



19-04-2023

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 31-03-2023

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: 31<sup>st</sup> March 2023

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 M0461 M  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

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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 KUMARR	PAN-AGIPM 6697B  DIN-09357326	INDEPENDENT DIRECTOR( Non Executive)	01-10-2021	24-03-2023	-	42 months from 01/04/2023 to 30/09/2026	26-05-1971	1	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										
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.												

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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)	Independent Director (Non Executive)	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 Muthootu 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)
12/11/2022	13/02/2023	Yes	5	2	92 days
	13/03/2023	Yes	5	2	27 days
* to be filled in only for the current quarter meetings					
<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>					
13/02/2023	Yes	3	2	12/11/2022	92 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.					

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**V. Related Party Transactions-**

<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	No material RPT during the quarter			
<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			

**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
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**

KS Smitha  
Company Secretary & Compliance Officer  
ACS : 12345  
Muthoottu Mini Financiers Limited

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**Annexure II**  
(At the end on 31<sup>st</sup> March, 2023)

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA) refer note below</b>	<b>If Yes provide link to website. If No / NA provide reasons</b>
<b>As per regulation 46(2) of the LODR:</b>		
a) Details of business	Yes	Regulation 46(2) under Chapter IV is not applicable to debt listed entity. However the Company has made relevant disclosures in its website <a href="http://www.muthoottumini.com">www.muthoottumini.com</a> pursuant to regulation 62.
b) Terms and conditions of appointment of independent directors	Yes	Regulation 46(2) under Chapter IV is not applicable to debt listed entity. However the Company has made relevant disclosures in its website <a href="http://www.muthoottumini.com">www.muthoottumini.com</a> pursuant to regulation 62.
c) Composition of various committees of board of directors	Yes	Regulation 46(2) under Chapter IV is not applicable to debt listed entity. However the Company has made relevant disclosures in its website <a href="http://www.muthoottumini.com">www.muthoottumini.com</a> pursuant to regulation 62.
d) Code of conduct of board of directors and senior management personnel	Yes	Regulation 46(2) under Chapter IV is not applicable to debt listed entity. However the Company has made relevant disclosures in its website <a href="http://www.muthoottumini.com">www.muthoottumini.com</a> pursuant to regulation 62.
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	Regulation 46(2) under Chapter IV is not applicable to debt listed entity. However the Company has made relevant disclosures in its website <a href="http://www.muthoottumini.com">www.muthoottumini.com</a> pursuant to regulation 62.
f) Criteria of making payments to non-executive directors	Yes	Regulation 46(2) under Chapter IV is not applicable to debt listed entity. However the Company has made relevant disclosures in its website <a href="http://www.muthoottumini.com">www.muthoottumini.com</a> pursuant to regulation 62.
g) Policy on dealing with related party transactions	Yes	Regulation 46(2) under Chapter IV is not applicable to debt listed entity. However the Company has made relevant disclosures in its website <a href="http://www.muthoottumini.com">www.muthoottumini.com</a> pursuant to regulation 62.
h) Policy for determining 'material' subsidiaries	NA	No material subsidiary for the Company.
i) Details of familiarization programmes imparted to independent directors	Yes	Regulation 46(2) under Chapter IV is not applicable to debt listed entity. However the Company has made relevant disclosures in its website <a href="http://www.muthoottumini.com">www.muthoottumini.com</a> pursuant to regulation 62.
j) Email address for grievance redressal and other relevant details	Yes	Regulation 46(2) under Chapter IV is not applicable to debt listed entity. However the Company has made relevant disclosures in its website <a href="http://www.muthoottumini.com">www.muthoottumini.com</a> pursuant to regulation 62.
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	Regulation 46(2) under Chapter IV is not applicable to debt listed entity. However the Company has made relevant disclosures in its website <a href="http://www.muthoottumini.com">www.muthoottumini.com</a> pursuant to regulation 62.
l) Financial results	Yes	Regulation 46(2) under Chapter IV is not applicable to debt listed entity. However the Company has made relevant disclosures in its website <a href="http://www.muthoottumini.com">www.muthoottumini.com</a> pursuant to regulation 62.

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m) Shareholding pattern	Yes	Regulation 46(2) under Chapter IV is not applicable to debt listed entity. However the Company has made relevant disclosures in its website <a href="http://www.muthoottumini.com">www.muthoottumini.com</a> pursuant to regulation 62.
n) Details of agreements entered into with the media companies and/or their associates	NA	
o) 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	NA	
p) New name and the old name of the listed entity	NA	
q) Advertisements as per regulation 47 (1)	Yes	Regulation 47 under Chapter IV is not applicable to debt listed entity. However the Company has published its quarterly financials in newspaper.
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	Regulation 46(2) under Chapter IV is not applicable to debt listed entity. However the Company has made relevant disclosures in its website <a href="http://www.muthoottumini.com">www.muthoottumini.com</a> pursuant to regulation 62.
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	No subsidiary
<b>As per other regulations of the LODR:</b>		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	Regulation 46(2) under Chapter IV is not applicable to debt listed entity.
b) Materiality Policy as per Regulation 30	Yes	Regulation 30 is not applicable to debt listed entity. But materiality policy forms part of Related Party Transaction policy and the same is disclosed in website <a href="http://www.muthoottumini.com">www.muthoottumini.com</a>
c) Dividend Distribution policy as per Regulation 43A (as applicable)	NA	Regulation 43A is not applicable to debt listed entity. Further the Company has also not distributed any dividends during the financial year.
<i>It is certified that these contents on the website of the listed entity are correct.</i>		

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
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

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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	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes (Clause 1A, 5 & 6 is not applicable)
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party Transactions	23(4)	NA. No material RPT
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA (The Company has no material subsidiary)
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA (The Company has no unlisted subsidiary)
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
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
Directors and Officers insurance	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
<b>Note</b>		

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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.

### III Affirmations

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

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**Annexure III**  
(At the end on 31<sup>st</sup> March,2023)

<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. However Annual Report is available in the website of the Company <a href="http://www.muthoottumini.com">www.muthoottumini.com</a>
<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**

KS Smitha  
Company Secretary & Compliance Officer  
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**Annexure IV**  
(At the end on 31<sup>st</sup> March, 2023)

**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	----	----	----

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(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**

KS Smitha  
Company Secretary & Compliance Officer  
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**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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