



The BSE Limited
P.J. Towers, Dalal Street,
Mumbai - 400 001

Sub: Intimation regarding Notice of the 31st Annual General Meeting of the Company along with the abstract form of Annual Report for the Financial year 2022-23 under Regulation 50(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations")

Dear Sir/ Madam,

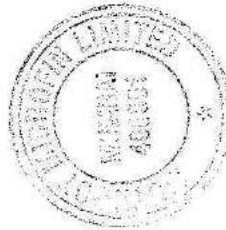
Pursuant to the requirements of Regulation 50 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we hereby intimate that the 31st Annual General Meeting of the Company is to be held on Wednesday June 14, 2023 through Video conferencing ("VC")/(Other Audio Visual Means (OAVM) at 5.50 PM. Enclosed herewith the copy of the abstract form of Annual Report for the Financial Year ended 2022-23 along with the Notice of the 31st Annual General Meeting.

Kindly be informed that the detailed artwork version of the Annual Report for the Financial year 2022-23 will be published soon.

Kindly take the same on your record.

Thanking You,
Yours Faithfully,
For **Muthoot Microfin Limited**

Neethu Ajay
Company Secretary and Compliance



Ernakulam
13.06.2023

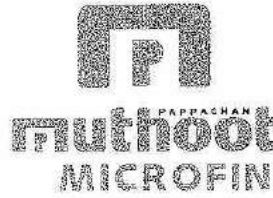
MUTHOOT MICROFIN LIMITED

CIN: U65190MH1992PLC066226

Regd. Office: 13th Floor, Parthenon Crescent, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051

Administrative Office: 5th Floor, Muthoot Towers, M.G. Road, Kochi, Kerala - 682035, Tel: +91-484-4277500, +91-484-4360127, F: +91-484-4360127 E: info@muthootmicrofin.com

www.muthootmicrofin.com



NOTICE

To all the Members of the Company

Notice is hereby given that the 31st Annual General Meeting (AGM) of the Members of **MUTHOOT MICROFIN LIMITED** ("the Company") shall be held on **Wednesday 14th June 2023 at 05.50 P.M.** at a shorter notice through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Annual Audited Financial Statements of the Company including the Balance Sheet as on 31 March, 2023, and the Statement of Profit and Loss Account and Cash Flow Statement for the financial year ended 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Thomas John Muthoot (DIN: 00011618) who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. **Re-appointment of Mrs. Pushpy B Muricken (DIN: 03431198) as an Independent Director of the Company for the second term of 5 years**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, read with Schedule IV of the Companies Act 2013 ("**the Act**") and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') Mrs. Pushpy B Muricken (DIN: 03431198), whose term as Independent Director of the Company expired on 30th March 2023 and has appointed by the Board of Directors as an Additional Director based on the recommendation of the Nomination and Remuneration Committee, effective from 31st March 2023 to hold office upto the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 ('Act'), and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and submitted a declaration to that effect to the Company, and who is eligible for re-appointment as an Independent Director of the Company, be and is hereby re-appointed as a Non-Executive Independent Director of the Company for a second term of 5 (Five) years to hold office with effect from 31st March 2023 to 30th March 2028 (both days inclusive) and who would not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

4. **Re-appointment of Mr. T S Vijayan (DIN: 00043959) as an Independent Director of the Company for the second term of 5 years**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

MUTHOOT MICROFIN LIMITED

CIN: U65190MH1992PLC0056228

Regd. Office: 13th Floor, Parinee Creations, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051

Administrative Office: 5th Floor, Muthoot Towers, M G Road, Kozhi, Kerala - 685035, Tel: +91-484-4277500, +91-484-4301127, F: +91-484-4300127 E: info@muthootmicrofin.com
www.muthootmicrofin.com

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, read with Schedule IV of the Companies Act 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) Mr. T S Vijayan (DIN: 00043959), whose term as Independent Director of the Company expired on 14th May 2023 and has appointed by the Board of Directors as an Additional Director, based on the recommendation of the Nomination and Remuneration Committee, effective from 15th May 2023 to hold office upto the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 (“Act”) and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and submitted a declaration to that effect to the Company, and who is eligible for re-appointment as an Independent Director of the Company, be and is hereby re-appointed as a Non-Executive Independent Director of the Company for a second term of 5 (Five) years to hold office with effect from 15th May 2023 to 14th May 2028 (both days inclusive) and who would not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

5. Re-appointment of Mrs. Bhama Krishnamurthy (DIN: 02196839) as an Independent Director of the Company for the second term of 5 years

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, read with Schedule IV of the Companies Act 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) Mrs. Bhama Krishnamurthy (DIN: 02196839), whose term as Independent Director of the Company expired on 14th May 2023 and has appointed by the Board of Directors as an Additional Director, based on the recommendation of the Nomination and Remuneration Committee, effective from 15th May 2023 to hold office upto the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 (“Act”) and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and submitted a declaration to that effect to the Company, and who is eligible for re-appointment as an Independent Director of the Company, be and is hereby re-appointed as a Non-Executive Independent Director of the Company for a second term of 5 (Five) years to hold office with effect from 15th May 2023 to 14th May 2028 (both days inclusive) and who would not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

6. Initial Public Offer of Equity Shares of the Company

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

RESOLVED THAT, pursuant to the provisions of Sections 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) (the “Companies Act”), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, and the rules made thereunder, as amended, the Securities and Exchange



Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **"SEBI Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"SEBI Listing Regulations"**) and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Reserve Bank of India (**"RBI"**), the Securities and Exchange Board of India (**"SEBI"**) and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, the **"Applicable Laws"**), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreements to be entered into between the Company and the respective stock exchanges where the Equity Shares are proposed to be listed (the **"Stock Exchanges"**), and subject to any approvals as may be required from the Government of India (**"GoI"**), the Registrar of Companies, Maharashtra at Mumbai (**"RoC"**), the SEBI, the RBI and all other appropriate statutory authorities and departments (collectively, the **"Regulatory Authorities"**) and subject to such governmental and regulatory conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors (hereinafter referred to as the **"Board"** which term shall include a duly authorized committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the consent and approval of the shareholders be and is hereby accorded to create, issue, offer and allot equity shares of face value of ₹ 10 each (the **"Equity Shares"**) which may include a fresh issue of Equity Shares (the **"Fresh Issue"**) and an offer for sale of Equity Shares (**"Offer for Sale"**) by certain shareholders of the Company (the **"Selling Shareholders"**) (the **"Offer for Sale"** and together with the Fresh Issue, the **"Offer"**) in the Offer (the **"Offer"**), for cash either at par or premium such that the amount being raised pursuant to the Fresh Issue aggregates up to ₹ 9,500 million (with an option to the Company to retain an over-subscription to the extent of 1% of the net Offer, for the purpose of rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the designated stock exchange), at a price to be determined, by the Company in consultation with the Book Running Lead Managers to the Offer (BRLMs), through the book building process in terms of the SEBI Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLMs in accordance with the SEBI Regulations, out of the authorized share capital of the Company to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may, decide, including anchor investors, if any, one or more of the members of the Company, eligible employees (through a reservation or otherwise), hindu undivided families, foreign portfolio investors, venture capital funds, alternative investment funds, non-resident Indians, state industrial development corporations, insurance companies, provident funds, pension funds, National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, as amended, development financial institutions, systemically important non-banking financial companies, Indian mutual funds, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws by way of the Offer in consultation with the BRLMs and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Offer and on such terms and conditions as may be finalised by the Board in consultation with the BRLMs through an offer document, prospectus and/or an offering memorandum, as required, and that the Board in consultation with the BRLMs may finalise all matters incidental thereto as it may in its absolute discretion think fit."

"RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Law, including without limitation, eligible employees (the **"Reservation"**) or to provide a discount to the Offer price to retail individual bidders or eligible employees (the



"Discount"), at the discretion of the Board; and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing."

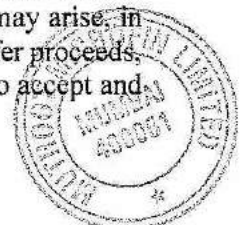
"RESOLVED FURTHER THAT in accordance with the provisions of Sections 23, 62(1)(c), 42 and any other applicable provisions, if any, of the Companies Act, 2013, and subject to such further corporate and other approvals as may be required, in-principle approval of the shareholders is hereby accorded to allot Equity Shares for an amount aggregating up to Rs. 1,900 million, to certain investors prior to filing of the red herring prospectus with SEBI (**"Pre-IPO Placement"**), at such other price as the Board may, determine, in consultation with the BRLMs, the Selling Shareholders, underwriters, placement agents and / or other advisors, in light of the then prevailing market conditions and in accordance with the Companies Act, the SEBI Regulations and other applicable laws, regulations, policies or guidelines. In the event of happening of Pre-IPO Placement, the size of the Offer would be reduced to the extent of Equity Shares issued under Pre-IPO Placement."

"RESOLVED FURTHER THAT, the Board may invite the existing shareholders of the Company to participate in the Offer by making an Offer for Sale in relation to such number of Equity Shares held by them, and which are eligible for the Offer for Sale in accordance with the SEBI Regulations, as the Board may determine in consultation with the BRLMs, subject to the receipt of consent of SEBI, GoI, RBI, the RoC and/or such other approvals, permissions and sanctions of all other concerned statutory authorities and departments, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions, at a price to be determined by the book building process in terms of the SEBI Regulations, for cash at such premium per share as may be fixed and determined by the Company in consultation with the BRLMs, to such category of persons as may be permitted or in accordance with the SEBI Regulations or other Applicable Laws, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the BRLMs and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Offer."

"RESOLVED FURTHER THAT the Equity Shares issued or transferred pursuant to the Offer shall be listed on one or more recognized stock exchanges in India."

"RESOLVED FURTHER THAT the Equity Shares so allotted under the Offer (including any reservation or green shoe option) shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank *pari passu* in all respects with the existing Equity Shares of the Company including rights in respect of dividend."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any issue, transfer and allotment of Equity Shares pursuant to the Offer, the Board, or any committee thereof, in consultation with the BRLMs, may determine the terms of the Offer including the class of investors to whom the Equity Shares are to be allotted or transferred, the number of Equity Shares to be allotted or transferred, Offer price, premium amount, discount (as allowed under Applicable Laws), listing on one or more stock exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLMs, underwriters, escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise in regard to the Offer, transfer and allotment of the Equity Shares, and utilization of the Offer proceeds, if applicable and such other activities as may be necessary in relation to the Offer and to accept and



to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the shareholders, except as required under law, and that all or any of the powers conferred on the Board pursuant to these resolutions may be exercised by the Board or such committee thereof as the Board may constitute in its behalf."

"RESOLVED FURTHER THAT subject to compliance with Applicable Laws such Equity Shares as are not subscribed may be disposed of by the Board in consultation with the BRLMs to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with banks/ financial institutions/ investment institutions/ mutual funds/ bodies corporate/ such other persons or otherwise."

"RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be."

"RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director or Company Secretary, be forwarded to concerned authorities for necessary actions."

7. Increase in the authorized share capital of the company and amendment of the capital clause of the memorandum of association

To consider and if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) ("Companies Act") and the rules framed thereunder, pursuant to the provisions of the articles of association of the Company and subject to the receipt of approvals as may be required, the consent of the members of the Company be and is hereby accorded to increase the authorised share capital of the Company from the existing ₹ 2,00,00,00,000/- (Two Hundred Crore Only) divided into 15,00,00,000 (Fifteen Crores) equity shares of ₹ 10/- (Rupees Ten only) each aggregating to ₹ 150,00,00,000/- (Rupees One Hundred and Fifty Crore only) and 5,00,00,000 (Five Crore) preference shares of ₹ 10/- (Rupees Ten only) each aggregating to ₹ 50,00,00,000/- (Rupees Fifty Crore only) to ₹ 250,00,00,000/- (Rupees Two Hundred and Fifty Only) divided into 20,00,00,000 (Twenty Crore) equity shares of ₹ 10/- (Rupees Ten only) each aggregating to ₹ 200,00,00,000/- (Rupees Two Hundred Crore only) and 5,00,00,000 (Five Crore) preference shares of ₹ 10/- (Rupees Ten only) each aggregating to ₹ 50,00,00,000/- (Rupees Fifty Crore only)."

"RESOLVED FURTHER THAT pursuant to Section 13 and other applicable provisions of the Companies Act, 2013, the existing Clause V of the Memorandum of Association of the Company be and is hereby deleted and, in its place, the following Clause V be substituted:

V. The Authorised Share Capital of the Company is Rs. 250,00,00,000/- (Rupees Two Hundred and Fifty Crores only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of Rs. 10/- (Rupees Ten) each and 5,00,00,000 (Five Crores) Compulsorily Convertible Preference Shares of Rs.10/-



(Rupees Ten) each, with power to increase or reduce the capital, to divide the shares in the capital for the time being into several classes as permitted by the Companies Act, 2013”

“RESOLVED FURTHER THAT any of the directors, chief financial officer and/or company secretary of the Company, be and are hereby severally authorized to sign and file all forms and other necessary documents as may be required with the registrar of companies and such other authorities as may be required and to do all such acts and deeds that may be required for the purpose of implementation of the aforesaid resolution and to authorize such person or persons to give effect to the above resolution and to liaise with the concerned authorities with regard to the same.”

“RESOLVED FURTHER THAT any of the directors, chief financial officer and/or company secretary of the Company be and are hereby severally authorized by the Company to certify a copy of this resolution and provide the same to all concerned parties and relevant statutory authorities, if any.”


By order of the Board of Directors

Place: Kochi
Dated: 13.06.2023

Registered Office:
13th Floor, Parinee Crescenzo,
Bandra Kurla Complex, Bandra East,
Mumbai, Maharashtra - 400051

For MUTHOOT MICROFIN LIMITED




Neethu Ajay
Company Secretary
Membership No. A34822

NOTES:

1. The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular Nos. 20/2020 and 10/2022 dated 5th May 2020 and 28th December 2022, respectively, and other circulars issued in this respect ("MCA Circulars") allowed, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility on or before 30th September 2023, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020.

The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 ("Listing Regulations")). In compliance with these Circulars, provisions of the Act and the Listing Regulations, the 31st AGM of the Company is being conducted through VC / OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 31st AGM shall be the Registered Office of the Company.

2. In compliance with the aforesaid MCA Circulars copies of the financial statements (including Board's report, Auditor's report or other documents required to be attached therewith) shall be sent by email to the members and to all other persons so entitled. Further, the notice for AGM and Annual Report shall be given through emails registered with the Company or with the depository participant / depository. Members may note that the Notice and Annual Report for the Financial Year 2022-23 will also be available on the Company's website at www.muthootmicrofin.com
3. The Members can attend the meeting through VC from their laptop/mobile. Members are requested to follow the steps mentioned in the file named '**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC**' which is enclosed with the Notice of the AGM and shall also be attached separately on the e-mail, with the Notice of the AGM.
4. The Company shall provide VC facility via "**Microsoft Teams**" in order to make it convenient for the Members to attend the Meeting. The Company Secretary shall send a meeting invite at the registered email addresses of the persons entitled to attend the Annual General Meeting.
5. Pursuant to the provisions of the Companies Act, 2013 a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Corporate Members are requested to send a duly certified scanned copy (PDF/JPG Format) of the Board Resolution/Power of Attorney authorizing their representative(s) pursuant to Section 113 of the Companies Act, 2013 to attend and vote on their behalf at the AGM through email to neethu.ajay@muthootmicrofin.com.
7. The members desiring to inspect the relevant documents referred to in the accompanying notice and other statutory registers are required to send requests on the Company Secretary's email address: neethu.ajay@muthootmicrofin.com. An extract of such documents would be sent to the members on their registered email address. The same will also be made available for inspection by the members at the Meeting in electronic mode.
8. Members seeking any information with regard to the matters to be placed at the AGM, are requested to write to the Company Secretary at neethu.ajay@muthootmicrofin.com. The same shall be taken up in AGM and replied by the Company suitably.



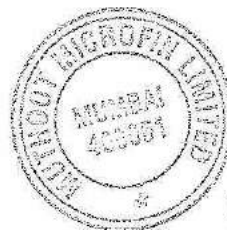
9. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 read with Rules issued thereunder will be made available for inspection by the members at the Meeting in electronic mode.
10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
11. Members seeking any information with regard to the accounts or any matter to be placed at AGM are requested to submit their questions in advance, on or before 14th June, 2023 through the Company Secretary's email address i.e. neethu.ajay@muthootmicrofin.com. The same will be replied by the Company suitably.
13. The notice is being sent to all the members of the Company, whose names appear on the register of members/ record(s) of depositories as on 12th June, 2023. A person who is not a member as on cut-off date should treat this Notice for information purpose only
14. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
16. Please Propose and Second any of the Resolution by raising your hand/ Show of hands and by saying "I Propose the Resolution" or "I Second the Resolution" whenever it is asked by the Company Secretary.
17. If a poll is ordered to be taken by the Chairman or demanded in accordance with Section 109 of the Companies Act, 2013, members can cast their vote during the meeting by sending an email to neethu.ajay@muthootmicrofin.com (designated email address) from their email addresses registered with Company.
18. Statement of material facts in respect of Item no. 3 to 7 under the Special Business pursuant to Section 102 of the Companies Act 2013) is annexed hereto

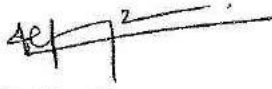
Place: Kochi
Dated: 13.06.2023

By order of the Board of Directors

For MUTHOOT MICROFIN LIMITED

Registered Office:
13th Floor, Parinee Crescenzo,
Bandra Kurla Complex, Bandra East,
Mumbai, Maharashtra - 400051




Neethu Ajay
Company Secretary
Membership No. A34822

EXPLANATORY STATEMENT

Explanatory Statement for Resolutions mentioned under Item Nos. 3 to 9 pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the "Act")

In respect of Item No. 3: Appointment of Mrs. Pushpy B Muricken (DIN: 03431198) as Independent Director

Mrs. Pushpy B Muricken (DIN: 03431198) was appointed as a Non-Executive Independent Director of the Company at the 26th Annual General Meeting held on 15th May 2018 for a term of five years, i.e., from 31st March 2018 to 30th March 2023. On the recommendation of Nomination and Remuneration Committee based on the performance evaluation of Mrs. Pushpy B Muricken and considering that her continued association as a Member of the Board would be beneficial to the Company, the Board appointed Mrs. Pushpy B Muricken as an Additional Director and subject to approval of the Members, approved her reappointment as a Non-Executive Independent Director, not liable to retire by rotation, for the second consecutive term, i.e., from 31st March 2023 to 30th March 2028 (both days inclusive). Pursuant to the provisions of Section 161(1) of the Act, Mrs. Pushpy B Muricken shall hold office up to the date of this AGM. The profile and specific areas of expertise of Mrs. Pushpy B Muricken are provided as **Annexure-II** to this Notice. Mrs. Pushpy B Muricken has given her declaration to the Board, inter alia, that (i) she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and (ii) is eligible to be appointed as a Director in terms of Section 164 of the Act. She has also given her consent to act as a Director. In the opinion of the Board, Mrs. Pushpy B Muricken is a person of integrity, possesses relevant expertise / experience in the field of Finance, Costing and Audit and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and she is independent of the management. Given her experience, the Board considers it desirable and in the interest of the Company to continue Mrs. Pushpy B Muricken on the Board of the Company and accordingly the Board recommends the re-appointment of Mrs. Pushpy B Muricken as an Independent Director as proposed in the Resolution set out at Item No. 3 for approval by the Members.

