



**Muthoot Finance Limited**

Registered Office :  
2<sup>nd</sup> floor, Muthoot Chambers,  
Banerji Road, Kochi - 682 018  
Kerala, India.  
CIN : L65910KL1997PLC 011300

Phone : +91 484 2396478, 2394712  
Fax : +91 484 2396506, 2397399  
mails@muthootgroup.com  
www.muthootgroup.com

Ref: SEC/MFL/SE/2015/1953

Symbol: MUTHOOTFIN

Scrip code: 533398

July 14, 2015

Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza,  
Plot no. C/1, G Block,  
Bandra-Kurla Complex, Bandra (E)  
Mumbai - 400 051

Department of Corporate Services  
BSE Limited,  
P. J. Tower, Dalal Street,  
Mumbai- 400 001

Dear Sir/Madam,

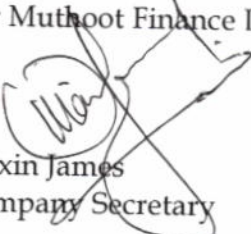
Re: Corporate Governance Report for quarter ending as on 30.06.2015- Muthoot Finance Limited

We are herewith attaching the Corporate Governance Report for quarter ending as on 30.06.2015 of Muthoot Finance Limited as required under Clause 49 of the Listing Agreement executed with the exchange.

Request you to kindly take on record the information.

Thank you.

For Muthoot Finance Limited

  
Maxin James  
Company Secretary





**Muthoot Finance Limited**

Registered Office :  
2nd floor, Muthoot Chambers,  
Banerji Road, Kochi - 682 018  
Kerala, India.  
CIN : L65910KL1997PLC 011300

Phone : +91 484 2396478, 2394712  
Fax : +91 484 2396506, 2397399  
mails@muthootgroup.com  
www.muthootgroup.com

**Quarterly Compliance Report on Corporate Governance**

Name of the Company : MUTHOOT FINANCE LIMITED  
Quarter ended : June 30, 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No/NA	Remarks
<b>II. Board of Directors</b>	49(II)	-	-
(A) Composition of Board	49 (IIA)	Yes	Necessary disclosure shall be made in Annual Report 2014-15
(B) Independent Directors	49 (IIB)	Yes	-
(C) Non-executive Directors' compensation & disclosures	49(IIC)		
(D) Other provisions as to Board and Committees	49 (IID)	Yes	-
(E) Code of Conduct	49 (IIE)	Yes	Necessary disclosure shall be made in Annual Report 2014-15
(F) Whistle Blower Policy	49(IIF)	Yes	Necessary disclosure shall be made in Annual Report 2014-15
<b>III. Audit Committee</b>	49 (III)	-	-
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIIB)	Yes	-
(C) Powers of Audit Committee	49 (IIIC)	Yes	-
(D) Role of Audit Committee	49 IIID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-
<b>IV. Nomination and Remuneration Committee</b>	<b>49(IV)</b>	Yes	Necessary disclosure shall be made in Annual Report 2014-15
<b>V. Subsidiary Companies</b>	<b>49 (V)</b>	Yes	Asia Asset Finance Plc, Sri Lanka, a listed company in



Particulars	Clause of Listing agreement	Compliance Status Yes/No/NA	Remarks
			Colombo Stock Exchange is a foreign subsidiary of company as on December 31, 2014. However the said subsidiary is not a material subsidiary for the purpose of revised Clause 49(V)
<b>VI. Risk Management</b>	<b>49(VI)</b>	Yes	-
<b>VII. Related Party Transactions</b>	<b>49(VII)</b>	Yes	
<b>IV. Disclosures</b>	<b>49 (VIII)</b>		-
(A) Related party transactions	49 (VIII A)	Yes	All disclosures on related party transactions will be disclosed in Annual Report 2014-15
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Company has followed the prescribed accounting standards and there has been no deviation from the prescribed accounting standards in the preparation of financial statements.
(C) Remuneration of Directors	49 (VIII C)	Yes	Necessary disclosure shall be made in Annual Report 2014-15
(D) Management	49 (VIII D)	Yes	Necessary disclosure shall be made in Annual Report 2014-15
(E) Shareholders	49 (VIII E)	Yes	-
(I) Proceeds from Public Issues, rights issue, preferential issues etc	49(VIII I)		
<b>IX. CEO/CFO Certification</b>	<b>49 (IX)</b>	Yes	Necessary disclosure shall be made in Annual Report 2014-15
<b>X. Report on Corporate Governance</b>	<b>49 (X)</b>	Yes	Necessary disclosure shall be made in Annual Report 2014-15



Particulars	Clause of Listing agreement	Compliance Status Yes/No/NA	Remarks
XI. Compliance	49 (XI)	Yes	Necessary disclosure shall be made in Annual Report 2014-15

For Muthoot Finance Limited

  
Maxin James  
Company Secretary

Date: 14.07.2015

