

| <b>General information about company</b> |                         |
|------------------------------------------|-------------------------|
| Scrip code                               | 533398                  |
| Name of the entity                       | Muthoot Finance Limited |
| Date of start of financial year          | 01-04-2016              |
| Date of end of financial year            | 31-03-2017              |
| Reporting Quarter                        | Half Yearly             |
| Date of Report                           | 30-09-2016              |
| Risk management committee                | Not Applicable          |

| 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                 |                 |                          |            |          |                         |                         |                         |                                         |                   |                                |                                                                                                                    | Textual Information(1)                                                                                                                |                                                                                                                                                                |       |
| Is there any change in information of board of directors compare to previous quarter |                 |                          |            |          |                         |                         |                         |                                         |                   |                                |                                                                                                                    | 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 appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | 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) | Notes |
| 1                                                                                    | Mr              | M G George Muthoot       | ACJPG7311B | 00018201 | Executive Director      | Chairperson             |                         | 25-09-2014                              |                   |                                | 1                                                                                                                  | 0                                                                                                                                     | 0                                                                                                                                                              |       |
| 2                                                                                    | Mr              | George Alexander Muthoot | ABTPA8912D | 00016787 | Executive Director      | Not Applicable          | MD                      | 25-09-2014                              |                   |                                | 1                                                                                                                  | 4                                                                                                                                     | 0                                                                                                                                                              |       |
| 3                                                                                    | Mr              | George Thomas Muthoot    | ACKPG5848G | 00018281 | Executive Director      | Not Applicable          |                         | 25-09-2014                              |                   |                                | 1                                                                                                                  | 1                                                                                                                                     | 0                                                                                                                                                              |       |
| 4                                                                                    | Mr              | George Jacob Muthoot     | ABVPJ5358A | 00018235 | Executive Director      | Not Applicable          |                         | 25-09-2014                              |                   |                                | 1                                                                                                                  | 0                                                                                                                                     | 0                                                                                                                                                              |       |

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

| Sr | Title (Mr / Ms) | Name of the Director | PAN        | DIN      | Category 1 of directors              | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | 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) | Notes                  |
|----|-----------------|----------------------|------------|----------|--------------------------------------|-------------------------|-------------------------|-----------------------------------------|-------------------|--------------------------------|--------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|
| 5  | Mr              | Alexander M George   | ACKPG5847K | 00938073 | Executive Director                   | Not Applicable          |                         | 30-09-2015                              |                   |                                | 1                                                                                                                  | 0                                                                                                                                     | 0                                                                                                                                                              |                        |
| 6  | Mr              | George Joseph        | AETPJ6685F | 00253754 | Non-Executive - Independent Director | Not Applicable          |                         | 29-09-2016                              |                   | 24                             | 2                                                                                                                  | 2                                                                                                                                     | 2                                                                                                                                                              | Textual Information(2) |
| 7  | Mr              | K George John        | AAGPK1030Q | 00951332 | Non-Executive - Independent Director | Not Applicable          |                         | 29-09-2016                              |                   | 24                             | 1                                                                                                                  | 1                                                                                                                                     | 0                                                                                                                                                              | Textual Information(3) |
| 8  | Mr              | K John Mathew        | AARPM5857E | 00371128 | Non-Executive - Independent Director | Not Applicable          |                         | 29-09-2016                              |                   | 24                             | 1                                                                                                                  | 1                                                                                                                                     | 1                                                                                                                                                              | Textual Information(4) |

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

| Sr | Title (Mr / Ms) | Name of the Director | PAN        | DIN      | Category 1 of directors              | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | 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) | Notes                  |
|----|-----------------|----------------------|------------|----------|--------------------------------------|-------------------------|-------------------------|-----------------------------------------|-------------------|--------------------------------|--------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|
| 9  | Mr              | John K Paul          | AFFPP1585F | 00016513 | Non-Executive - Independent Director | Not Applicable          |                         | 29-09-2016                              |                   | 24                             | 1                                                                                                                  | 2                                                                                                                                     | 0                                                                                                                                                              | Textual Information(5) |
| 10 | Mrs             | Pamela Anna Mathew   | AGTPM9013G | 00742735 | Non-Executive - Independent Director | Not Applicable          |                         | 30-09-2015                              |                   | 12                             | 3                                                                                                                  | 2                                                                                                                                     | 0                                                                                                                                                              |                        |

| <b>Text Block</b>      |                                                                                                                                                                                                                                                    |
|------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Textual Information(1) | Note: 1. Tenure of all Directors are from the effective date of appointment.<br><br>2. Mr. M G George Muthoot, Mr. George Alexander Muthoot, Mr. George Thomas Muthoot and Mr. George Jacob Muthoot were appointed on 25.09.2014 w.e.f 01.04.2015. |
| Textual Information(2) | Re-appointed at the Annual General Meeting held on 29.09.2016.                                                                                                                                                                                     |
| Textual Information(3) | Re-appointed at the Annual General Meeting held on 29.09.2016                                                                                                                                                                                      |
| Textual Information(4) | Re-appointed at the Annual General Meeting held on 29.09.2016                                                                                                                                                                                      |
| Textual Information(5) | Re-appointed at the Annual General Meeting held on 29.09.2016.                                                                                                                                                                                     |