Except for Mrs. Pushpy B Muricken, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

In respect of Item No. 4: Appointment of Mr. T S Vijayan (DIN: 00043959) as Independent Director

Mr. T S Vijayan (DIN: 00043959) was appointed as a Non-Executive Independent Director of the Company at the 26th Annual General Meeting held on 15th May, 2018 for a term of five years, i.e., from 15th May 2018 to 14th May 2023. On the recommendation of the Nomination and Remuneration Committee based on the performance evaluation of Mr. T S Vijayan and considering that his continued association as a Member of the Board would be beneficial to the Company, the Board has appointed Mr. T S Vijayan as an Additional Director of the Company and subject to approval of the Members, approved his reappointment as a Non-Executive Independent Director, not liable to retire by rotation, for the second consecutive term, i.e., from 15th May 2023 to 14th May 2028 (both days inclusive). Pursuant to the provisions of Section 161(1) of the Act, Mr. T S Vijayan shall hold office up to the date of this AGM. The profile and specific areas of expertise of Mr. T S Vijayan are provided as **Annexure-II** to this Notice. Mr. T S Vijayan has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and (ii) is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director. In the opinion of the Board, Mr. T S Vijayan is a person of integrity, possesses relevant expertise / experience in the field of Management, Financial Services and Insurance and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management. Given his experience, the Board considers it desirable and in the interest of the Company to continue Mr. T S Vijayan on the Board of the Company and accordingly the Board recommends the re-appointment of



Mr. T S Vijayan as an Independent Director as proposed in the Resolution set out at Item No. 4 for approval by the Members.

Except for Mr. T S Vijayan, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

In respect of Item No. 5: Appointment of Mrs. Bhama Krishnamurthy (DIN: 02196839) as Independent Director

Mrs. Bhama Krishnamurthy was appointed as a Non-Executive Independent Director of the Company at the 26th Annual General Meeting held on 15th May, 2018 for a term of five years, i.e., from 15th May 2018 to 14th May 2023 On the recommendation of the Nomination and Remuneration Committee based on the performance evaluation of Mrs. Bhama Krishnamurthy and considering that her continued association as a Member of the Board would be beneficial to the Company, the Board appointed Mrs. Bhama Krishnamurthy as an Additional Director of the Company and subject to approval of the Members, approved her reappointment as a Non-Executive Independent Director, not liable to retire by rotation, for the second consecutive term, i.e., from 15th May 2023 to 14th May 2028 (both days inclusive). Pursuant to the provisions of Section 161(1) of the Act, Mrs. Bhama Krishnamurthy shall hold office up to the date of this AGM. The profile and specific areas of expertise of Mrs. Bhama Krishnamurthy are provided as **Annexure-II** to this Notice. Mrs. Bhama Krishnamurthy has given his declaration to the Board, inter alia, that (i) She meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and (ii) is eligible to be appointed as a Director in terms of Section 164 of the Act. She has also given her consent to act as a Director. In the opinion of the Board, Mrs. Bhama Krishnamurthy is a person of integrity, possesses relevant expertise / experience in the field of Banking and Financial Services and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and she is independent of the management. Given her experience, the Board considers it desirable and in the interest of the Company to continue Mrs. Bhama Krishnamurthy on the Board of the Company and accordingly the Board recommends the re-appointment of Mrs. Bhama Krishnamurthy as an Independent Director as proposed in the Resolution set out at Item No. 5 for approval by the Members.

Except for Mrs. Bhama Krishnamurthy, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

In respect of Item No. 6: Initial Public Offer of equity shares of the Company

The Company proposes to undertake an initial public offering of equity shares of face value of ₹ 10 each of the Company ("Equity Shares") which shall consist of a fresh issue of Equity Shares ("Fresh Issue") and an offer for sale of Equity Shares by certain existing shareholders ("Selling Shareholders") ("Offer for Sale" and together with the Fresh Issue, the "Offer"). The Company intends to, at the discretion of the board of directors of the Company ("Board"), undertake the Offer and list its Equity Shares at an opportune time in consultation with the book running lead managers ("BRLMs") and other advisors and subject to applicable regulatory approvals and other approvals, to the extent necessary.

In view of the above and in terms of Section 62(1)(c), and other applicable provisions of the Companies Act, 2013 ("Companies Act"), the approval of the shareholders of the Company is required through a special resolution.

The Company proposes to allot such number of Equity Shares in the Fresh Issue aggregating up to ₹ 9,500 million on such terms and at such price or prices and at such time as may be considered appropriate by the Company in consultation with the BRLMs, to the various categories of permitted investors who may or may not be the shareholder(s) of the Company in the initial public offer by way of book building method under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"). The Equity Shares, if any, allotted vide the Offer shall rank in all respects *pari passu* with the existing Equity Shares.



of the Company. The proceeds of the Fresh Issue will be utilised for the purposes that shall be disclosed in the draft red herring prospectus, red herring prospectus and the prospectus. The Board has the authority to modify the above objects on the basis of the requirements of the Company, in accordance with applicable laws.

None of the directors, key managerial personnel of the Company, or the relatives of the aforementioned persons are in any way, financially or otherwise concerned or interested in the said resolution, except to the extent of their shareholding in the Company.

The Board recommends the resolution in Item No. 6 of the accompanying Notice for your approval as special resolution. Accordingly, approval of the shareholders of the Company is sought to issue Equity Shares under Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, as amended.

8. In respect of Item No. 7: Increase in the authorized share capital of the Company and amendment of the capital clause of the Memorandum of Association

The Company is proposing to undertake an initial public offer of the equity shares of face value of ₹ 10 each ("Equity Shares") of the Company comprising of fresh issuance of Equity Shares by the Company ("Fresh Issue") and an offer for sale of Equity Shares by certain existing shareholders ("Selling Shareholders") ("Offer for Sale" and together with the Fresh Issue, the "Offer"), and list the Equity Shares on one or more of the stock exchanges.

Further the Company has outstanding Compulsorily Convertible Preference Shares ("CCPS") which are due for conversion into fully paid-up Equity Shares of the Company in accordance with the terms of such CCPS.

In order to accommodate the additional equity share capital that may arise from the proposed IPO and the conversion of CCPS, the existing authorised share capital of the Company i.e. ₹ 200,00,00,000 (Rupees Two Hundred Crore only), divided into 20,00,00,000 (Twenty Crore only) shares of ₹ 10/- (Rupees Ten only) each) is proposed to be increased to ₹ 250,00,00,000/- (Rupees Two Hundred and fifty crore only) divided into 25,00,00,000 (Twenty Five Crore only) shares of ₹ 10/- (Rupees Ten only) each.

Accordingly, the capital clause of the memorandum of association of the Company is proposed to be altered to effect the change in Authorised Capital. The Company, therefore, proposes to alter the Memorandum of Association pursuant to the provisions of Sections 13 of the Companies Act, 2013 as applicable, along with the rules framed thereunder. The members may note that any amendment in memorandum of association requires approval of the Members of the Company.

The copies of the existing and proposed altered Memorandum of Association are available for inspection by the members at the registered office of the Company on all working days, during business hours up to the date of the meeting and will also be made available at the meeting. A copy of the Altered Memorandum of Association (As amended) is enclosed as **Annexure-III** to this notice.

None of the directors, key managerial personnel, of the Company or the relatives of the aforementioned persons are in any way, financially or otherwise concerned or interested in the said resolutions, except to the extent of their shareholding in the Company.

The Board recommended the passing of the resolution at Item No. 7 of the notice as an Ordinary Resolution.



Instructions for participating in the 31st Annual General Meeting of the Members of Muthoot Microfin Limited, to be held on Wednesday 14th June 2023, at 05.50 P.M through Video Conference, by using "Microsoft Teams Application".

Instructions for participating the aforesaid AGM through Video Conference:

1. In your email invite, select Join Microsoft Teams Meeting.
You can also use a dial-in number and conference ID from the email to call in.
2. You have two choices:
 - Download the Windows app: Download the Teams app.
 - Join on the web instead: Join a Teams meeting on the web.
3. Type in your name.
4. Choose the audio and video settings you want.
5. Select Join now.
6. Depending on meeting settings, you'll get in right away, or go to a lobby where someone in the meeting can admit you.

Other instructions:

1. Please note that, if you have already downloaded /using Microsoft Teams Application, then you need not to do the aforesaid activities and you have to just open the Calendar, select Join on an in-progress meeting.
2. You can sign-in/join the meeting before 15 minutes on the meeting day for timely participation in the AGM through video conference. Further, any member may join the meeting within 15 minutes from the commencement of the meeting.
3. Please listen and participate in the discussion carefully.
4. Please click on the "Mute" tab, when there is any disturbance or noise around you or not talking.
5. Please ensure that, no other person is sitting with you /participating in the aforesaid Meeting through Video Conference.
6. Please click on "Un-mute" tab when you want to say something.
7. In case of any assistance before or during the video conference as aforesaid, you can contact the Company Secretary, Ms. Neethu Ajay, at neethu.ajay@muthootmicrofin.com.

Sharp & Tannan Associates

Chartered Accountants

87 Nariman Bhavan, 227 Nariman Point
Mumbai (Bombay) 400 021, INDIA.

T: +91 22 6153 7500; 2202 2224/8857

E: mumbai.office@sharpandtannan.com

W: www.sharpandtannan.com

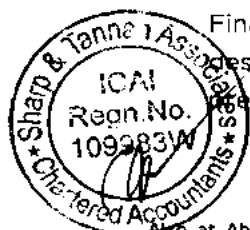
INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION

To
The Board of Directors
Muthoot Microfin Limited
(CIN: U65190MH1992PLC066228)

Registered office: 13 th Floor, Parinee Crescenzo, Bandra kurla Complex, Bandra East, Mumbai MH 400051 IN	Administrative office: 5 th Floor, Muthoot Towers M.G. Road, Kochi, Kochi - 682035 KL IN
---	---

Dear Sirs / Madam,

- We have examined the attached Restated Financial Information of **Muthoot Microfin Limited** (the "**Company**"), comprising the restated statement of assets and liabilities as at 31 March 2023, 31 March 2022 and 31 March 2021, the restated statements of profit and loss (including other comprehensive income), the restated statement of changes in equity, the restated statement of cash flows for the years ended 31 March 2023, 31 March 2022 and 31 March 2021, the summary statement of significant accounting policies and other explanatory information (collectively, the "**Restated Financial Information**"), as approved by the Board of Directors of the Company at their meeting held on 6 May 2023 for the purpose of inclusion in the Draft Red Herring Prospectus ("**DRHP**") prepared by the management of the Company ("the Management") in connection with its proposed Initial Public Offer of equity shares ("IPO") prepared in terms of the requirements of:
 - section 26 of Part I of Chapter III of the Companies Act, 2013 including Rules thereon, as amended (the "**Act**");
 - the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("**ICDR Regulations**"); and
 - the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "**Guidance Note**").
- The Company's Board of Directors is responsible for the preparation of the restated financial information for the purpose of inclusion in the DRHP, to be filed with the Securities and Exchange Board of India ("**SEBI**"), National Stock Exchange of India Limited and BSE Limited (collectively, "**Stock Exchanges**"), and Registrar of Companies, Maharashtra (as applicable), in connection with the proposed IPO. The Restated Financial Information have been prepared by the Management on the basis of preparation stated in note 2 to the Restated Financial Information. The responsibilities of the Board of Directors of the Company include designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors

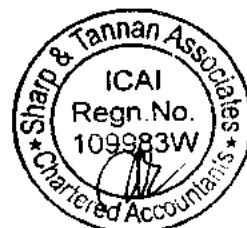


Also at Ahmedabad, Baroda and Pune. Associate Offices at Bengaluru, Chennai, Hyderabad, New Delhi and Panjim (Goa).

are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

3. We have examined such Restated Financial Information taking into consideration:
 - a. the terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 27 Jan 2023 in connection with the proposed IPO of equity shares of the Company;
 - b. the Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
 - c. concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
 - d. the requirements of section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the proposed IPO.
4. These Restated Financial Information have been compiled by the Management from Audited Financial Statements of the Company as at and for the year ended 31 March 2023, 31 March 2022 and 31 March 2021 prepared in accordance with Indian Accounting Standard (Ind AS), specified under section 133 of the Act and other accounting principles generally accepted in India which have been approved by the Board of Directors in their meeting held on 6 May 2023, 10 May 2022 and 3 June 2021 respectively.
5. We have audited the Restated Financial Statements of the Company for the year ended 31 March 2023 and 31 March 2022 prepared by the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India, for the limited purpose of complying with the requirement of getting its financial statements audited by an audit firm holding a valid peer review certificate issued by the "Peer Review Board" of the ICAI as required by ICDR Regulations in relation to the proposed IPO.
6. For the purpose of our examination, we have relied on the auditors' report issued by, [Walker Chandiook & Co LLP, Chartered Accountants ("the Previous Auditor")] dated 03 June 2021 on the financial statements for the year ended 31 March 2021, as referred in paragraph 4 above.
7. The audit reports on the financial statements issued by us/previous auditor were unmodified. However, the report includes Emphasis of Matter paragraph which describes the uncertainties relating to the effects of the Covid-19 pandemic outbreak on the Company's operation as at and for the year ended 31 March 2021 which is reproduced below.

"We draw attention to note 52 to the accompanying financial statements which describes the uncertainties relating to the effects of COVID-19 pandemic outbreak on the Company's operations, the extent of which is significantly dependent on future developments, as they evolve. Our opinion is not modified in respect of this matter."



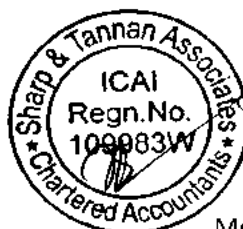
8. Based on our examination and according to the information and explanations given to us, and based on the reliance placed on auditor's report issued by other auditors as mentioned in paragraph 6 above, we report that the Restated Financial Information:
- have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications, if any, retrospectively in the financial years ended 31 March 2023, 31 March 2022, and 31 March 2021 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the financial year ended 31 March 2023;
 - there are no qualifications in the auditors' reports on the audited financial statements of the Company as at and for the years ended 31 March 2023, 2022 and 2021 which require any adjustments to the Restated Financial Information. There is an Emphasis of Matter (refer paragraph 7 above), which does not require any adjustment to the Restated Financial Information;
 - do not require any adjustment for modification as there is no modification in the underlying audit reports; and
 - have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
9. The Restated Financial Information does not reflect the effects of events that occurred subsequent to the respective dates of the reports on Ind AS financial statements and audited financial statements mentioned in paragraph 4 above.
10. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or the previous auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
11. We have no responsibility to update our examination report for events and circumstances occurring after the date of this report.
12. Our report is intended solely for use of the Board of Directors for inclusion in the DRHP to be filed with SEBI and the Stock Exchanges, and Registrar of Companies, Maharashtra, as applicable in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For Sharp & Tannan Associates

Chartered Accountants

Firm's registration no.: 109983W

by the hand of



[Signature]
Tirtharaj Khot
Partner

Membership no.: (F) 037457

UDIN: 23037457BGYRKD5412

Pune, 6 May 2023


Muthoot Microfin Limited
Restated Statement of Assets and Liabilities
(All amounts in INR millions, unless stated otherwise)

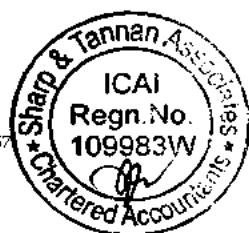
	Notes	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Assets				
Financial assets				
Cash and cash equivalents	4	7,594.55	7,058.27	5,190.76
Bank balances other than cash and cash equivalents	5	3,909.58	2,940.89	2,259.03
Receivables				
Other receivables	6	722.10	167.73	92.91
Loans	7	70,266.85	43,981.11	32,940.32
Investments	8	633.59	0.45	0.45
Other financial assets	9	40.61	33.68	23.85
		83,167.28	54,182.13	40,507.32
Non-financial assets				
Current tax assets (net)	10	104.60	395.45	94.15
Deferred tax asset (net)	11	57.75	47.75	100.35
Property, plant and equipment	12	594.37	420.45	398.44
Right-of-use assets	13	1,121.72	791.19	700.16
Other intangible assets	14	2.92	0.84	1.25
Other non-financial assets	15	243.35	76.77	36.81
		2,124.71	1,732.45	1,331.16
Total Assets		85,291.99	55,914.58	41,838.48
Liabilities and Equity				
Liabilities				
Financial liabilities				
Payables				
Other payables				
total outstanding dues to micro, small and medium enterprises		-	-	-
total outstanding dues to creditors other than micro, small and medium enterprises	16	119.27	75.34	29.19
Debt securities	17	13,701.51	6,746.27	4,524.69
Borrowings (other than debt securities)	18	51,230.25	32,969.85	25,382.26
Subordinated liabilities	19	-	249.97	249.63
Lease liability	13	1,299.40	913.96	779.89
Other financial liabilities	20	2,582.70	1,492.80	1,888.61
		68,933.13	42,448.19	32,854.27
Non Financial liabilities				
Provisions	21	36.13	49.38	46.38
Other non financial liabilities	22	64.24	51.22	38.93
		100.37	100.60	85.31
Equity				
Share capital	23	1,401.98	1,333.33	1,141.71
Other equity	24	14,856.51	12,032.46	7,757.19
		16,258.49	13,365.79	8,898.90
Total Liabilities and Equity		85,291.99	55,914.58	41,838.48


Refer to accompanying notes 1 to 58 forming part of Restated Financial Statements


For Sharp & Tannan Associates
Chartered Accountants
Firm's Registration No.: 109983W

For and on behalf of the Board of Directors of
Muthoot Microfin Limited



Pritharaj Khot
Partner
Membership No.: (F) 037457
Place: Pune

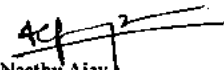



Thomas Muthoot
Managing Director
DIN: 00082099
Place: Kochi


Thomas John Muthoot
Non Executive Director
DIN: 00011618
Place: Kochi


Thomas George Muthoot
Non Executive Director
DIN: 00011552
Place: Kochi


Praveen T
Chief Financial Officer
Place: Kochi


Neethu Ajay
Company Secretary
Place: Kochi

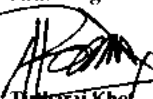
Date: 06 May 2023

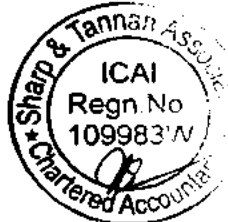
Muthoot Microfin Limited
Restated Statement of Profit and loss
(All amounts in INR millions, unless stated otherwise)

	Note	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Revenue from operations				
Interest income	25	12,906.45	7,286.23	6,227.84
Fees and commission income	26	173.22	61.59	32.11
Net gain on fair value changes	27	1,115.37	910.31	409.25
Income on investments	28	83.35	58.29	169.95
Sale of services		9.25	8.64	2.52
Total revenue from operations		14,287.64	8,325.06	6,841.67
Other income	29	175.80	104.35	121.14
Total income		14,463.44	8,429.41	6,962.81
Expenses				
Finance costs	30	5,490.10	3,401.55	2,993.28
Fees and commission expenses	31	275.41	178.49	97.36
Impairment on financial instruments	32	2,233.18	1,111.53	1,322.24
Employee benefits expenses	33	3,225.58	2,370.81	1,870.90
Depreciation and amortisation expense	34	266.06	207.84	188.33
Other expenses	35	844.41	511.98	400.15
Total expenses		12,334.74	7,782.20	6,872.26
Profit before exceptional items and tax		2,128.70	647.21	90.55
Exceptional items		-	-	-
Profit before tax		2,128.70	647.21	90.55
Tax expense				
Current tax	36	679.91	224.05	347.29
Deferred tax	36	(142.59)	(56.14)	(317.72)
Tax relating to prior years		(47.51)	5.32	(9.56)
Profit for the year (A)		1,638.89	473.98	70.54
Other Comprehensive income				
Items that will not be reclassified to profit and loss				
Remeasurement of the net defined benefit (liability)/asset		(22.09)	(17.14)	(8.14)
Income tax relating to the above		5.56	4.31	2.05
Items that will be reclassified to profit and loss				
Remeasurement of loan assets		548.84	449.13	(317.46)
Income tax relating to the above		(138.14)	(113.05)	79.91
Other comprehensive income/(loss) for the year, net of tax (B)		394.17	323.25	(243.64)
Total comprehensive income/(loss) for the year (A+B)		2,033.06	797.23	(173.10)
Earning per equity share (face value of ₹ 10 each)				
Basic (₹)	37	14.19	4.15	0.62
Diluted (₹)		11.98	3.97	0.62

