - b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
  - c) by a banking company or an insurance company ; and
  - d) by the listed entity to its employees or directors as a part of the service conditions
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..

Kindly take the above on record and acknowledge the receipt.

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