| <b>Annexure 1</b>                                                            |                        |
|------------------------------------------------------------------------------|------------------------|
| <b>II. Composition of Committees</b>                                         |                        |
| Disclosure of notes on composition of committees explanatory                 | Textual Information(1) |
| Is there any change in information of committees compare to previous quarter | No                     |

| <b>Text Block</b>      |                                                                                                                                                                                                                                                                                                   |
|------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Textual Information(1) | Company being NBFC have Risk Management Committee under RBI guidelines for functions mandated by RBI guidelines. Said Risk Committee is not a committee prescribed under SEBI regulations for said provisions of SEBI LODR 2015 regarding Risk Management Committee is not applicable to Company. |

| <b>Annexure 1</b>                                                |                                                     |                                                    |                                                             |
|------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------|-------------------------------------------------------------|
| <b>Annexure 1</b>                                                |                                                     |                                                    |                                                             |
| <b>III. Meeting of Board of Directors</b>                        |                                                     |                                                    |                                                             |
| 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) |
| 1                                                                | 12-04-2016                                          |                                                    |                                                             |
| 2                                                                | 27-05-2016                                          |                                                    | 44                                                          |
| 3                                                                |                                                     | 28-07-2016                                         | 61                                                          |
| 4                                                                |                                                     | 23-08-2016                                         | 25                                                          |



| <b>Annexure 1</b>                                        |                   |                                                             |                                            |                                     |                                                             |                                                                      |                         |
|----------------------------------------------------------|-------------------|-------------------------------------------------------------|--------------------------------------------|-------------------------------------|-------------------------------------------------------------|----------------------------------------------------------------------|-------------------------|
| <b>IV. Meeting of Committees</b>                         |                   |                                                             |                                            |                                     |                                                             |                                                                      |                         |
| Disclosure of notes on meeting of committees explanatory |                   |                                                             |                                            |                                     |                                                             |                                                                      |                         |
| Sr                                                       | Name of Committee | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) | Name of other committee |
| 1                                                        | Audit Committee   | 28-07-2016                                                  | Yes                                        | All committee members were present  | 27-05-2016                                                  | 61                                                                   |                         |
| 2                                                        | Audit Committee   | 23-08-2016                                                  | Yes                                        | All committee members were present  |                                                             |                                                                      |                         |

| <b>Annexure 1</b>                    |                                                                                                        |                               |                                                                |
|--------------------------------------|--------------------------------------------------------------------------------------------------------|-------------------------------|----------------------------------------------------------------|
| <b>V. Related Party Transactions</b> |                                                                                                        |                               |                                                                |
| 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                                                 | NA                            |                                                                |
| 3                                    | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes                           |                                                                |

| <b>Annexure 1</b>       |                                                                                                                                                                                                              |                            |
|-------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|
| <b>VI. Affirmations</b> |                                                                                                                                                                                                              |                            |
| 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 100 listed entities) | NA                         |
| 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                        |

| <b>Annexure III</b>                                                                                                                                             |                                                                                                                                                                                |                                      |                               |                                                                |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------|----------------------------------------------------------------|
| <b>Annexure III to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year</b> |                                                                                                                                                                                |                                      |                               |                                                                |
| <b>I. Affirmations</b>                                                                                                                                          |                                                                                                                                                                                |                                      |                               |                                                                |
| Sr                                                                                                                                                              | Broad heading                                                                                                                                                                  | Regulation Number                    | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1                                                                                                                                                               | Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2)                                | Yes                           |                                                                |
| 2                                                                                                                                                               | Presence of Chairperson of Audit Committee at the Annual General Meeting                                                                                                       | 18(1)(d)                             | Yes                           |                                                                |
| 3                                                                                                                                                               | Presence of Chairperson of the nomination and remuneration committee at the annual general meeting                                                                             | 19(3)                                | Yes                           |                                                                |
| 4                                                                                                                                                               | Whether "Corporate Governance Report" disclosed in Annual Report                                                                                                               | 34(3) read with para C of Schedule V | Yes                           |                                                                |
|                                                                                                                                                                 | Any other information to be provided                                                                                                                                           |                                      |                               |                                                                |

| <b>Signatory Details</b> |                          |
|--------------------------|--------------------------|
| Name of signatory        | GEORGE ALEXANDER MUTHOOT |
| Designation of person    | Managing Director        |
| Place                    | Kochi                    |
| Date                     | 12-10-2016               |