Refer to accompanying notes 1 to 58 forming part of Restated Financial Statements

For Sharp & Tannan Associates
Chartered Accountants
Firm's Registration No.: 109983W


Dhanraj Khot
Partner
Membership No.: (F) 037457
Place: Pune



Date: 06 May 2023


For and on behalf of the Board of Directors of
Muthoot Microfin Limited


Thomas Muthoot
Managing Director
DIN: 00082099
Place: Kochi


Paveen T
Chief Financial Officer
Place: Kochi


Thomas John Muthoot
Non Executive Director
DIN: 00011618
Place: Kochi

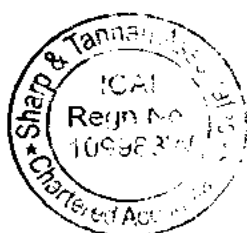

Neethu Ajay
Company Secretary
Place: Kochi


Thomas George Muthoot
Non Executive Director
DIN: 00011552
Place: Kochi

Mothoot Microfin Limited
Restated Statement of Cash flows
(All amounts in INR millions, unless stated otherwise)

	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Cash flows from operating activities			
Profit before tax	2,128.70	647.21	90.55
Adjustments			
Depreciation and amortisation	266.06	207.84	188.33
(Gain)/loss on sale of tangible assets	0.03	0.21	(0.18)
Provision for employee benefits	17.67	36.93	38.26
Impairment on financial instruments	2,233.18	1,111.53	1,322.24
Income from investments	(83.35)	(58.29)	(169.95)
Interest income on security deposits	(3.31)	(3.23)	(2.15)
Gain on termination of lease	(2.46)	(4.50)	(1.96)
Gain on sale of loan asset through direct assignment	(1,115.37)	(910.31)	(409.25)
Adjustments towards effective interest rate in respect of loan assets	203.80	93.37	32.05
Adjustments towards effective interest rate in respect of debt securities, borrowings and subordinate liabilities	(106.91)	(137.53)	1.68
Share based payments	42.11	9.04	3.65
Adjustment on account of consolidation of ESOP trust	(0.60)	(1.24)	(1.58)
Finance cost on leases	128.93	96.74	80.82
Operating cash flow before working capital changes	3,708.48	1,087.80	1,172.51
Working capital changes			
(Increase)/decrease in loans	(27,058.51)	(10,872.01)	(8,564.80)
(Increase)/decrease in other receivables	(554.37)	(74.80)	17.33
(Increase)/decrease in other financial assets	(10.89)	(10.95)	0.06
(Increase)/Decrease in other non financial assets	(165.85)	(32.42)	6.32
Increase/(Decrease) in other payables	43.93	46.15	(9.72)
Increase/(Decrease) in other financial liabilities	1,089.92	(410.08)	438.75
Increase/(decrease) in provisions	(53.00)	(51.07)	(50.90)
Increase/(decrease) in other non financial liabilities	13.02	12.29	3.04
Cash (used in)/generated from operating activities	(22,987.27)	(10,305.10)	(6,987.21)
Income taxes paid (net)	(341.54)	(530.67)	(52.34)
Net cash (used in)/generated from operating activities	(23,328.81)	(10,835.76)	(7,039.55)
Cash flows from investing activities			
Purchase of tangible assets (including capital advances, capital creditors and capital work in progress) and intangible assets	(281.79)	(114.26)	(79.69)
Investment in term deposits with banks (net)	(968.69)	(681.86)	(469.50)
Investment in equity instruments	(633.14)	-	(0.45)
Proceeds from sale of tangible assets	(0.03)	(0.21)	0.18
Profit on sale of investments	83.35	58.29	169.95
Net cash (used in)/generated from investing activities	(1,800.30)	(738.03)	(379.51)
Cash flows from financing activities			
Proceeds from issue of equity shares	272.16	0.02	-
Proceeds from issue of preference shares	818.12	3,733.86	-
Share issue expenses	-	(78.86)	-
Proceeds from borrowings	36,394.80	23,837.50	9,239.30
Proceeds from debt securities	9,091.27	5,019.44	2,390.50
Proceeds from securitisation arrangement	13,092.63	4,857.22	4,835.70
Repayment of borrowings	(22,168.21)	(15,872.29)	(15,158.54)
Repayment of debt securities	(2,121.26)	(2,709.11)	-
Repayment of securitisation arrangement	(8,966.65)	(5,185.72)	(365.54)
Repayment of Subordinated Liabilities	(250.00)	-	-
Proceeds from treasury shares	(272.16)	6.79	-
Payment of lease liabilities	(225.30)	(167.56)	(144.52)
Net cash (used in)/generated from financing activities	25,665.40	13,441.30	796.90

< This section is left intentionally blank >




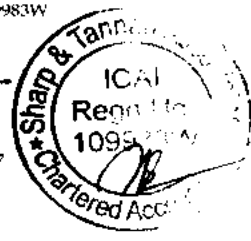
Muthoot Microfin Limited
Restated Statement of Cash flows
(All amounts in INR millions, unless stated otherwise)

	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Net (decrease)/increase in cash and cash equivalents	536.28	1,867.51	(6,622.16)
Cash and cash equivalents as at the beginning of the year	7,058.27	5,190.76	11,812.92
Cash and cash equivalents as at the end of the year	7,594.55	7,058.27	5,190.76
Operational cash flows from interest			
Interest paid	4,607.20	3,123.50	2,891.11
Interest received	11,411.52	6,488.46	4,661.67

* The Statement of Cash Flows has been presented using indirect method as per the requirements of Ind AS 7 - Statement of Cash Flows


Refer to accompanying notes 1 to 58 forming part of Restated Financial Statements


For Sharp & Tannan Associates
Chartered Accountants
Firm's Registration No.: 109983W



Praveen T
Partner
Membership No.: (B) 037457
Place: Pune


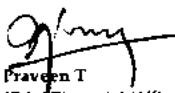
Date: 06 May 2023

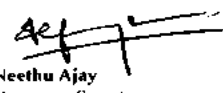
For and on behalf of the Board of Directors of
Muthoot Microfin Limited


Thomas Muthoot
Managing Director
DIN: 00082099
Place: Kochi


Thomas John Muthoot
Non Executive Director
DIN: 00011618
Place: Kochi


Thomas George Muthoot
Non Executive Director
DIN: 00011552
Place: Kochi


Praveen T
Chief Financial Officer
Place: Kochi


Neethu Ajay
Company Secretary
Place: Kochi



Muthoot Microfin Limited
Restated Statement of Changes in Equity
(All amounts in INR millions, unless stated otherwise)

A. Equity share capital

Particulars	As at 31st March, 2020	Changes during the FY 2020-21	As at 31st March, 2021	Changes during the FY 2021-22	As at 31st March, 2022	Changes during FY 2022-23	As at 31st March, 2023
Equity shares of ₹ 10 each, issued, subscribed and fully paid up	1,141.71	-	1,141.71	0.00	1,141.71	26.67	1,168.38

B. Preference Share capital

Particulars	As at 31st March, 2020	Changes during the FY 2020-21	As at 31st March, 2021	Changes during the FY 2021-22	As at 31st March, 2022	Changes during FY 2022-23	As at 31st March, 2023
Compulsorily Convertible Preference Shares of ₹ 10 each, issued, subscribed and fully paid up	-	-	-	191.62	191.62	41.98	233.60

C. Other equity

Particulars	Reserves and surplus						Other Comprehensive Income	Total
	Securities premium	Reserve fund u/s 45-IC of RBI Act 1934	Treasury shares	General reserves	Employee stock options outstanding	Retained earnings	Loan assets through other comprehensive income	
Balance as at April 1, 2020	4,988.74	683.81	(32.19)	-0.25	11.09	1,682.64	594.38	7,928.23
Profit for the year	-	-	-	-	-	79.54	-	79.54
Transferred from retained earnings to reserve fund u/s 45-IC of RBI Act 1934	-	14.11	-	-	-	(14.11)	-	-
Changes during the year in employee stock options outstanding	-	-	-	-	3.65	-	-	3.65
Proceeds on transfer during the year	-	-	-	5.08	(5.08)	-	-	-
Adjustment on account of consolidation of ESOP trust	-	-	-	(1.58)	-	-	-	(1.58)
Other comprehensive income	-	-	-	-	-	(8.14)	(317.46)	(325.60)
Income tax relating to items of other comprehensive income	-	-	-	-	-	2.05	79.91	81.96
Balance as at March 31, 2021	4,988.74	697.92	(32.19)	3.25	9.66	1,732.98	356.83	7,757.19
Profit for the year	-	-	-	-	-	473.98	-	473.98
Transferred from retained earnings to reserve fund u/s 45-IC of RBI Act 1934	-	94.80	-	-	-	(94.80)	-	-
Provision for proposed dividend	-	-	-	-	-	(0.00)	-	(0.00)
Provision for tax on proposed dividend	-	-	-	-	-	(0.00)	-	(0.00)
Changes during the year in employee stock options outstanding	-	-	-	-	9.04	-	-	9.04
Proceeds on transfer during the year	-	-	6.79	6.47	(6.47)	-	-	6.79
Adjustment on account of consolidation of ESOP trust	-	-	-	(1.24)	-	-	-	(1.24)
Premium on issue of Equity shares	0.02	-	-	-	-	-	-	0.02
Premium on issue of Compulsorily Convertible Preference Shares	3,542.24	-	-	-	-	-	-	3,542.24
Share issue expenses	(78.86)	-	-	-	-	-	-	(78.86)
Other comprehensive income	-	-	-	-	-	(17.14)	419.13	431.99
Income tax relating to items of other comprehensive income	-	-	-	-	-	4.31	(113.05)	(108.73)
Balance as at March 31, 2022	8,452.14	792.72	(25.40)	8.48	12.23	2,099.37	692.92	12,032.46
Profit for the year	-	-	-	-	-	1,638.89	-	1,638.89
Transferred from retained earnings to reserve fund u/s 45-IC of RBI Act 1934	-	327.78	-	-	-	(327.78)	-	-
Provision for proposed dividend	-	-	-	-	-	-	-	-
Provision for tax on proposed dividend	-	-	-	-	-	-	-	-
Transfer during the year	-	-	-	-	-	-	-	-
Changes during the year in employee stock options outstanding	-	-	-	-	42.11	-	-	42.11
Proceeds on transfer during the year	-	-	(272.16)	-	-	-	-	(272.16)
Premium on issue of Equity shares	245.49	-	-	-	-	-	-	245.49
Premium on issue of Compulsorily Convertible Preference Shares	776.14	-	-	-	-	-	-	776.14
Adjustment on account of consolidation of ESOP trust	-	-	-	(0.60)	-	-	-	(0.60)
Other comprehensive income	-	-	-	-	-	(22.09)	548.84	526.75
Income tax relating to items of other comprehensive income	-	-	-	-	-	5.56	(138.14)	(132.58)
Balance as at March 31, 2023	9,473.77	1,120.50	(297.56)	7.89	54.34	3,393.95	1,103.62	14,856.51



Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise)

Summary of significant accounting policies and other explanatory information

1. Company overview

Muthoot Microfin Limited (the 'Company') was incorporated as a private limited company on 06-04-1992 under the erstwhile Companies Act, 1956. Effective 18 March 1998, the Company was registered as a non-deposit accepting Non-Banking Financial Company ('NBFC-ND') and is registered as a Non-Banking Financial Company - Micro Finance Institution ('NBFC-MFI') with the Reserve Bank of India ('RBI'), w.e.f. 25 March 2015. The Company's non-convertible debentures are listed on the BSE Limited ('BSE').

The operations of the Company are based on the Grameen model of lending. It is designed to promote entrepreneurship among women and inclusive growth. The Company is primarily engaged in providing financial assistance through micro loans to women engaged in small income generating activities.

2. Basis of preparation of Restated Financial Statements

i) Statement of Compliance with Indian Accounting Standards (Ind AS)

The Restated Financial Information comprises of Restated Statement of Assets and Liabilities as at March 31, 2023, March 31, 2022, March 31, 2021, the Restated Statement of Profit and Loss including Other comprehensive Income (OCI), the Restated Statement of Cash flows, the Restated Statement of Changes in Equity for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, the Statement of Significant Accounting policies and other explanatory notes. (collectively the 'Restated Financial Information' or 'Financial Information') have been prepared specifically for inclusion in the draft red herring prospectus, red herring prospectus and prospectus (collectively, the 'Offer Documents') to be filed by the Company with the Registrar of Companies, Mumbai and Securities and Exchange Board of India ('SEBI'), BSE limited and National Stock Exchange of India Limited in connection with the proposed Initial public offer of equity shares of Rs.10 each of the Company (the 'Offering').

These Restated Financial Information have been prepared to comply in all material respects with the requirements of:

- a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("The Act")
- b) The Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("the SEBI ICDR Regulations") and
- c) The Guidance note on Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI") (the "Guidance Note").

The Restated Financial Information have been compiled from the

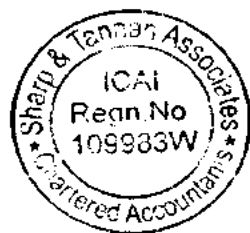
i) Audited Financial Statements of the Company as at and for the Financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with relevant rules issued thereunder, as amended and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 06 May 2023, 10 May 2022 and 03 June, 2021

ii) The Restated Financial Information have been prepared:

- have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively for the financial year ended March 31, 2023, March 31, 2022 and March 31, 2021 to reflect the same accounting treatment
- do not require any adjustment for modification as there is no modification in the underlying audit reports.

ii) Presentation of Restated Financial Information

The historical Audited Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and notified under Section 133 of the Act along with other provisions of the Act, the Master Direction Non Banking Financial Company- Systematically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 ("the NBFC Master Directions") and notification for Implementation of Indian Accounting Standard vide circular RBI/2019-20/170 DOR(NBFC).CC.PD.No.109/22.10.106/2019-20 dated 13 March 2020 and RBI/2020-21/15 DOR(NBFC).CC.PD.No.116/22.10.106/2020-21 dated 24 July 2020 ('RBI Notification for Implementation of Ind AS') issued by RBI. The Restated Financial Statements are presented in Indian Rupee (INR) which is also the functional currency of the Company. The Restated Financial Statements have been prepared on a historical cost basis, except for certain financial instruments that are measured at fair value. The Restated Financial Statements are prepared on a going concern basis, as the Management is satisfied that the Company shall be able to continue its business for the foreseeable future and no material uncertainty exists that may cast significant doubt on the going concern assumption. In making this assessment, the Management has considered a wide range of information relating to present and future conditions, including future projections of profitability, cash flows and capital resources.



Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise)

The Statement of Assets and liabilities, Statement of Profit and Loss, Statement of Changes in Equity are presented in the format prescribed under Division III of Schedule III of the Companies Act, 2013 as amended from time to time, for Non Banking Financial Companies (NBFC) that are required to comply with Ind AS. The Statement of Cash flows has been presented as per the requirements of Ind AS 7. The Statement of Cash Flows. The Company presents its balance sheet in order of liquidity. An analysis regarding recovery or settlement within 12 months after the reporting date (current) and more than 12 months after the reporting date (non-current) is presented separately. Financial Asset and Financial Liabilities are generally reported gross in the Balance sheet. They are only offset and reported net when, in addition to having an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event, the parties also intend to settle on a net basis in all of the following circumstances.

- The Normal course of Business
- The Event of Default
- The Event of Insolvency or bankruptcy of the company and /or its counterparts

3. Summary of Significant Accounting policies

The Restated financial statements have been prepared using the significant accounting policies and measurement bases summarised as below. These policies are applied consistently for all the periods presented in the financial statements, except where newly issued accounting standard is initially adopted.

i. Property, plant and equipment

Recognition and initial measurement

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. All other repair and maintenance costs are recognised in statement of profit and loss.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repair and maintenance costs are recognised in Restated statement of profit and loss.

Subsequent measurement (depreciation method, useful lives and residual value)

Property, plant and equipment are subsequently measured at cost less accumulated depreciation and impairment losses. Depreciation on property, plant and equipment is provided on the straight-line method over the useful life of the assets as prescribed under Part 'C' of Schedule II of the Companies Act, 2013.

Depreciation is calculated on pro rata basis from the date on which the asset is ready for use or till the date the asset is sold or disposed.

The residual values, useful lives and method of depreciation are reviewed at the end of each financial year.

De-recognition

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in the Restated statement of profit and loss, when the asset is derecognised.

Capital work-in-progress

Capital work-in-progress are carried at cost, comprising direct cost and related incidental expenses acquire property, plant and equipment. Assets which are not ready to intended use are also shown under capital work-in-progress.

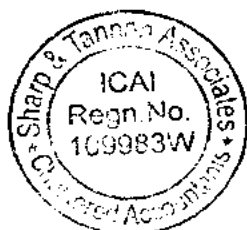
ii. Intangible assets

Recognition and initial measurement

Intangible assets are stated at their cost of acquisition. The cost comprises purchase price including any import duties and other taxes (other than those subsequently recoverable from taxation authorities), borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

Subsequent measurement (amortisation method, useful lives and residual value)

Intangible assets are amortised on a straight line basis over the expected useful life from the date when the assets are available for use. The estimated useful life (amortisation period) of the intangible assets is arrived basis the expected pattern of consumption of economic benefits and is reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.



Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise)

iii. Revenue recognition

Interest and processing fee income on loans

Interest and processing fee income is recorded on accrual basis using the effective interest rate (EIR) method. Additional interest/overdue interest/penal charges, if any, are recognised only when it is reasonable certain that the ultimate collection will be made.

Income from assignment transactions

Income from assignment transactions i.e., present value of excess interest spread is recognised when the related loan assets are de-recognised. Interest income is also recognised on carrying value of assets over the remaining period of such assets.

Commission income

Income from business correspondent services is recognised as and when the services are rendered as per agreed terms and conditions of the contract. A receivable is recognised when the services are delivered as this is the case of point in time recognition where consideration is unconditional because only the passage of time is required.

Dividend income

Dividend income is recognised at the time when the right to receive is established by the reporting date.

Miscellaneous income

All other income is recognized on an accrual basis, when there is no uncertainty in the ultimate realization/collection.

iv. Borrowing costs

All borrowing costs are charged to the Statement of Profit and Loss as incurred basis the effective interest rate method. Borrowing costs that are directly attributable to the acquisition and/or construction of a qualifying asset, till the time such qualifying assets become ready for its intended use/sale, are capitalised. Borrowing costs consists of interest and other cost that the Company incurred in connection with the borrowing of funds. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

v. Taxation

Tax expense recognized in Restated Statement of Profit and Loss comprises the sum of deferred tax and current tax except to the extent it recognized in other comprehensive income or directly in equity.

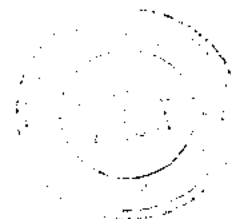
Current tax comprises the tax payable or receivable on taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. Current tax is computed in accordance with relevant tax regulations. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received after considering uncertainty related to income taxes, if any. Current tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Minimum alternate tax ("MAT") credit entitlement is recognised as an asset only when and to the extent there is convincing evidence that normal income tax will be paid during the specified period. In the year in which MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT credit entitlement. This is reviewed at each balance sheet date and the carrying amount of MAT credit entitlement is written down to the extent it is not reasonably certain that normal income tax will be paid during the specified period.

Deferred tax is recognised in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for taxation purposes. Deferred tax assets are recognised on unused tax loss, unused tax credits and deductible temporary differences to the extent it is probable that the future taxable profits will be available against which they can be used. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously. Deferred tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit or loss (either in other comprehensive income or in equity).



Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise)

vi. Employee benefits

Short-term employee benefits

Short-term employee benefits including salaries, short term compensated absences (such as a paid annual leave) where the absences are expected to occur within twelve months after the end of the period in which the employees render the related service, profit sharing and bonuses payable within twelve months after the end of the period in which the employees render the related services and non-monetary benefits for current employees are estimated and measured on an undiscounted basis.

Post-employment benefit plans are classified into defined benefit plans and defined contribution plans as under:

Defined Contribution plans

The Company has a defined contribution plans namely provident fund, pension fund and employees state insurance scheme. The contribution made by the Company in respect of these plans are charged to the Restated Statement of Profit and Loss.

Defined benefit plans

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees, where in the benefit employee will receive on retirement is defined by reference to employee's length of service and last drawn salary. Under the defined benefit plan, the amount that an employee will receive on retirement is defined by reference to the employee's length of service and final salary. The legal obligation for any benefits remains with the Company, even if plan assets for funding the defined benefit plan have been set aside. The liability recognised in the statement of financial position for defined benefit plans is the present value of the Defined Benefit Obligation (DBO) at the reporting date less the fair value of plan assets. Management estimates the DBO annually with the assistance of independent actuaries. Actuarial gains/losses resulting from re-measurements of the liability/asset are included in other comprehensive income.

Other long-term employee benefits

The Company also provides the benefit of compensated absences to its employees which are in the nature of long-term employee benefit plan. Liability in respect of compensated absences becoming due and expected to be availed after one year from the Balance Sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method as on the reporting date. Actuarial gains and losses arising from past experience and changes in actuarial assumptions are charged to Restated Statement of Profit and Loss in the year in which such gains or losses are determined.

vii. Share based payments

The Company has formulated an Employees Stock Option Schemes to be administered through a Trust. The fair value of options granted under Employee Stock Option Plan is recognised as an employee benefits expense with a corresponding increase in other equity. The total amount to be expensed is determined by reference to the fair value of the options. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in Statement of Profit and Loss, with a corresponding adjustment to equity.

viii. Impairment of non-financial assets

At each reporting date, the Company assesses whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. Recoverable amount is higher of an asset's net selling price and its value in use. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Statement of Profit and Loss. If at the reporting date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

Compensation for impairment

Compensation from third parties for items of property, plant and equipment that were impaired, lost or given up are recognised in statement of profit and loss when the compensation becomes receivable

ix. Impairment of financial assets

Loan assets

The Company follows a 'three-stage' model for impairment based on changes in credit quality since initial recognition as summarised as below:

- Stage 1 (1-30 days) includes loan assets that have not had a significant increase in credit risk since initial recognition or that have low credit risk at the reporting date.
- Stage 2 (31-90 days) includes loan assets that have had a significant increase in credit risk since initial recognition but that do not have objective evidence of impairment
- Stage 3 (more than 90 days) includes loan assets that have objective evidence of impairment at reporting date.

The Expected Credit Loss (ECL) is measured at 12-month ECL for Stage 1 loan assets and at lifetime ECL for Stage 2 and Stage 3 loan assets. ECL is the product of the Probability of Default, Exposure at Default and Loss Given Default, defined as follows.

Probability of Default (PD) - The PD represents the likelihood of a borrower defaulting on its financial obligation (as per "Definition of default and credit-impaired" above), either over the next 12 months (12 months PD), or over the remaining lifetime (Lifetime PD) of the obligation.



Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise)

Loss Given Default (LGD) – LGD represents the Company's expectation of the extent of loss on a defaulted exposure. LGD varies by type of counterparty, type and preference of claim and availability of collateral or other credit support

Exposure at Default (EAD) – EAD is based on the amounts the Company expects to be owed at the time of default. For a revolving commitment, the Company includes the current drawn balance plus any further amount that is expected to be drawn up to the current contractual limit by the time of default, should it occur.

Adjustment in Stages due to COVID19 Impact effective from April 1, 2020:

The RBI allowed lending institutions to offer moratorium to its borrowers on payment of instalments falling due between March 1, 2020 and August 31, 2020 vide RBI Circulars DOR. No. BP/BC.47/21.04.048/2019-20 dated March 27, 2020 and DOR No. BP/BC.71/21.04.048/2019-20 (COVID-19 - Regulatory package) dated May 23, 2020.

Further, pursuant to the clarification issued by RBI vide Circular DOR. No. BP/BC.63/21.04.048/2019-20 dated April 17, 2020, RBI also allowed to exclude the moratorium period from the number of days past due in respect of accounts classified as standard as on February 29, 2020, for the purpose of asset classification under the IRACP norms.

Accordingly, the Company offered moratorium to its customers in accordance with the above said circulars of RBI and for such accounts, where the moratorium was granted, the asset / stage-wise classification remained stand still during the moratorium period. (i.e., the number of days past due excluded the moratorium period for the purposes of asset / stage-wise classification)

Forward-looking economic information (including management overlay) is included in determining the 12-month and lifetime PD, EAD and LGD. The assumptions underlying the expected credit loss are monitored and reviewed on an ongoing basis.

Trade receivables

In respect of trade receivables, the Company applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of trade receivables.

Other financial assets

In respect of its other financial assets, the Company assesses if the credit risk on these financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Company measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

When making this assessment, the Company uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the Company compares the risk of a default occurring on the financial asset as at the balance sheet date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Company assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

Write-offs

Financial assets are written off either partially or in their entirety to the extent that there is no realistic prospect of recovery. Any subsequent recoveries are credited to impairment on financial instrument on statement of profit and loss.

x. Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, demand deposits and short-term highly liquid investments (certificate of deposits and commercial paper) that are readily convertible into known amount of cash and which are subject to an insignificant risk of changes in value. Cash and cash equivalents includes bank overdrafts, if that are repayable on demand and form an integral part of the Company's cash management.

xi. Provisions, contingent assets and contingent liabilities

Provisions are recognized only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are neither recognised nor disclosed except when realisation of income is virtually certain, related asset is disclosed.



100983W

Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise)

xii. Leases

Company as a lessee

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time, the lease term, in exchange for consideration. The Company assesses whether a contract is, or contains, a lease on inception.

The lease term is either the non-cancellable period of the lease and any additional periods when there is an enforceable option to extend the lease and it is reasonably certain that the Company will extend the term, or a lease period in which it is reasonably certain that the Company will not exercise a right to terminate. The lease term is reassessed if there is a significant change in circumstances.

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the total lease payments due on the commencement date, discounted using either the interest rate implicit in the lease, if readily determinable, or more usually, an estimate of the Company's incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise the following:

- a) fixed payments, including payments which are substantively fixed;
- b) variable lease payments that depend on a rate, initially measured using the rate as at the commencement.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in a rate, if the Company changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value assets

As permitted by Ind AS 116, the Company does not recognize right-of-use assets and lease liabilities for leases of low-value assets and short-term leases. Payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

xiii. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs. Subsequent measurement of financial assets and financial liabilities is described below.

Non-derivative financial assets

Subsequent measurement

i. **Financial assets carried at amortised cost** – a financial asset is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding

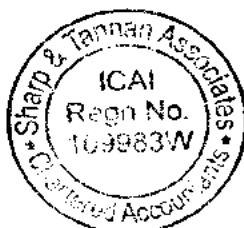
After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the Statement of Profit and Loss.

ii. **Financial assets carried at fair value through other comprehensive income** – a financial asset is measured at fair value, with changes in fair value being carried to other comprehensive income, if both the following conditions are met:

- a) the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding

De-recognition of financial assets

Financial assets (or where applicable, a part of financial asset or part of a group of similar financial assets) are derecognised (i.e. removed from the Company's balance sheet) when the contractual rights to receive the cash flows from the financial asset have expired, or when the financial asset and substantially all the risks and rewards are transferred. Further, if the Company has not retained control, it shall also derecognise the financial asset and recognise separately as assets or liabilities any rights and obligations created or retained in the transfer.



Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise)

Non-derivative financial liabilities

Other financial liabilities - Subsequent measurement

Subsequent to initial recognition, all non-derivative financial liabilities, except compulsorily convertible preference shares, are measured at amortised cost using the effective interest method.

De-recognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

First loss default guarantee

First loss default guarantee contracts are contracts that require the Company to make specified payments to reimburse the bank and financial institution for a loss it incurs because a specified debtor fails to make payments when due, in accordance with the terms of a debt instrument. Such financial guarantees are given to banks and financial institutions, for whom the Company acts as 'Business Correspondent'.

These contracts are initially measured at fair value and subsequently measure at higher of:

- a) The amount of loss allowance (calculated as described in policy for impairment of financial assets)
- b) Maximum amount payable as on the reporting date to the respective bank/ financial institution which is based on the amount of loans overdue for more than 90 days.

Further, the maximum liability is restricted to the cash outflow agreed in the contract.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

xiv. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss (interest and other finance cost associated) for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

xv. Segment reporting

The Company identifies segments on the basis of the internal organization and management structure. The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship with the operating activities of the segment.

xvi. Foreign currency

Functional and presentation currency

Items included in the Restated financial statement of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Restated financial statements have been prepared and presented in Indian Rupees (INR), which is the Company's functional and presentation currency.

Transactions and balances

Foreign currency transactions are translated into the functional currency, by applying the exchange rates on the foreign currency amounts at the date of the transaction. Foreign currency monetary items outstanding at the balance sheet date are converted to functional currency using the closing rate. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transaction.

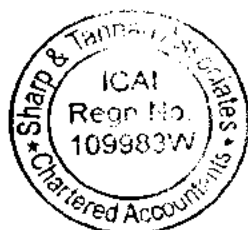
Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognized in the Restated Statement of Profit and Loss in the year in which they arise.

xvii. Significant management judgement in applying accounting policies and estimation uncertainty

The preparation of the Company's Restated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the related disclosures. Actual results may differ from these estimates.

Significant management judgements

Recognition of deferred tax assets - The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized.



Business model assessment - The Company determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Company monitors financial assets that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Company's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets.

Evaluation of indicators for impairment of assets - The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets

Classification of leases - The Company enters into leasing arrangements for various assets. The classification of the leasing arrangement as a finance lease or operating lease is based on an assessment of several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to purchase and estimated certainty of exercise of such option, proportion of lease term to the asset's economic life, proportion of present value of minimum lease payments to fair value of leased asset and extent of specialized nature of the leased asset

Expected credit loss ('ECL') - The measurement of expected credit loss allowance for financial assets requires use of complex models and significant assumptions about future economic conditions and credit behaviour (e.g. likelihood of customers defaulting and resulting losses). The Company makes significant judgements with regard to the following while assessing expected credit loss-

- a) Determining criteria for significant increase in credit risk;
- b) Establishing the number and relative weightings of forward-looking scenarios for each type of product/market and the associated ECL; and
- c) Establishing groups of similar financial assets for the purposes of measuring ECL.

Provisions - At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

Significant estimates

Useful lives of depreciable/amortisable assets - Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of assets.

Defined benefit obligation (DBO) - Management's estimate of the DBO is based on a number of underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Fair value measurements - Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.

xviii. Implementation of Indian Accounting Standards by RBI

The RBI issued Circular DOR (NBFC), CC.PD.No.109/22.10.106/2019-20 dt. March 13, 2020, which require Non-Banking Financial Companies (NBFCs) covered by Rule 4 of the Companies (Indian Accounting Standards) Rules, 2015 to comply with the respective circular while preparing the Restated financial statements from financial year 2019-20 onwards.

xix. Standards issued and effective from April 1, 2021

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2021.

< This section is left intentionally blank >



Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise)

4 Cash and cash equivalents

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Cash in hand	17.34	46.81	0.47
Balances with banks in current account	2,713.55	4,891.79	3,051.76
Balance with cash collection agents	58.01	48.59	37.28
Term deposits for original maturity of 3 months or less with scheduled banks	4,805.65	2,071.08	2,101.25
	7,594.55	7,058.27	5,190.76

- (i) There are no repatriation restrictions with respect to cash and cash equivalents as at the end of the reporting year and prior years.
(ii) Short-term deposits are made for varying periods of between seven days and three months, depending on the immediate cash requirements of the company, and to earn interest at the respective short-term deposit rates.
(iii) The company has not taken bank overdraft, therefore the cash and cash equivalents for cash flow statement is same as for cash and cash equivalents.

5 Bank balances other than cash and cash equivalents

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Term deposits with bank			
Deposits of Maturity less than 12 months for other borrowing arrangement	1,164.30	1,419.73	1,088.85
Deposits of Maturity more than 12 months for other borrowing arrangement	1,286.93	487.00	776.00
Margin money with Financial institutions for securitisation arrangement	1,458.35	1,034.16	394.18
	3,909.58	2,940.89	2,259.03

- (i) There are no repatriation restrictions with respect to bank balances other than cash and cash equivalents as at the end of the reporting year and prior years
(ii) The Company earns a fixed rate of interest on these term deposits.
(iii) Term deposits amounting to INR 3,908.44 million (March 31, 2022 : 2,911.19 million ,March 31, 2021: INR 2,245.45 millions) are held as pledged against borrowings and other commitments.

< This section is left intentionally blank >



Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise)

6 Other Receivables

Unsecured, considered good

As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
722.10	167.73	92.91
722.10	167.73	92.91

Note : No other Receivable is due from Director either severally or jointly with any other person.

Trade Receivables or other Receivables Ageing Schedule

As at 31 March 2023

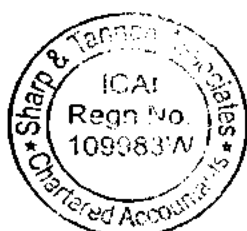
Particulars	Outstanding from the due date of payment					Total
	Less than 6 months	6 months-1 year	1-2 year	2-3 years	More than 3 years	
i) Undisputed- considered Good	700.99	2.64	13.40	0.98	4.09	722.10
ii) Undisputed-which have significant increase in credit risk						
iii) Undisputed-credit impaired						
iv) Disputed-considered good						
v) Disputed-considered good- which have significant increase in credit risk						
vi) Disputed-credit impaired						
Total	700.99	2.64	13.40	0.98	4.09	722.10

As at 31 March 2022

Particulars	Outstanding from the due date of payment					Total
	Less than 6 months	6 months-1 year	1-2 year	2-3 years	More than 3 years	
i) Undisputed- considered Good	135.95	8.22	19.62	3.29	0.66	167.73
ii) Undisputed-which have significant increase in credit risk						-
iii) Undisputed-credit impaired						-
iv) Disputed-considered good						-
v) Disputed-considered good- which have significant increase in credit risk						-
vi) Disputed-credit impaired						-
Total	135.95	8.22	19.62	3.29	0.66	167.73

As at 31 March 2021

Particulars	Outstanding from the due date of payment					Total
	Less than 6 months	6 months-1 year	1-2 year	2-3 years	More than 3 years	
i) Undisputed- considered Good	91.95	-	0.08	0.12	0.77	92.91
ii) Undisputed-which have significant increase in credit risk						-
iii) Undisputed-credit impaired						-
iv) Disputed-considered good						-
v) Disputed-considered good- which have significant increase in credit risk						-
vi) Disputed-credit impaired						-
Total	91.95	-	0.08	0.12	0.77	92.91



Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise)

7 Loans

At amortised cost

Term loans (refer note 7.1)
Employee loans (refer note 7.3)

As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
48,829.08	23,290.80	23,091.57
1.10	0.90	14.15
48,830.18	23,291.70	23,105.72

At fair value through other comprehensive income
Term loans (refer note 7.2)

21,436.67	20,689.41	9,834.60
21,436.67	20,689.41	9,834.60
70,266.85	43,981.11	32,940.32

7.1 Term loans (at amortised cost)

Term loans
(i) Joint Liability Group Loans
(ii) Individual Loans
(iii) Corporate Loans
Total (gross)
Less: Allowance for impairment loss for loan assets
Total (net)

As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
49,702.55	24,473.99	24,554.35
568.43	472.02	343.12
164.45	45.08	12.85
50,435.43	24,991.09	24,910.32
1,606.35	1,700.29	1,818.75
48,829.08	23,290.80	23,091.57

Secured by tangible assets
Unsecured
Total (gross)
Less: Allowance for impairment loss for loan assets
Total (net)

310.00	262.94	343.12
50,125.43	24,728.15	24,567.20
50,435.43	24,991.09	24,910.32
1,606.35	1,700.29	1,818.75
48,829.08	23,290.80	23,091.57

Loans in India

Public sector
Individuals
Corporate loans
Total (gross)
Less: Allowance for impairment loss for loan assets
Total (net)

50,270.98	24,946.01	24,897.47
164.45	45.08	12.85
50,435.43	24,991.09	24,910.32
1,606.35	1,700.29	1,818.75
48,829.08	23,290.80	23,091.57

7.2 Term loans (at fair value through other comprehensive income)

Term loans
Total (gross)
Less: Allowance for impairment loss for loan assets
Total (net)

As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
21,550.49	21,205.27	10,121.31
21,550.49	21,205.27	10,121.31
113.82	515.86	286.71
21,436.67	20,689.41	9,834.60

Secured by tangible assets
Unsecured
Total (gross)
Less: Allowance for impairment loss for loan assets
Total (net)

21,550.49	21,205.27	10,121.31
21,550.49	21,205.27	10,121.31
113.82	515.86	286.71
21,436.67	20,689.41	9,834.60

Loans in India

Public sector
Individuals
Total (gross)
Less: Allowance for impairment loss for loan assets
Total (net)

21,550.49	21,205.27	10,121.31
21,550.49	21,205.27	10,121.31
113.82	515.86	286.71
21,436.67	20,689.41	9,834.60

< This section is left intentionally blank >



Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise)

7.3 Employee loans (at amortised cost)

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Employee loans	1.10	0.90	14.15
Total (gross)	1.10	0.90	14.15
Less: Allowance for impairment loss for loan assets	-	-	-
Total (net)	1.10	0.90	14.15
(i) Key Managerial Personnel	-	-	-
(ii) Other Employees	1.10	0.90	14.15
Total (gross)	1.10	0.90	14.15
Less: Allowance for impairment loss for loan assets	-	-	-
Total (net)	1.10	0.90	14.15

- (i) Refer Note 48(A.6) for expected credit loss disclosures on loan assets
(ii) All loans given to employees are without any security of assets or guarantee
(iii) Refer Note 50 for loans pledged as security

The following table further explains changes in the gross carrying amount of the Loan portfolio to help explain their significance to the changes in the loss allowance for the same portfolio as discussed above:

Portfolio Movement-at Gross for the year ended 31st March 2021

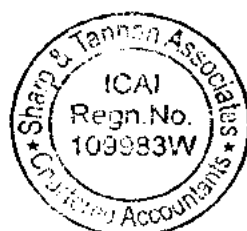
	Stage 1 12 months ECL	Stage 2 life time ECL	Stage 3 life time ECL	Total
Particulars				
Balance as at April 1, 2020	25,133.94	313.47	2,079.04	27,526.45
New assets originated	26,415.67	68.89	11.99	26,496.55
Assets derecognised or repaid (excluding write offs)	(17,318.68)	(63.56)	(294.21)	(17,676.45)
Transfers to Stage 1	6.78	(6.69)	(0.09)	(0.00)
Transfers to Stage 2	(1,547.03)	1,547.58	(0.55)	(0.00)
Transfers to Stage 3	(1,482.82)	(293.18)	1,776.00	-
Amounts written off	-	-	(983.09)	(983.09)
Change in fair value of loan assets	(317.68)	-	-	(317.68)
Balance as at March 31, 2021	30,890.18	1,566.51	2,589.09	35,045.78

Portfolio Movement-at Gross for the year ended 31st March 2022

	Stage 1 12 months ECL	Stage 2 life time ECL	Stage 3 life time ECL	Total
Particulars				
Balance as at April 1, 2021	30,890.18	1,566.51	2,589.09	35,045.78
New assets originated	45,796.29	238.04	54.45	46,088.78
Assets derecognised or repaid (excluding write offs)	(33,308.97)	(668.49)	(671.18)	(34,648.64)
Transfers to Stage 1	166.06	(461.51)	(4.55)	0.00
Transfers to Stage 2	(2,566.96)	2,570.84	(3.87)	0.00
Transfers to Stage 3	(1,060.71)	(603.15)	1,663.87	-
Amounts written off	-	-	(737.80)	(737.80)
Change in fair value of loan assets	449.13	-	-	449.13
Balance as at March 31, 2022	40,665.01	2,642.24	2,890.01	46,197.26

Portfolio Movement-at Gross for the year ended 31st March 2023

	Stage 1 12 months ECL	Stage 2 life time ECL	Stage 3 life time ECL	Total
Particulars				
Balance as at April 1, 2022	40,665.01	2,642.24	2,890.01	46,197.26
New assets originated	79,078.08	127.33	34.87	79,240.28
Assets derecognised or repaid (excluding write offs)	(49,957.94)	(2,624.50)	(14.10)	(52,596.54)
Transfers to Stage 1	29.36	(29.04)	(0.32)	-
Transfers to Stage 2	(378.93)	379.29	(0.37)	-
Transfers to Stage 3	(575.60)	(58.65)	634.25	-
Amounts written off	-	-	(1,402.81)	(1,402.81)
Change in fair value of loan assets	548.84	-	-	548.84
Balance as at March 31, 2023	69,408.82	436.67	2,141.53	71,987.02



Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise)

Reconciliation of Loss Allowance from beginning to end of Reporting year

Loss Allowance Movement-at Gross for the year ended 31st March 2021

Particulars	Stage 1	Stage 2	Stage 3	Total
	12 months ECL	life time ECL	life time ECL	
Balance as at April 1, 2020	576.03	7.12	737.92	1,321.07
New assets originated	373.65	1.60	1.51	376.76
Assets derecognised or repaid (excluding write offs)	(231.26)	(7.63)	(28.42)	(267.31)
Transfers to Stage 1	0.10	(0.23)	(0.06)	(0.18)
Transfers to Stage 2	(34.89)	35.67	(0.43)	0.35
Transfers to Stage 3	(33.69)	(5.16)	676.56	637.70
Change in fair value of loan assets	(98.54)	(0.10)	85.11	(13.52)
Amounts written off	-	-	(336.48)	(336.48)
Balance as at March 31, 2021	551.40	31.27	1,135.71	1,718.38
Additional Credit loss provided by Management	-	-	387.08	387.08
Provision as per Books	551.40	31.27	1,522.79	2,105.46

Loss Allowance Movement-at Gross for the year ended 31st March 2022

Particulars	Stage 1	Stage 2	Stage 3	Total
	12 months ECL	life time ECL	life time ECL	
Balance as at April 1, 2021	551.40	31.27	1,135.71	1,718.38
New assets originated	452.73	3.10	16.66	472.49
Assets derecognised or repaid (excluding write offs)	(206.17)	(0.01)	(132.34)	(338.53)
Transfers to Stage 1	3.50	(7.78)	(1.09)	(5.37)
Transfers to Stage 2	(46.91)	27.17	(0.80)	(20.54)
Transfers to Stage 3	(17.93)	(15.64)	435.11	401.54
Changes to models and inputs used for ECL calculation	(155.67)	9.37	99.30	(47.00)
Amounts written off	-	-	(350.95)	(350.95)
Balance as at March 31, 2022	580.94	47.49	1,201.60	1,830.03
Additional Credit loss provided by Management	-	-	386.12	386.12
Provision as per Books	580.94	47.49	1,587.71	2,216.15

Loss Allowance Movement-at Gross for the year ended 31st March 2023

Particulars	Stage 1	Stage 2	Stage 3	Total
	12 months ECL	life time ECL	life time ECL	
Balance as at April 1, 2022	580.94	47.49	1,201.60	1,830.02
New assets originated	295.19	1.61	39.06	335.86
Assets derecognised or repaid (excluding write offs)	(242.62)	(23.50)	(768.39)	(1,034.51)
Transfers to Stage 1	0.14	(1.07)	(0.23)	(1.16)
Transfers to Stage 2	(10.48)	54.36	(0.46)	43.41
Transfers to Stage 3	(13.26)	(11.32)	614.25	589.68
Changes to models and inputs used for ECL calculation	(226.76)	(13.73)	157.16	(83.34)
Amounts written off	-	-	(44.74)	(44.74)
Balance as at March 31, 2023	383.14	53.84	1,198.24	1,635.21
Additional Credit loss provided by Management	-	-	84.94	84.94
Provision as per Books	383.14	53.84	1,283.18	1,720.16

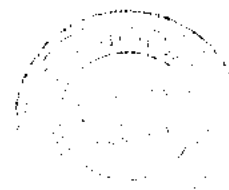
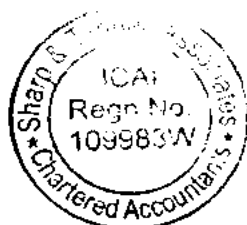
8 Investments

Investments at Carrying value

Investment in Equity shares	0.45
Security Receipts outstanding *	633.14
Total (gross)	633.59
Less: Allowance for impairment loss	-
Total (net)	633.59
Investments in India	633.59
Investments outside India	-
Total (net)	633.59

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Investment in Equity shares	0.45	0.45	0.45
Security Receipts outstanding *	633.14	-	-
Total (gross)	633.59	0.45	0.45
Less: Allowance for impairment loss	-	-	-
Total (net)	633.59	0.45	0.45
Investments in India	633.59	0.45	0.45
Investments outside India	-	-	-
Total (net)	633.59	0.45	0.45

* Investments in Security Receipts are those issued on account of assignment of loans to ARC



Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise)

9 Other Financial Assets

Security deposits (unsecured, considered good)
Employee advances

As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
38.14	30.46	23.46
2.47	3.22	0.39
40.61	33.68	23.85

10 Current Tax Asset (Net)

Advance income tax (net)

As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
104.60	395.45	94.15
104.60	395.45	94.15

11 Deferred Tax Asset (Net)

A. Deferred Tax Asset

Provision for expected credit loss
Adoption of FIR for loan assets
Adoption of Ind AS 116
Others
Total Deferred Tax Asset (a)

As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
562.81	498.92	464.57
132.33	81.04	57.54
50.88	33.78	22.67
100.67	60.30	27.47
846.69	674.04	572.25

B. Deferred Tax Liabilities

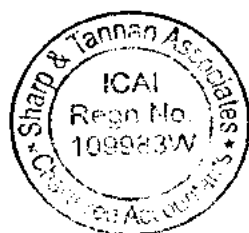
Direct assignment transactions
Adoption of FIR for borrowing cost
Total Deferred Tax Liabilities(b)

As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
(702.43)	(566.69)	(446.92)
(86.51)	(59.60)	(24.98)
(788.93)	(626.29)	(471.90)

Net Deferred Tax Asset (a-b)

57.75 47.75 100.35

< This section is left intentionally blank >



Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise)

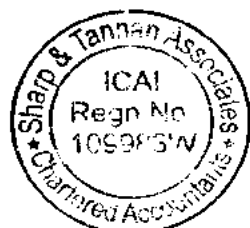
C. Movement in Deferred Tax Asset

Particulars	As at April 1, 2021	Recognised in statement of profit and loss	Recognised in other comprehensive income	As at March 31, 2022	Recognised in statement of profit and loss	Recognised in other comprehensive income	As at March 31, 2023
Tax effect of items constituting deferred tax assets / (liabilities)							
Provision for expected credit loss	464.57	34.35	-	498.92	63.89	-	562.80
Adoption of EIR for loan assets	57.54	23.50	-	81.04	51.29	-	132.33
Direct assignment transactions	(446.92)	(6.73)	(113.05)	(566.69)	2.41	(138.14)	(702.43)
Adoption of EIR for borrowing cost	(24.98)	(34.61)	-	(59.60)	(26.91)	-	(86.51)
Adoption of Ind AS 116	22.67	11.11	-	33.78	17.10	-	50.88
Others	27.47	28.52	4.31	60.30	34.81	5.56	100.67
Total	100.35	56.14	(108.74)	47.75	142.59	(132.58)	57.75

Particulars	As at April 1, 2020	Recognised in statement of profit and loss	Recognised in other comprehensive income	As at March 31, 2021	Recognised in statement of profit and loss	Recognised in other comprehensive income	As at March 31, 2022
Tax effect of items constituting deferred tax assets / (liabilities)							
Provision for expected credit loss	422.06	42.51	-	464.57	34.35	-	498.92
Adoption of EIR for loan assets	49.47	8.07	-	57.54	23.50	-	81.04
Direct assignment transactions	(771.35)	244.52	79.91	(446.92)	(6.73)	(113.05)	(566.69)
Adoption of EIR for borrowing cost	(25.41)	0.43	-	(24.98)	(34.61)	-	(59.60)
Adoption of Ind AS 116	12.23	10.44	-	22.67	11.11	-	33.78
Others	13.68	11.74	2.05	27.47	28.52	4.31	60.30
Total	(299.32)	317.70	81.96	100.35	56.14	(108.74)	47.75

Particulars	As at April 1, 2019	Recognised in statement of profit and loss	Recognised in other comprehensive income	As at March 31, 2020	Recognised in statement of profit and loss	Recognised in other comprehensive income	As at March 31, 2021
Tax effect of items constituting deferred tax assets / (liabilities)							
Provision for expected credit loss	78.64	343.42	-	422.06	42.51	-	464.57
Adoption of EIR for loan assets	59.45	-9.98	-	49.47	8.07	-	57.54
Direct assignment transactions	(583.30)	-173.11	(14.94)	(771.35)	244.52	79.91	(446.92)
Adoption of EIR for borrowing cost	(19.89)	-5.52	-	(25.41)	0.43	-	(24.98)
Adoption of Ind AS 116	-	12.23	-	12.23	10.44	-	22.67
Others	4.18	2.51	6.99	13.68	11.74	2.05	27.47
Total	(460.93)	169.55	(7.95)	(299.32)	317.70	81.96	100.35

< This section is left intentionally blank >



Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise)

12 . Property, Plant and Equipment

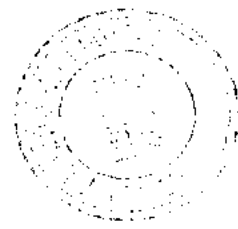
Particulars	Gross carrying amount (at cost)			Accumulated depreciation			Net carrying Amount	
	As at April 1, 2022	Additions	Disposal	As at 31st March, 2023	For the period	Disposal	As at 31st March, 2023	As at 31st March, 2023
Computer and Accessories	97.59	35.30	(0.25)	132.64	18.05	(0.18)	87.00	45.64
Furniture and Fixtures	323.20	100.08	(0.19)	423.09	34.73	(0.15)	123.99	299.10
Office Equipments	245.88	90.71	(4.78)	331.81	48.45	(4.35)	140.65	191.16
Vehicles	0.77	-	-	0.77	0.10	-	0.62	0.15
Electrical fittings	13.65	53.16	(0.36)	66.45	3.52	(0.40)	8.13	58.32
Total	681.08	279.25	(5.57)	954.76	104.85	(5.08)	360.39	594.37

Particulars	Gross carrying amount (at cost)			Accumulated depreciation			Net carrying Amount	
	As at April 1, 2021	Additions	Disposal	As at 31st March, 2022	For the period	Disposal	As at 31st March, 2022	As at 31st March, 2022
Computer and Accessories	77.91	19.89	-0.21	97.59	15.82	(0.18)	69.13	28.46
Furniture and Fixtures	283.31	39.89	-	323.20	28.34	-	89.41	233.79
Office Equipments	202.32	45.70	(2.14)	245.88	39.21	(1.85)	96.55	149.33
Vehicles	0.77	-	-	0.77	0.09	-	0.52	0.24
Electrical fittings	12.41	1.87	(0.62)	13.65	1.24	(0.33)	5.01	8.64
Total	576.72	107.34	(2.98)	681.08	84.71	(2.37)	260.63	420.45

Particulars	Gross carrying amount (at cost)			Accumulated depreciation			Net carrying Amount	
	As at April 1, 2020	Additions	Disposal	As at 31st March, 2021	For the period	Disposal	As at 31st March, 2021	As at 31st March, 2021
Computer and Accessories	75.65	3.02	(0.76)	77.91	17.99	(0.41)	53.49	24.42
Furniture and Fixtures	233.70	49.63	(0.02)	283.31	24.42	(0.02)	61.07	222.24
Office Equipments	147.68	55.99	(1.35)	202.32	34.71	(1.22)	59.19	143.13
Vehicles	0.77	-	-	0.77	0.09	-	0.43	0.33
Electrical fittings	12.57	0.37	(0.53)	12.41	1.26	(0.24)	4.09	8.31
Total	470.36	109.02	(2.66)	576.72	78.47	(1.89)	178.28	398.44



< This section is left intentionally blank >



Muthoot Microfin Limited

Notes forming part of Restated Financial Statements

(All amounts in INR millions, unless stated otherwise)

13 Right-of-use assets and lease liabilities

(i) Property, plant and equipment comprises owned and leased assets that do not meet the definition of investment

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Property, plant and equipment owned	594.38	420.45	398.44
Right-of-use assets	1,121.72	791.19	700.16
	1,716.10	1,211.64	1,098.60

(ii) Carrying value of right of use of assets at the end of the reporting period by class

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Balance as at April 1, 2022	791.19	700.16	720.50
Additions	504.59	239.91	103.17
Deletions	(29.82)	(45.43)	(14.22)
Deletion of Accumulated Depreciation	16.77	19.26	-
Depreciation charge for the year	(161.01)	(122.71)	(109.29)
Balance as at March 31, 2023	1121.72	791.19	700.16

(iii) Movement in lease liabilities

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Balance as at April 1, 2022	913.96	779.89	758.18
Additions	497.32	235.55	101.19
Deletions	(15.51)	(30.67)	(15.78)
Interest on lease liabilities	128.93	96.74	80.82
Payment of lease liabilities	(225.30)	(167.56)	(144.52)
Balance as at March 31, 2023	1,299.40	913.96	779.89

(iv) Maturity analysis of lease liabilities

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Less than one year	272.74	195.58	155.92
One to five years	1,031.32	762.17	628.26
More than five years	592.53	374.74	353.04
Total undiscounted lease liabilities as at March 31, 2023	1,896.59	1,332.49	1,137.22
Current	258.88	741.18	148.02
Non Current	1,040.52	172.78	631.87
Lease liabilities included in the statement of financial position	1,299.40	913.96	779.89

(v) Amounts recognised in profit and loss

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Interest on lease liabilities (refer note 30)	128.93	96.74	80.82
Depreciation of right-of-use assets (refer note 31)	161.01	122.71	109.29
	289.94	219.45	190.11

(vi) Amounts recognised in the statement of cash flows

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Total cash outflow for leases	225.30	167.56	144.52



Muthaot Microfin Limited

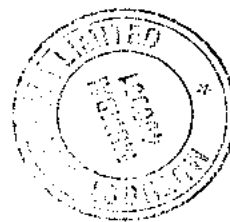
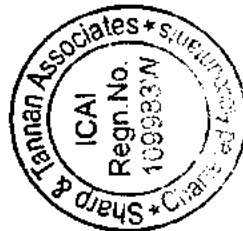
14 Intangible Assets

Particulars	Gross carrying amount (at cost)		Accumulated depreciation		Net carrying Amount	
	As at April 1,2022	As at April 1,2022	As at April 1,2022	As at April 1,2022	As at 31st March, 2023	As at 31st March, 2023
Software	3.13	2.56	-	5.69	2.29	2.77
Total	3.13	2.56	-	5.69	2.29	2.77

Particulars	Gross carrying amount (at cost)		Accumulated depreciation		Net carrying Amount
	As at April 1,2021	As at 31st March ,2022	As at April 1,2021	For the period	As at 31st March ,2022
Software	3.13	-	3.13	1.88	2.29
Total	3.13	-	3.13	1.88	2.29
					0.84

Particulars	Gross carrying amount (at cost)			Accumulated depreciation		Net carrying Amount	
	As at April 1,2020	Additions	Disposal	As at 31st March ,2021	For the period	Disposal	As at 31st March, 2021
Software	3.13	-	-	3.13	1.31	0.57	1.88
Total	3.13	-	-	3.13	1.31	0.57	1.25

< This section is left intentionally blank >



Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise)

15 Other Non Financial Assets

Particulars

Unsecured, considered good
Capital advances
Balance with government authorities
Prepaid expenses
Advances
Total

As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
9.96	9.23	1.69
42.18	32.68	18.01
186.36	18.53	12.84
4.85	16.33	4.27
243.35	76.77	36.81

16 Other payables

Dues to micro, small and medium enterprises (refer note (i) below)
Dues to Creditors other than micro, small and medium enterprises

As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
-	-	-
119.27	75.34	29.19
119.27	75.34	29.19

- (i) Under the Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act") which came into force from October 2, 2006, certain disclosures are required to be made relating to micro, small and medium enterprises. There have been no reported cases of delays in payments to micro and small enterprises or of interest payments due to delays in such payments. The disclosure as required by section 22 of MSMED Act has been given below:

- i) Principal amount remaining unpaid (but within due date as per the Micro, Small and Medium Enterprises Development Act, 2006)
ii) Interest due thereon remaining unpaid
iii) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the period
iv) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Development Act, 2006
v) Interest accrued and remaining unpaid
vi) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises

As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
-	-	-
-	-	-
-	-	-
-	-	-
-	-	-
-	-	-

- (ii) Ageing of trade payables schedule as on 31st March 2023

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 year	
(i) MSME	-	-	-	-	-
(ii) Others	119.27	-	-	-	119.27
(iii) Disputed dues MSME	-	-	-	-	-
(iv) Disputed dues Others	-	-	-	-	-

< This section is left intentionally blank >



Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated other wise)

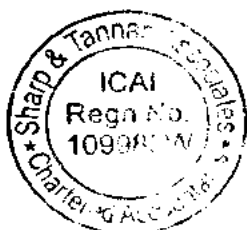
(ii) Ageing of trade payables schedule as on 31st March 2022

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 year	
(i) MSME	-	-	-	-	-
(ii) Others	75.34	-	-	-	75.34
(iii) Disputed dues MSME	-	-	-	-	-
(iv) Disputed dues Others	-	-	-	-	-

(iii) Ageing of trade payables schedule as on 31st March 2021

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 year	
(i) MSME	-	-	-	-	-
(ii) Others	29.19	-	-	-	29.19
(iii) Disputed dues MSME	-	-	-	-	-
(iv) Disputed dues Others	-	-	-	-	-

< This section is left intentionally blank >



Muthoot Microfin Limited**Notes forming part of Restated Financial Statements***(All amounts in INR millions, unless stated otherwise)***17 Debt securities**

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Secured (at amortised cost)			
Redeemable non-convertible debentures (refer note 17A)	13,216.67	6,249.44	4,234.19
	13,216.67	6,249.44	4,234.19
Unsecured (at amortised cost)			
Commercial paper (refer note 17A)	484.84	496.83	290.50
	484.84	496.83	290.50
	13,701.51	6,746.27	4,524.69
Borrowings in India	13,701.51	6,746.27	4,524.69
Borrowings outside India	-	-	-
	13,701.51	6,746.27	4,524.69

18 Borrowings (other than debt securities)

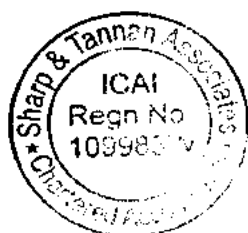
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Borrowings carried at amortised cost			
<u>Term loans (Secured)</u>			
- From banks (refer note 18A)	29,200.07	16,481.93	11,848.61
- From financial institutions (refer note 18A)	11,678.52	11,687.60	8,196.14
- Borrowings under securitisation arrangement (refer note 18A)	8,230.63	4,121.09	4,458.92
- From Financial Institutions in foreign Currency (ECB) (refer note 18A)	2,047.76	-	-
<u>Term loans (Unsecured)</u>			
- From banks	-	-	-
- From financial institutions	73.27	679.23	878.59
	51,230.25	32,969.85	25,382.26
Borrowings in India	49,182.49	32,969.85	25,382.26
Borrowings outside India	2,047.76	-	-
	51,230.25	32,969.85	25,382.26

i) Refer note 18A for interest rates, repayment terms and nature of security of borrowings.

ii) Refer note 50 for details of asset pledged.

19 Subordinated liabilities

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
At amortised cost			
Unsecured term loan			
- From financial institutions (refer note 19A)	-	249.97	249.63
	-	249.97	249.63
Subordinated liabilities in India	-	249.97	249.63
Subordinated liabilities outside India	-	-	-
	-	249.97	249.63



Muthoot Mirrofin Limited

of all amounts to IFR millions, unless stated otherwise.

7A Details of terms & conditions of debt securities

Debt securities S No.	Repayment terms	Interest commencement month	Principal repayment month	Interest rate p.a.	Nature of the security	Outstanding as at		
						March 31, 2023	March 31, 2022	March 31, 2021
1	Principal: Bullet repayment, Interest: Half-yearly	Apr-17	Oct-21	12.30%	Exclusive charge over book debts equivalent to 100% of loan and interest amount.	-	-	699.26
2	Principal: Bullet repayment, Interest: Half-yearly	Mar-18	Sep-23	11.90%	Exclusive charge over book debts equivalent to 100% of loan and interest amount.	749.81	749.39	748.98
3	Principal: Bullet repayment, Interest: Half-yearly	May-20	Nov-24	12.06%	Exclusive charge over book debts equivalent to 100% of loan and interest amount.	699.42	699.07	698.72
4	Principal: Bullet repayment, Interest: Half-yearly	Feb-21	Feb-22	9.50%	Exclusive charge over book debts equivalent to 115% of loan and interest amount.	-	-	993.70
5	Principal: Bullet repayment, Interest: Half-yearly	Feb-21	Feb-22	9.50%	Exclusive charge over book debts equivalent to 115% of loan and interest amount.	-	-	246.00
6	Principal: Bullet repayment, Interest: Half-yearly	May-21	Nov-23 and May-24	12.06%	Exclusive charge over book debts equivalent to 100% of loan and interest amount.	450.00	450.00	450.00
7	Principal: Bullet repayment, Interest: Half-yearly	May-21	May-22	10.50%	Exclusive charge over book debts equivalent to 110% of loan and interest amount.	-	399.72	397.53
8	Principal: Bullet repayment, Interest: Bullet repayment	Jul-21	Jul-21	9.95%	Unsecured	-	-	290.50
9	Principal: Bullet repayment, Interest: Bullet repayment	Dec-22	Dec-22	10.25%	Exclusive charge over book debts equivalent to 110% of loan and interest amount.	-	737.27	-
10	Principal: Bullet repayment, Interest: Bullet repayment	Jul-23	Jul-23	10.50%	Exclusive charge over book debts equivalent to 110% of loan and interest amount.	497.64	489.45	-
11	Principal: Bullet repayment, Interest: Bullet repayment	Mar-24	Mar-24	10.60%	Exclusive charge over book debts equivalent to 110% of loan and interest amount.	1,137.46	1,120.91	-
12	Principal: Bullet repayment, Interest: Bullet repayment	Oct-23	Oct-23	10.40%	Exclusive charge over book debts equivalent to 110% of loan and interest amount.	990.48	977.47	-
13	Principal: Bullet repayment, Interest: Bullet repayment	Sep-23	Sep-23	10.10%	Exclusive charge over book debts equivalent to 110% of loan and interest amount.	643.85	631.16	-
14	Principal: Bullet repayment, Interest: Bullet repayment	Apr-22	Apr-22	9.95%	Unsecured	-	248.64	-
15	Principal: Bullet repayment, Interest: Bullet repayment	Apr-22	Apr-22	9.95%	Unsecured	-	248.19	-



Debt securities		Repayment terms		Interest commencement month	Principal repayment month	Interest rate p.a	Nature of the security	Outstanding as at		
S.No.								March 31, 2021	March 31, 2022	March 31, 2021
16	Principal	Bullet	Interest: Half-yearly	Nov-22	May-25	11.46%	Exclusive charge over book debts equivalent to 105%	379.35	-	-
17	Principal	Bullet	Interest: Half-yearly	Dec-22	Jun-25	11.35%	Exclusive charge over book debts equivalent to 105%	1,119.34	-	-
18	Principal	Half-yearly	Interest: Quarterly	Sep-22	Dec-24, Jun-25 and Jan-24	9.90%	Exclusive charge over book debts equivalent to 100%	929.79	-	-
19	Principal	Bullet	Interest: Quarterly	Jan-24	Jan-24	10.45%	Exclusive charge over book debts equivalent to 110%	984.37	-	-
20	Principal	Bullet	Interest: Quarterly	Apr-24	Apr-24	10.60%	Exclusive charge over book debts equivalent to 110%	684.50	-	-
21	Principal	Bullet	Interest: Quarterly	Jun-24	Jun-24	10.45%	Exclusive charge over book debts equivalent to 110%	982.25	-	-
22	Principal	Bullet	Interest: Quarterly	Jun-24	Jun-24	10.00%	Exclusive charge over book debts equivalent to 110%	984.06	-	-
23	Principal	Half-yearly	Interest: Monthly	Feb-23	Jan-24, Jul-24, Sep-22	11.00%	Exclusive charge over book debts equivalent to 110%	1,082.45	-	-
24	Principal	Bullet	Interest: Quarterly	Sep-22	Sep-22	9.95%	Unsecured	-	-	-
25	Principal	Bullet	Interest: Quarterly	Jul-23	Jul-23	9.65%	Unsecured	484.84	-	-
								13,701.51	6,746.27	4,524.69

18A. Details of terms & conditions of Borrowings (Other than Debt Securities)

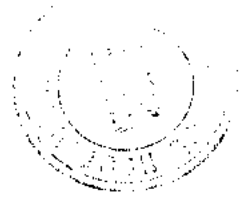
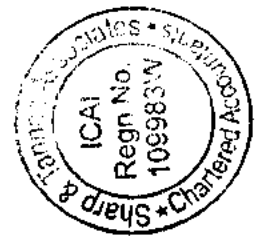
Borrowings (other than debt securities) - from banks (Secured)										Outstanding as at		
S.No.	Repayment terms	No of instalments	Amount per instalment	Repayment commencement month	Interest Type	Interest Rate terms	Nature of the security			March 31, 2021	March 31, 2022	March 31, 2021
1	Quarterly	8	43.75	Dec-18	Variable	MCLR + 2.75%	Exclusive charge over book debts equivalent to 110% of loan amount and Cash margin of 5%			-	-	87.34
2	Quarterly	8	62.30	Jun-20	Variable	MCLR + 3.00%	Exclusive charge over book debts equivalent to 110% of loan amount and Cash margin of 5%			-	-	249.13
3	Monthly	22	31.82	Sep-22	Variable	MCLR03 + 1.85%	Exclusive charge over book debts equivalent to 110% of loan amount and Cash margin of 5%		475.63	-	-	-
4	Monthly	22	2.27	Oct-22	Variable	MCLR03 + 1.85%	Exclusive charge over book debts equivalent to 110% of loan amount and Cash margin of 5%		36.22	-	-	-
5	Monthly	22	28.64	Apr-23	Variable	MCLR03 + 1.85%	Exclusive charge over book debts equivalent to 110% of loan amount and Cash margin of 5%		626.23	-	-	-
6	Quarterly	7	228.57	Aug-19	Fixed	11%	Exclusive charge over book debts equivalent to 110%		-	-	-	228.51
7	Quarterly	7	285.71	Jun-23	Variable	EBR+Spread	Exclusive charge over book debts equivalent to 110% of loan amount and Cash margin of 5%		1,995.55	-	-	-
8	Quarterly	12	29.00	May-21	Variable	MCLR + 4.00%	Exclusive charge over book debts equivalent to 117%		117.81	233.24	-	348.27
9	Quarterly	8	25.00	Oct-22	Variable	MCLR + 300 bps	Exclusive charge over book debts equivalent to 110% of loan amount and Cash margin of 5%		149.51	-	-	-
10	Monthly	30	50.00	Mar-20	Variable	MCLR+2.35%	Exclusive charge over book debts equivalent to 113% of loan amount and Cash margin of 5%		-	349.41	-	946.01
11	Monthly	36	6.90	Oct-17	Variable	MCLR + 2.50%	Exclusive charge over book debts equivalent to 105% of loan amount and Cash margin of 5%		-	-	-	11.82
12	Monthly	33	7.23	Oct-18	Variable	MCLR + 1.40%	Exclusive charge over book debts equivalent to 100% of loan amount		-	-	-	57.83
13	Monthly	24	16.67	Nov-19	Variable	MCLR+1.91%	Exclusive charge over book debts equivalent to 100% of loan amount		-	-	-	199.81
14	Monthly	36	8.06	May-19	Variable	MCLR + 155 bps	Exclusive charge over book debts equivalent to 105% of loan amount and Cash margin of 5%		-	8.06	-	104.42
15	Monthly	24	20.83	Dec-22	Variable	3M MCLR+Spread	Exclusive charge over book debts equivalent to 110% of loan amount and Cash margin of 5%		412.41	-	-	-
16	Monthly	24	20.83	Feb-23	Variable	3M MCLR+Spread	Exclusive charge over book debts equivalent to 110% of loan amount and Cash margin of 5%		454.63	-	-	-
17	Monthly	21	4.76	Mar-21	Fixed	9.75%	Exclusive charge over book debts equivalent to 105% of loan amount		-	38.06	-	95.05



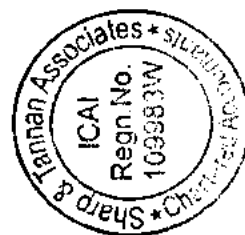
Notes forming part of Restated Financial Statements
(All amounts in '000 millions, unless stated otherwise)



Borrowings (other than debt securities) - from banks (Secured)						Outstanding as at			
S No.	Repayment terms	No of instalments	Amount per instalment	Repayment commencement	Interest Type	Interest Rate terms	Nature of the security	March 31, 2023	March 31, 2022
42	Quarterly	4	125.00	Aug-20	Variable	MCLR + Applicable margin	Cash margin of 5%	-	124.87
43	Quarterly	4	62.50	Jun-21	Variable	MCLR + Applicable margin	Exclusive charge over book debts equivalent to 105% of loan amount and Cash margin of 5%	-	248.77
44	Yearly	1	200.00	Oct-21	Variable	MCLR + Applicable margin	Exclusive charge over book debts equivalent to 105% of loan amount and Cash margin of 5%	-	200.00
45	Yearly	1	175.00	Nov-21	Variable	MCLR + Applicable margin	Exclusive charge over book debts equivalent to 105% of loan amount and Cash margin of 5%	-	175.00
46	Yearly	1	125.00	Dec-21	Variable	MCLR + Applicable margin	Exclusive charge over book debts equivalent to 105% of loan amount and Cash margin of 5%	-	125.00
47	Yearly	1	375.00	Mar-22	Variable	MCLR + Applicable margin	Exclusive charge over book debts equivalent to 105% of loan amount and Cash margin of 5%	-	375.00
48	Monthly	24	20.83	Oct-22	Variable	Repo rate + Spread	Exclusive charge over book debts equivalent to 110% of loan amount	383.27	-
49	Monthly	24	41.67	Oct-22	Variable	3M MCLR + Spread	Exclusive charge over book debts equivalent to 110% of loan amount	767.95	-
50	Monthly	21	7.14	May-20	Variable	Base rate + 4.90%	Exclusive charge over book debts equivalent to 110% of loan amount	-	71.27
51	Bullet payment	1	-	Jun-22	Variable	9.75%	Exclusive charge over book debts equivalent to 105% of loan amount and Cash margin of 5%	187.50	-
52	Monthly	24	10.42	Jul-21	Variable	10.75%	Exclusive charge over book debts equivalent to 110% of loan amount and Cash margin of 5%	31.22	155.54
53	Monthly	21	10.42	Jul-22	Variable	T Bill Rate + Spread	Exclusive charge over book debts equivalent to 110% of loan amount and Cash margin of 5%	155.99	-
54	Monthly	36	12.44	Sep-21	Variable	EBMR + 7.74%	Exclusive charge over book debts equivalent to 110% of loan amount	194.80	313.68
55	Monthly	24	27.92	Jan-23	Variable	FBLR + Spread	Exclusive charge over book debts equivalent to 110% of loan amount	380.00	-
56	Monthly	32	13.63	Jan-22	Variable	MCLR + 1%	Exclusive charge over book debts equivalent to 110% of loan amount and Cash margin of 5%	264.41	449.60
57	Monthly	36	27.80	Oct-21	Variable	MCLR + 1.25%	Exclusive charge over book debts equivalent to 110% of loan amount	496.54	824.21
58	Monthly	24	11.67	Oct-21	Variable	MCLR + 2.1%	Exclusive charge over book debts equivalent to 110% of loan amount and Cash margin of 5%	69.46	207.04
59	Monthly	33	40.61	Jan-22	Variable	MCLR + 1.2%	Exclusive charge over book debts equivalent to 110% of loan amount and Cash margin of 5%	-	1,807.40
60	Monthly	36	27.78	Oct-21	Variable	MCLR - 2%	Exclusive charge over book debts equivalent to 110% of loan amount and Cash margin of 5%	498.58	829.48
61	Monthly	35	42.86	Oct-22	Variable	MCLR + Spread	Exclusive charge over book debts equivalent to 117% of loan amount and Cash margin of 5%	1,231.54	-
62	Bullet payment	1	62.50	Oct-22	Variable	9.75%	Exclusive charge over book debts equivalent to 105% of loan amount and Cash margin of 5%	62.50	-
63	Quarterly	8	100.00	Feb-22	Variable	8.75%	Exclusive charge over book debts equivalent to 105% of loan amount and Cash margin of 5%	299.75	698.38
64	Bullet payment	1	200.00	Nov-22	Variable	9.75%	Exclusive charge over book debts equivalent to 105% of loan amount and Cash margin of 5%	-	200.00
65	Monthly	24	12.92	Jan-22	Variable	MCLR + 2.1%	Exclusive charge over book debts equivalent to 105% of loan amount	102.62	267.09

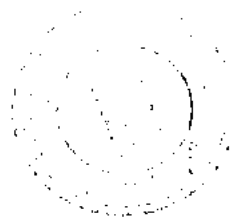


Borrowings (other than debt securities) - from banks (Secured)							Outstanding as at			
S.No.	Repayment terms	No of instalments	Amount per instalment	Repayment commencement month	Interest Type	Interest Rate terms	Nature of the security	March 31, 2023	March 31, 2022	March 31, 2021
66	Monthly	24	20.83	Feb-23	Variable	MCLR+ 1.00%	Exclusive charge over book debts equivalent to 110% of loan amount.	450.69	-	-
67	Quarterly	7	178.57	Jul-22	Variable	BB-EER + 2.56%	Exclusive charge over book debts equivalent to 105% of loan amount	534.42	1,244.67	-
68	Quarterly	7	107.14	Sep-22	Variable	BB-EER + 2.56%	Exclusive charge over book debts equivalent to 105% of loan amount	427.59	746.30	-
69	Monthly	22	68.18	Mar-22	Variable	MCLR + 1.50%	Exclusive charge over book debts equivalent to 110% of loan amount and Cash Margin 5%	612.25	1,424.41	-
70	Monthly	24	20.90	Feb-22	Variable	Repo rate + 6.25%	Exclusive charge over book debts equivalent to 110% of loan amount and Cash Margin 5%	206.78	455.05	-
71	Half Yearly	5	100.00	Nov-22	Variable	MCLR + 0.85%	Exclusive charge over book debts equivalent to 110% of loan amount	399.14	498.08	-
72	Quarterly	10	25.00	Jan-23	Variable	Repo rate + 5.85%	Exclusive charge over book debts equivalent to 110% of loan amount, Cash margin of 5%.	223.80	-	-
73	Quarterly	8	87.30	Feb-24	Fixed	10.10%	Exclusive charge over book debts equivalent to 105% of loan amount, Cash margin of 5%.	687.30	-	-
74	Monthly	24	20.83	Mar-22	Variable	MCLR + Spread	Exclusive charge over book debts equivalent to 100% of loan amount	228.22	475.89	-
75	Monthly	24	16.67	Mar-23	Variable	3M MCLR + Spread	Exclusive charge over book debts equivalent to 100% of loan amount	380.75	-	-
76	Bullet payment	1	412.50	Jan-23	Variable	9.75%	Exclusive charge over book debts equivalent to 105% of loan amount and Cash Margin 5%	-	412.50	-
77	Monthly	24	20.83	Jul-22	Variable	RRLR + 330bps	Exclusive charge over book debts equivalent to 100% of loan amount	312.08	498.61	-
78	Monthly	30	30.00	Sep-22	Variable	9.50%	Exclusive charge over book debts equivalent to 110% of loan amount and Cash margin of 5%.	397.35	497.05	-
79	Monthly	21	119.05	Jul-23	Variable	MCLR+120bps spread	Exclusive charge over book debts equivalent to 110% of loan amount	2,500.00	-	-
80	Monthly	23	31.25	Jun-22	Fixed	10.50%	Exclusive charge over book debts equivalent to 110% of loan amount	436.94	748.06	-
81	Monthly	24	16.67	Feb-23	Fixed	11.10%	Exclusive charge over book debts equivalent to 110% of loan amount	365.89	-	-
82	Monthly	24	4.17	May-23	Fixed	11.50%	Exclusive charge over book debts equivalent to 110% of loan amount	100.00	-	-
83	Bullet payment	1	375.00	Apr-22	Variable	9.75%	Exclusive charge over book debts equivalent to 105% of loan amount and Cash Margin 5%	-	375.00	-
84	Quarterly	8	237.50	May-23	Fixed	10.60%	Exclusive charge over book debts equivalent to 105% of loan amount, Cash margin of 5%.	1,895.33	-	-
85	Bullet Payment	1	300.00	Feb-24	Fixed	10.50%	Exclusive charge over book debts equivalent to 105% of loan amount, Cash margin of 5%.	299.27	-	-
86	Monthly	36	27.78	Apr-23	Variable	1Y MCLR + 2.50%	Exclusive charge over book debts equivalent to 111% of loan amount, Cash margin of 10%.	997.28	-	-

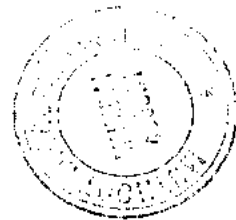
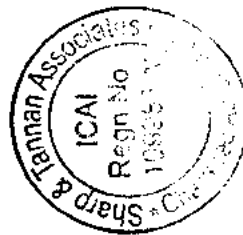


Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise)

Borrowings (other than debt securities) - from financial institutions (Secured)							Outstanding as at			
S No.	Repayment terms	No of installments	Amount per installment	Repayment commencement month	Interest Type	Interest Rate terms	Nature of the security	March 31, 2024	March 31, 2023	March 31, 2021
87	Quarterly	12	33.34	Jun-21	Fixed	11%	Exclusive charge over book debts equivalent to 105% of loan amount and Cash margin of 5%	133.14	266.14	398.92
88	Monthly	24	20.83	Jan-21	Variable	Mas PLR - 4.7%	Exclusive charge over book debts equivalent to 110% of loan amount and Cash margin of 5%	-	186.74	433.31
89	Monthly	24	12.50	Jan-23	Variable	MAS PLR-5.60%	Exclusive charge over book debts equivalent to 110% of loan amount/Cash margin of 5%	262.25	-	-
90	Monthly	24	8.33	Feb-23	Variable	MAS PLR-5.60%	Exclusive charge over book debts equivalent to 110% of loan amount/Cash margin of 5%	183.16	-	-
91	Monthly	33	30.30	Jan-19	Variable	Interest + Spread	Cash margin of 10%	-	-	181.30
92	Monthly	28	35.72/35.56	Mar-20	Variable	Interest + Spread	Exclusive charge over book debts equivalent to 100% of loan amount	-	106.91	333.11
93	Monthly	11	750.00	Jan-19	Variable	As per RBI norms	Exclusive charge over book debts equivalent to 110% of loan amount	199.88	399.33	1,248.79
94	Half Yearly	11	375.00	Jul-19	Variable	As per RBI norms	Exclusive charge over book debts equivalent to 110% of loan amount	149.90	249.75	999.18
95	Half Yearly	11	7.50	Jan-20	Variable	As per RBI norms	Exclusive charge over book debts equivalent to 112.74% of loan amount	88.00	275.00	605.00
96	Yearly	2	1,900.00	Dec-21	Fixed	7.03%	Exclusive charge over book debts equivalent to 112% of loan amount and Cash Margin of 10%	-	310.00	1,700.00
97	Monthly	30	33.33	Jan-19	Fixed	12%	Cash margin of 2.50%	-	-	99.96
98	Monthly	30	66.66	Sep-20	Fixed	12%	Cash margin of 10.00%	-	732.81	1,331.01
99	Monthly	24	9.31	May-21	Fixed	10.75%	Exclusive charge over book debts equivalent to 110% of loan amount and Cash margin of 5%	10.12	114.25	198.91
100	Quarterly	12	12.50	Jun-21	Fixed	12%	Exclusive charge over book debts equivalent to 110% of loan amount and Cash margin of 5%	49.89	99.78	149.61
101	Annually	36	35.00	Jun-19	Fixed	12%	Exclusive charge over book debts equivalent to 105% of loan amount	-	-	116.64
102	Monthly	24	10.42	Sep-21	Variable	CCCI LTR +/- applicable margin	Exclusive charge over book debts equivalent to 115% of loan amount	52.05	176.71	-
103	Annually	2	1400 & 600	Jul-22	Fixed	7% & 9.25%	Exclusive charge over book debts equivalent to 113% of loan amount and Cash margin of 10%	-	2,000.00	-
104	Quarterly	11	272.73	Jun-23	Fixed	10.95%	Exclusive charge over book debts equivalent to 110% of loan amount/Cash margin of 5%	2,999.49	-	-
105	Quarterly	3	43.75	Feb-22	Fixed	11.50%	Exclusive charge over book debts equivalent to 110% of loan amount	131.00	304.50	-
106	Monthly	24	16.67	Feb-22	Variable	MAS PLR - 5.15%	Exclusive charge over book debts equivalent to 110% of loan amount and Cash margin of 5%	166.33	365.08	-
107	Monthly	36	4.26	May-22	Fixed	11.10%	Exclusive charge over book debts equivalent to 110% of loan amount and Cash margin of 5%	94.47	129.38	-
108	Monthly	36	4.92	May-22	Fixed	11.10%	Exclusive charge over book debts equivalent to 110% of loan amount and Cash margin of 5%	109.00	149.28	-
109	Monthly	36	0.66	May-22	Fixed	11.10%	Exclusive charge over book debts equivalent to 110% of loan amount and Cash margin of 5%	14.53	19.90	-
110	Monthly	10	100.00	May-22	Variable	Repo Rate + 2%	Exclusive charge over book debts equivalent to 110% of loan amount	-	999.02	-
111	Monthly	30	33.33	Aug-22	Variable	Repo Rate + 6%	Exclusive charge over book debts equivalent to 100% of loan amount and Cash Margin 10%	733.01	1,000.00	-



Borrowings (other than debt securities) - from financial institutions (Secured)						Outstanding as at		
S.No.	Repayment terms	No of installments	Amount per installment	Repayment commencement	Interest Type	Interest Rate terms	Nature of the security	
112	Monthly	33	60.68	Jun-22	Fixed	5.15%	Exclusive charge over book debts equivalent to 100% of loan amount	March 31, 2023
113	Quarterly	8	18.75	May-22	Fixed	11.50%	Exclusive charge over book debts equivalent to 110% of loan amount	1,385.16
114	Quarterly	8	43.75	Dec-22	Fixed	11.50%	Exclusive charge over book debts equivalent to 111% of loan amount	74.81
115	Quarterly	12	25.00	Jun-22	Fixed	11.40%	Exclusive charge over book debts equivalent to 110% of loan amount and Cash margin of 5%	261.40
116	Quarterly	11	45.45	May-23	Fixed	11.50%	Exclusive charge over book debts equivalent to 110% of loan amount	201.38
117	Monthly	12	88.62	May-22	Fixed	11.50%	Exclusive charge over book debts equivalent to 110% of loan amount	496.94
118	Quarterly	12	25.00	Jun-22	Fixed	11.00%	Exclusive charge over book debts equivalent to 110% of loan amount	995.07
119	Monthly	21	9.52	Aug-22	Fixed	10.75%	Exclusive charge over book debts equivalent to 110% of loan amount and Cash margin of 5%	103.00
120	Monthly	21	14.29	Sep-22	Fixed	10.75%	Exclusive charge over book debts equivalent to 110% of loan amount	122.90
121	Monthly	21	23.81	May-23	Variable	PLR-975 bps	Exclusive charge over book debts equivalent to 110% of loan amount	199.73
122	Monthly	24	25.00	Aug-22	Variable	FFR+Spread	Exclusive charge over book debts equivalent to 113% of loan amount	497.83
123	Monthly	24	18.33	Jul-22	Variable	LTLR-8.80%	Exclusive charge over book debts equivalent to 110% of loan amount	412.15
124	Monthly	24	10.42	Aug-22	Variable	3M T Bill +4.85%	Exclusive charge over book debts equivalent to 105% of loan amount and Cash margin of 5%	273.08
125	Monthly	24	10.42	Mar-23	Variable	3M T Bill +4.85%	Exclusive charge over book debts equivalent to 105% of loan amount and Cash margin of 5%	166.05
126	Monthly	24	12.50	Oct-22	Fixed	11.75%	Exclusive charge over book debts equivalent to 110% of loan amount	238.12
127	Monthly	24	31.25	Apr-23	Fixed	11.00%	Exclusive charge over book debts equivalent to 110% of loan amount	231.07
128	Monthly	24	8.33	Oct-22	Variable	MAS PLR-5.60%	Exclusive charge over book debts equivalent to 110% of loan amount and Cash margin of 5%	750.00
129	Monthly	24	12.50	Feb-23	Variable	LTLR+Spread	Exclusive charge over book debts equivalent to 110% of loan amount	149.69
								373.23

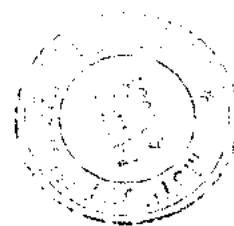


Muthoot Microfin Limited

(All amounts in N.R. millions, unless stated otherwise)

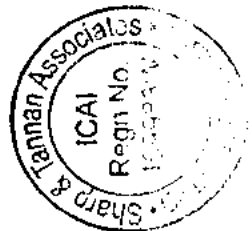
Borrowings (other than debt securities) - from financial institutions (Unsecured)							Outstanding as at	
US\$ No.	No of instalments	Amount per instalment	Repayment commencement month	Interest Type	Interest Rate terms	Nature of the security	March 31, 2023	March 31, 2022
130	Monthly	24	18.92	Aug-21	Variable	Unsecured	73.27	276.42
131	Monthly	24	47.31	Jan-21	Variable	Unsecured	402.81	878.59

Borrowings (other than debt securities) - under securitization arrangements							Outstanding as at			
S No.	Repayment terms	No of instalments	Amount per instalment	Repayment commencement month	Interest Type	Interest Rate terms	Nature of the security	March 31, 2023	March 31, 2022	March 31, 2021
132	Monthly	18	Based on Actual collection	Jan-21	Fixed	9.75%	Exclusive charge over book debts equivalent to 110% of loan amount and Cash margin of 8%		107.60	764.15
133	Monthly	24	Based on Actual collection	Jan-21	Fixed	9.25% and 12%	Exclusive charge over book debts equivalent to 108.30% of loan amount and Cash margin of 10%		34.51	366.70
134	Monthly	15	Based on Actual collection	Apr-21	Fixed	9.00%	Exclusive charge over book debts equivalent to 106.0% of loan amount and Cash margin of 10%		103.96	511.67
135	Monthly	15	Based on Actual collection	Apr-21	Fixed	8.75% and 12%	Exclusive charge over book debts equivalent to 108.0% of loan amount and Cash margin of 8%		77.82	520.08
136	Monthly	17	Based on Actual collection	Apr-21	Fixed	9.25%	Exclusive charge over book debts equivalent to 110.0% of loan amount and Cash margin of 7.25%		538.16	2,296.32
137	Monthly	17	Based on Actual collection	Jun-21	Fixed	9.15%	Exclusive charge over book debts equivalent to 108.70% of loan amount and Cash margin of 12%		225.94	
138	Monthly	21	Based on Actual collection	Sep-21	Fixed	9.60%	Exclusive charge over book debts equivalent to 111.11% of loan amount and Cash margin of 10%		666.26	
139	Monthly	18	Based on Actual collection	Nov-21	Fixed	9.15%	Exclusive charge over book debts equivalent to 108.68% of loan amount and Cash margin of 12%		295.97	
140	Monthly	17	Based on Actual collection	Nov-21	Fixed	9.20%	Exclusive charge over book debts equivalent to 111.21% of loan amount and Cash margin of 10%		355.83	
141	Monthly	19	Based on Actual collection	Jan-22	Fixed	9.15%	Exclusive charge over book debts equivalent to 108.70% of loan amount and Cash margin of 12%	25.44	335.76	
142	Monthly	20	Based on Actual collection	Jan-22	Fixed	9.15%	Exclusive charge over book debts equivalent to 108.70% of loan amount and Cash margin of 12%		504.71	
143	Monthly	18	Based on Actual collection	Feb-22	Fixed	9.50%	Exclusive charge over book debts equivalent to 111.72% of loan amount and Cash margin of 10%	69.14	866.38	
144	Monthly	18	Based on Actual collection	Jun-22	Fixed	9.15%	Exclusive charge over book debts equivalent to 111% of loan amount and Cash margin of 10%	209.69		



Borrowings (other than debt securities) - under securitisation arrangements							Outstanding as at	
S.No.	Repayment terms	No of instalments	Amount per instalment	Repayment commencement month	Interest Type	Interest Rate terms	Nature of the security	
143	Monthly	18	Based on Actual collection	Jul-22	Fixed	9.50%	Exclusive charge over book debts equivalent to 111% of loan amount, Cash margin of 10%	21-Feb-00
146	Monthly	18	Based on Actual collection	Aug-22	Fixed	9.50%	Exclusive charge over book debts equivalent to 111% of loan amount, Cash margin of 10%	266.38
147	Monthly	17	Based on Actual collection	Aug-22	Fixed	9.50%	Exclusive charge over book debts equivalent to 114% of loan amount, Cash margin of 8%	290.79
148	Monthly	17	Based on Actual collection	Oct-22	Fixed	9.75%	Exclusive charge over book debts equivalent to 111% of loan amount, Cash margin of 12.50%	211.62
149	Monthly	17	Based on Actual collection	Sep-22	Fixed	9.25%	Exclusive charge over book debts equivalent to 114% of loan amount, Cash margin of 10%	338.62
150	Monthly	17	Based on Actual collection	Oct-22	Fixed	9.60%	Exclusive charge over book debts equivalent to 114% of loan amount, Cash margin of 7.4%	554.04
151	Monthly	15	Based on Actual collection	Dec-22	Fixed	9.85%	Exclusive charge over book debts equivalent to 114% of loan amount, Cash margin of 9.5%	940.72
152	Monthly	17	Based on Actual collection	Jan-23	Fixed	9.25%	Exclusive charge over book debts equivalent to 114% of loan amount, Cash margin of 7.5%	575.23
153	Monthly	18	Based on Actual collection	Mar-23	Fixed	9.25%	Exclusive charge over book debts equivalent to 114% of loan amount, Cash margin of 5.5%	729.28
154	Monthly	17	Based on Actual collection	Apr-23	Fixed	9.25%	Exclusive charge over book debts equivalent to 114% of loan amount, Cash margin of 5.5%	2,751.96
								1,267.23
								49,234.53
								33,146.56
								25,382.26

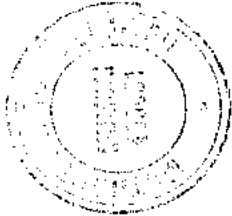
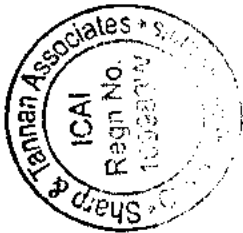
External Commercial Borrowing					Outstanding as at	
S.No.	Repayment terms	Interest commencement month	Principal repayment month	Interest rate p.a	Nature of the security	
1	Principal Yearly, Interest Half-yearly	Apr-23	Oct-23, Oct-25 and Nov-24, Nov-25	SOFR plus 500	Exclusive charge over book debts equivalent to 110%	#REF!
2	Principal Yearly, Interest Half-yearly	May-23		SOFR plus 500	Exclusive charge over book debts equivalent to 110%	1,232.10
						813.66
						2,047.76



19A Details of terms & conditions of Subordinated Liabilities

Subordinated liabilities						Outstanding as at		
S.No.	Repayment terms	Interest commencement month	Principal repayment month	Interest rate p.a	Nature of the security	March 31, 2023	March 31, 2022	March 31, 2021
1	Principal: Bullet repayment;Interest: Monthly	Aug-16	Apr-22	13.75%	Unsecured	-	249.57	249.63
						-	249.57	249.63

< This section is left intentionally blank >



Muthoot Microfin Limited**Notes forming part of Restated Financial Statements***(All amounts in INR millions, unless stated other wise)***20 Other financial Liabilities**

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Interest accrued but not due on borrowings	946.80	299.75	255.97
Employee related payable	211.77	152.41	108.66
Payables towards securitisation/assignment transactions	907.17	109.62	1,142.95
Others	516.96	931.02	381.03
Total	2,582.70	1,492.80	1,888.61

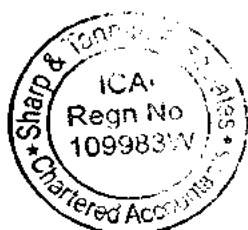
21 Provisions

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Provision for employee benefits			
Gratuity (refer note 45)	34.00	37.42	30.33
Compensated absences (refer note 45)	2.13	11.96	16.05
Total	36.13	49.38	46.38

22 Other Non Financial Liabilities

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Statutory dues payable	64.24	51.22	38.93
Total	64.24	51.22	38.93

< This section is left intentionally blank >



Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated other wise)

23 Equity share capital

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Authorised share capital			
150,000,000 Equity shares of ₹ 10 each (March 31, 2022: 150,000,000; March 31, 2021: 150,000,000)	1,500.00	1,500.00	1,500.00
50,000,000 Compulsorily convertible preference shares of ₹ 10 each (March 31, 2022: 50,000,000; March 31, 2021: 50,000,000)	500.00	500.00	500.00
	2,000.00	2,000.00	2,000.00
Issued, subscribed and fully paid up share capital			
116,837,249 Equity shares of ₹ 10 each (March 31, 2022: 114,170,602; March 31, 2021: 114,170,502)	1,168.38	1,141.71	1,141.71
23,360,260 Compulsorily Convertible Preference Shares of ₹ 10 each (March 31, 2022: 19,161,733; March 31, 2021: Nil)	233.60	191.62	-
	1,401.98	1,333.33	1,141.71

(i) Rights, preferences and restrictions attached to equity shares:

The company has equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors in any financial year is subject to the approval of the shareholders in the ensuing annual general meeting, except interim dividend. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. The equity shares shall be transferable subject to the provisions contained in the articles of association and in the agreements entered / to be entered into with the investors / shareholders from time to time.

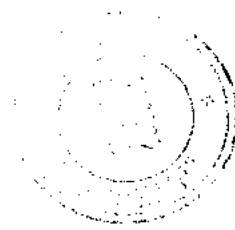
(ii) Reconciliation of equity shares outstanding at the beginning and at the end of the year

(vi) Reconciliation of equity shares outstanding at the beginning and at the end of the year

	As at March 31, 2023		As at March 31, 2022		As at March 31, 2021	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Equity share capital of Rs. 10 each fully paid up						
Balance at the beginning of the year	11,41,70,602	1,141.71	11,41,70,502	1,141.71	11,41,70,502	1,141.71
Add: Issued during the year	26,66,647	26.67	100	0.00	-	-
Balance at the end of the year	11,68,37,249	1,168.38	11,41,70,602	1,141.71	11,41,70,502	1,141.71

(iii) Rights, preferences and restrictions attached to compulsorily convertible preference shares:

The company has issued Compulsorily Convertible Preference Shares (CCPS) having a par value of ₹ 10 per share. Each holder of CCPS is entitled to one vote per Equity Share on an As Converted Basis (with the Share Capital being calculated on an As Converted Basis). The holders of the CCPS shall be entitled to receive on their respective CCPS, a cumulative dividend at the rate of 0.801% (zero point zero zero one per-cent) of the face value of each CCPS per annum. The Company shall convert all the CCPS into Equity Shares if at any time the Company proposes to undertake a Qualified IPO.



Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated other wise)

(iv) Reconciliation of compulsorily convertible preference shares outstanding at the beginning and at the end of the year

	As at March 31, 2023		As at March 31, 2022		As at March 31, 2021	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Preference share capital of Rs. 10 each fully paid up						
Balance at the beginning of the year	1,91,61,733	191.62	-	-	-	-
Add: Issued during the year	41,98,527	41.99	1,91,61,733	191.62	-	-
Balance at the end of the year	2,33,60,260	233.60	1,91,61,733	191.62	-	-

(v) Shares held by the holding company

	As at March 31, 2023		As at March 31, 2022		As at March 31, 2021	
	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding
Muthoot Fincorp Limited	8,45,44,263	72.36%	7,26,25,449	63.61%	7,26,25,449	63.61%

(vi) Shareholders holding more than 5% of shares of the Company as at balance sheet date:

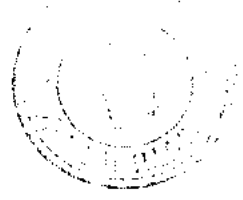
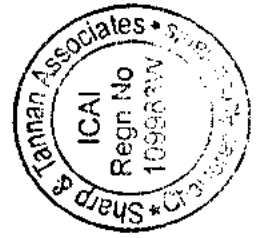
	As at March 31, 2023		As at March 31, 2022		As at March 31, 2021	
	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding
Muthoot Fincorp Limited	8,45,44,263	72.36%	7,26,25,449	63.61%	7,26,25,449	63.61%
Creation Investments India LLC	1,30,06,778	11.13%	1,30,06,778	11.39%	1,30,06,778	11.39%
Thomas Muthoot	35,36,959	3.04%	63,50,459	5.56%	63,50,459	5.56%
Thomas George Muthoot	35,43,909	3.03%	63,27,160	5.54%	63,27,160	5.54%
Thomas John Muthoot	35,44,831	3.03%	63,28,806	5.54%	63,28,806	5.54%

Compulsorily Convertible Preference Shares of Rs.10 each
Greater Pacific Capital WTV Ltd.

	2,33,60,260	100.00%	1,91,61,833	100.00%	-	0.00%
--	-------------	---------	-------------	---------	---	-------

(vii) Shareholding of promoters as at balance sheet date:

	As at March 31, 2023			As at March 31, 2022			As at March 31, 2021		
	No. of shares	% of Total Shares	% Change during the year	No. of shares	% of Total Shares	% Change during the year	No. of shares	% of Total Shares	% Change during the year
Muthoot Fincorp Ltd	8,45,44,263	72.36%	8.75%	7,26,25,449	63.61%	-9.15%	7,26,25,449	63.61%	0.00%
Thomas John Muthoot	35,44,831	3.03%	-2.51%	63,28,806	5.54%	-0.79%	63,28,806	5.56%	0.00%
Thomas George Muthoot	35,43,909	3.03%	-2.51%	63,27,160	5.54%	-0.79%	63,27,160	5.54%	0.00%
Thomas Muthoot	35,36,959	3.04%	-2.52%	63,50,459	5.56%	-0.80%	63,50,459	5.54%	0.00%
Preethi John	15,13,904	1.30%	-1.07%	27,02,867	2.37%	-0.34%	27,02,867	2.37%	0.00%
Nina George	15,14,826	1.30%	-1.07%	27,04,513	2.37%	-0.34%	27,04,513	2.37%	0.00%
Remy Thomas	15,01,776	1.29%	-1.06%	26,81,214	2.35%	-0.34%	26,81,214	2.35%	0.00%
	9,97,20,468	85.35%	-1.99%	9,97,20,468	87.34%	-12.55%	9,97,20,468	87.34%	0.00%



Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise)

Note: The Company has issued 26,66,647 equity shares and 41,98,527 Compulsory Convertible Preference Shares (CCPS) (Both fully Paid up) during the Financial Year 2022-23, 100 equity shares and 191,61,733 Compulsory Convertible Preference Shares (CCPS) (Both fully Paid up) during the Financial Year 2021-22 and no equity or preference shares have been issued by the Company during the Financial Year 2020-21.

(viii) The Company has neither allotted any shares fully paid up pursuant to any contract without payment being received in cash, nor issued any fully paid up bonus shares and there has been no buy-back of shares in the current year and five years immediately preceding the balance sheet date

(ix) Company has implemented Employee stock option plan from 2016 to reward employees for their association with the Company, their performance as well as to attract, retain and motivate employees to contribute to the growth and profitability of the Company. Company grants the ESOP options to the employees through MML Employee Welfare Trust in which MML issues the designated number of options to ESOP trust which is borrowing for Trust and from thereon based on the conditions of vesting and exercise, once the employee exercises the amount payable will be routed through Trust. At the end of Reporting period, balances of MML employee Welfare trust are consolidated to books of the Muthoot Microfin Ltd.

Options held by ESOP Trust as on the reporting date

(x) Refer note 49 for disclosures related to capital management of the company.

24 Other equity

Securities premium
Reserve fund u/s 43-IC of RBI Act 1934
Employee stock options outstanding
Loan assets through other comprehensive income
Retained earnings
Treasury shares
General reserve

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
	34,68,511	8,01,864	10,16,364

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
	9,473.77	8,452.14	4,988.74
	1,120.50	792.72	697.92
	54.34	12.23	9.66
	1,103.62	692.92	356.83
	3,393.95	2,099.37	1,732.98
	(297.56)	(25.40)	(32.19)
	7.89	8.48	3.25
	14,856.51	12,032.46	7,757.19

Nature and purpose of reserves

Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
	8,452.14	4,988.74	4,988.74
	245.49	0.02	-
	776.14	3,542.24	-
	-	(78.86)	-
	9,473.77	8,452.14	4,988.74

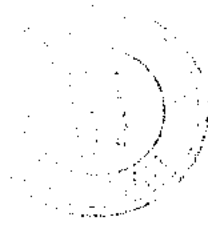
Opening Balance

Premium on issue of equity shares during the period

Premium on issue of compulsory convertible preference shares during the period

Less: Utilised during the year for share issue expenses

Closing Balance



Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise)

Reserve fund u/s 45-1C of RBI Act 1934

The company creates a reserve fund in accordance with the provisions of section 45-1C of the Reserve Bank of India Act, 1934 and transfers therein an amount of equal to/more than twenty per cent of its net profit of the year, before declaration of dividend. Accordingly, during the year, the Company has transferred an amount of INR 327.78 Million (March 31, 2022 : INR 94.80 million, March 31, 2021: INR 14.11 million).

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Opening Balance	792.72	697.92	683.81
Amount transferred from surplus in Profit and Loss Account	327.78	94.80	14.11
Closing Balance	1,120.50	792.72	697.92

Employee stock options outstanding

The account is used to recognise the grant date value of options issued to employees under Employee stock option plan and adjusted as and when such options are exercised or otherwise expire.

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Opening Balance	12.23	9.66	11.09
Changes during the year in employee stock outstanding	42.11	9.04	3.65
Proceeds on transfer during the year	-	(6.47)	(5.08)
Closing Balance	54.34	12.23	9.66

Loan assets through other comprehensive income

The Company recognises changes in the fair value of loan assets held with business objective of collect and sell in other comprehensive income. These changes are accumulated within the FVOCI debt investments reserve within equity. The company transfers amounts from this reserve to the statement of profit and loss when the loan assets are sold. Any impairment loss on such loans are reclassified immediately to the statement of profit and loss.

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Opening Balance	692.92	356.83	594.38
Other Comprehensive Income	548.84	449.13	-317.46
Income Tax relating to items of other comprehensive income	(138.14)	(113.05)	79.91
Closing Balance	1,103.62	692.92	356.83



Muthoot Microfin Limited

Notes forming part of Restated Financial Statements (All amounts in INR millions, unless stated other wise)

Retained earnings

All the profits or losses made by the company are transferred to retained earnings from statement of profit and loss.

Opening Balance
Profit for the year
Transfer to Reserve Fund u/s 45-IC of RBI Act 1934
Provision for proposed dividend
Provision for tax on proposed dividend
Other comprehensive income
Income Tax related to items of other Comprehensive Income
Closing Balance

As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
2,099.37	1,732.98	1,682.64
1,638.89	473.98	70.54
(327.78)	(94.80)	(14.11)
-	(0.00)	-
(22.09)	(0.00)	-
5.56	(17.14)	(8.14)
3,393.95	2,099.37	1,732.98

Treasury shares

Treasury shares represents company's own equity shares held by employee welfare trust.

Opening Balance
Proceeds on Transfer during the year
Closing Balance

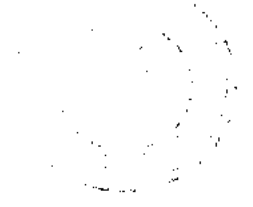
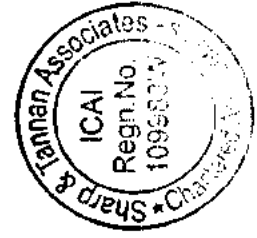
As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
(25.40)	(32.19)	(32.19)
(272.16)	6.79	-
(297.56)	(25.40)	(32.19)

General reserve

Represents the profits or losses made by the employee welfare trust on account of issue or sale of treasury stock.

Opening Balance
Proceeds on Transfer during the year
Adjustment on consolidation of ESOP Trust
Closing Balance

As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
8.48	3.25	(0.25)
-	6.47	5.08
(0.60)	(1.24)	(1.58)
7.89	8.48	3.25



Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated other wise)

25 Interest Income

On financial Asset measured at amortised cost

Interest on loan portfolio

Interest on deposits from Banks

On financial assets measured at fair value through other comprehensive income

Interest on loan assets

For the Year Ended March 31, 2023	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
10,313.32	6,399.18	5,660.28
178.51	125.97	153.98
2,414.62	761.08	413.58
12,906.45	7,286.23	6,227.84

26 Fees and Commission Income

Facilitation Fees

Income from business correspondence services

For the Year Ended March 31, 2023	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
148.23	53.12	5.62
25.00	8.46	26.49
173.22	61.59	32.11

27 Net gain on Fair value changes

Gain on sale of loan assets recognised through Profit and Loss Account

For the Year Ended March 31, 2023	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
1,115.37	910.31	409.25
1,115.37	910.31	409.25

28 Income from Investments

Income from Investments

Realised

Unrealised

For the Year Ended March 31, 2023	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
83.35	58.29	169.95
83.35	58.29	169.95
83.35	58.29	169.95

29 Other Income

Interest income on security deposits

Bad debt recovered

Miscellaneous income

For the Year Ended March 31, 2023	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
3.31	3.23	2.15
143.59	71.17	101.27
28.90	29.95	17.72
175.80	104.35	121.14

30 Finance costs

On financial liabilities measured at amortised cost

Interest on borrowings (other than debt securities)

Interest on debt securities

Interest on subordinated liabilities

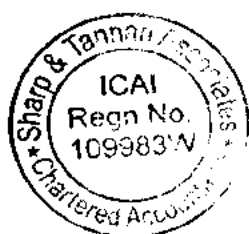
Interest cost on lease liabilities (Refer Note 13)

For the Year Ended March 31, 2023	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
4,063.02	2,639.77	2,498.05
1,295.20	630.41	379.78
2.95	34.63	34.63
128.93	96.74	80.82
5,490.10	3,401.55	2,993.28

31 Fees and commission expenses

Fees and commission expenses

For the Year Ended March 31, 2023	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
275.41	178.49	97.36
275.41	178.49	97.36



Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise)

32 Impairment on financial instruments

Loans

- Write off
- Waive off
- Provision for impairment on loan assets

For the Year Ended March 31, 2023	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
1,402.81	737.80	983.09
476.59	263.04	128.28
353.78	110.69	210.87
2,233.18	1,111.53	1,322.24

33 Employee benefits expenses

- Salaries and wages
- Contribution to provident and other funds
- Share based payments
- Gratuity and compensated absence
- Staff welfare expenses

For the Year Ended March 31, 2023	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
2,876.80	2,115.03	1,661.33
234.01	186.28	147.97
42.11	9.04	3.65
17.67	36.93	38.26
54.99	23.53	19.69
3,225.58	2,370.81	1,870.90

34 Depreciation and amortisation

- Depreciation (refer note 12)
- Depreciation on right-of-use assets (refer note 13)
- Amortisation (refer note 14)

For the Year Ended March 31, 2023	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
104.57	84.72	78.47
161.01	122.71	109.29
0.48	0.41	0.57
266.06	207.84	188.33

35 Other expenses

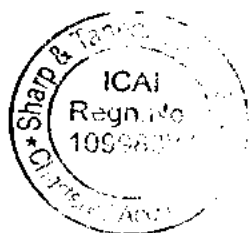
- Rent
- Rates and taxes
- Repairs and maintenance - others
- Communication expenses
- Printing and stationery
- Marketing expenses
- Auditors' remuneration
 - Statutory audit
 - Limited review
 - Tax audit
 - Other certifications
- Reimbursement of expenses
- Legal and professional charges
- Traveling and conveyance
- Software support charges
- Power and fuel
- Office expenses
- Corporate social responsibility expenses*
- Miscellaneous expenses

For the Year Ended March 31, 2023	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
23.52	10.21	11.28
6.04	5.53	3.75
14.69	6.81	3.93
70.83	47.50	33.58
31.77	20.55	12.36
13.54	10.24	11.42
4.36	4.36	3.82
2.29	1.53	1.31
0.55	0.55	0.44
0.33	0.33	0.33
0.22	0.22	0.11
149.18	57.23	74.49
347.76	217.35	101.49
45.78	40.92	54.66
28.32	17.86	16.74
37.82	25.36	19.48
6.23	19.95	26.95
61.18	25.48	23.51
844.41	511.98	400.15

Details of Corporate social Responsibility expenditure

- 35A.** a) Gross Amount of Expenditure required to be spent for the financial period
 b) Amount approved by the Board to be spent during the period
 c) Amount spent during the year
 d) Shortfall/excess at the end of the year
 e) Total of previous years shortfall
 f) Related Party Transactions

For the Year Ended March 31, 2023	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
6.23	19.95	26.95
6.23	19.95	26.95
6.23	19.95	26.95
-	-	-
-	-	11.54
6.23	19.95	38.49



Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise)

Nature of CSR Activities carried out

Nature of Activity	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
a) Promoting health care including preventive health care	4.00	4.71	4.00
b) Disaster Management, including Relief, Rehabilitation and Reconstruction Activities	-	0.22	0.26
c) Promoting Education among Children	-	0.03	-
d) Training to promote rural sports, nationally recognised sports, paraolympic sports and olympic sports	0.48	15.00	30.73
e) Contribution towards Prime Minister's Citizens Assistance and Relief in Emergency Situations Fund	-	-	3.50
f) Empowering woman/enhancing vocational skills among women	1.75	-	-

36 Tax expense

	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
Current tax	679.91	224.05	347.29
Deferred tax	(142.59)	(36.14)	(317.72)
	537.32	167.91	29.57

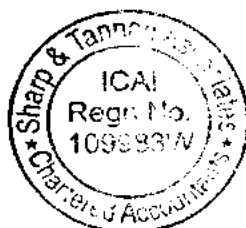
The reconciliation of estimated income tax expense at statutory income tax rate to income tax expense reported in statement of profit and loss is as follows:

Profit before tax	2,128.70	647.21	90.55
Statutory income tax rate	25.17%	25.17%	25.17%
Expected income tax expense	535.75	162.89	22.80
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense			
Tax effect of permanent difference on fair value change of preference shares	-	-	-
Tax on expense not eligible for deduction	1.57	5.02	6.77
Tax effect of change in tax rate	-	-	-
Deferred tax liability relating to earlier years	-	-	-
Impact of different tax rate on certain items	-	-	-
Others	-	-	-
Total income tax expense	537.32	167.91	29.57

37 Earnings per share (basic and diluted)

	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
Net profit for the year	1,638.89	473.98	70.54
Weighted-average number of equity shares for basic EPS	115.51	114.17	114.17
Weighted-average number of equity shares adjusted for the effect of dilution	136.77	119.28	114.17
Par value per share	10.00	10.00	10.00
Earnings per share - Basic	14.19	4.15	0.62
Earnings per share - Diluted	11.98	3.97	0.62

< This section is left intentionally blank >



Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(INR in millions, unless stated other wise)

38 Transactions in Foreign currency, as restated

A.Expenditure in foreign currency, as restated

(USD in \$)

Particulars	As at 31 March					
	2023		2022		2021	
	Amount in USD	Amount in INR	Amount in USD	Amount in INR	Amount in USD	Amount in INR
Traveling and conveyance expenses	5,226	0.43	1,478	0.11	1,039	0.08
Legal and professional charges	40,000	3.31	-	-	-	-
software support charges	-	-	930	0.07	1,860	0.14
Data management fees (included under miscellaneous expenses)	3,000	0.23	3,000	0.22	3,000	0.23

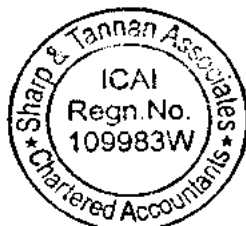
A.Income in foreign currency, as restated

Particulars	As at 31 March					
	2023		2022		2021	
	Amount in USD	Amount in INR	Amount in USD	Amount in INR	Amount in USD	Amount in INR
Income from Sale of Carbon Free Credit	9,341	0.63	1,49,380	9.62	47,585	2.94

Note:

To be read together with significant accounting policies, impact of adjustments and notes to the restated financial information.

< This section is left intentionally blank>



Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise)
39 Maturity analysis of assets and liabilities

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled:

	As at March 31, 2023			As at March 31, 2022			As at March 31, 2021		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
	months	months		months	months		months	months	
Assets									
Financial assets									
Cash and cash equivalents	7,594.55	-	7,594.55	7,058.27	-	7,058.27	5,190.76	-	5,190.76
Bank balances other than cash and cash equivalents	1,596.94	2,312.64	3,909.58	1,865.40	1,075.49	2,940.89	1,088.84	1,170.19	2,259.03
Other receivables	707.28	14.82	722.10	133.88	33.85	167.73	92.91	-	92.91
Loans	43,459.47	26,807.38	70,266.85	28,601.19	15,379.92	43,981.11	21,908.45	11,031.87	32,940.32
Investments	-	633.59	633.59	-	0.45	0.45	-	0.45	0.45
Other financial assets	6.07	34.54	40.61	5.79	27.89	33.68	0.85	23.00	23.85
Non-financial assets									
Current tax assets (net)	-	104.60	104.60	-	395.45	395.45	-	94.15	94.15
Deferred tax asset (net)	-	57.75	57.75	-	47.75	47.75	-	100.35	100.35
Property, plant and equipment	-	594.37	594.37	-	420.45	420.45	-	398.44	398.44
Right of use assets	178.37	943.35	1,121.72	656.64	134.55	791.19	-	700.16	700.16
Other intangible assets	-	2.92	2.92	-	0.84	0.84	-	1.25	1.25
Other non-financial assets	242.68	0.67	243.35	76.77	-	76.77	36.81	-	36.81
Total	53,785.36	31,506.63	85,291.99	38,397.94	17,516.64	55,914.58	28,318.62	13,519.96	41,838.48
Liabilities									
Financial liabilities									
Payables	-	-	-	-	-	-	-	-	-
Other payables	-	-	-	-	-	-	-	-	-
total outstanding dues to micro enterprises and small enterprises	-	-	-	-	-	-	-	-	-
total outstanding dues to creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-	-	-
Debt securities	119.27	-	119.27	75.54	-	75.54	29.19	-	29.19
Borrowings (other than debt securities)	7,058.89	6,642.62	13,701.51	2,074.41	4,671.83	6,746.27	2,226.51	2,298.18	4,524.69
Subordinated liabilities	30,222.93	21,007.32	51,230.25	20,694.74	12,275.11	32,969.85	18,052.63	7,329.63	25,382.26
Lease liability	-	-	-	249.97	-	249.97	-	249.63	249.63
Other financial liabilities	258.88	1,040.52	1,299.40	741.18	172.78	913.96	148.02	631.87	779.89
Non financial liabilities									
Deferred tax liability (net)	-	-	-	-	-	-	-	-	-
Provisions	-	36.13	36.13	-	49.38	49.38	-	46.38	46.38
Other non financial liabilities	64.24	-	64.24	51.22	-	51.22	38.93	-	38.93
Total	40,231.75	28,801.75	69,033.50	25,379.71	17,169.09	42,548.79	22,383.89	10,555.69	32,939.58



Muthoot Microfin Limited

Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise)

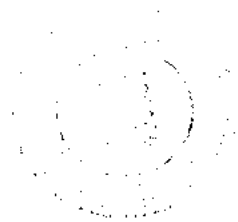
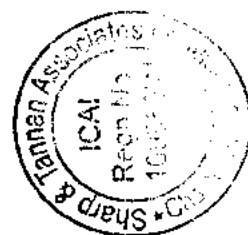
40 Reconciliation of liabilities from financing activities

	Cash flow			Non-cash		
	As at April 1, 2022	Additions	Payment	Interest Expense	Additions to lease liabilities	Deletions to lease liabilities and amortisation
Debt securities	6,746.27	9,091.27	(2,121.26)	-	-	(14.77)
Borrowings (other than debt securities)	32,969.84	49,487.43	(31,134.86)	-	-	(92.16)
Subordinated liabilities	249.98	-	(250.00)	-	-	0.03
Lease liabilities	913.96	-	(225.30)	128.93	497.32	(15.51)
Total liabilities from financial activities	40,890.05	58,578.70	(33,731.44)	128.93	497.32	(106.91)
						66,231.16

	Cash flow			Non-cash		
	As at April 1, 2021	Additions	Payment	Interest Expense	Additions to lease liabilities	Deletions to lease liabilities and amortisation
Debt securities	4,524.69	5,019.44	(2,709.11)	-	-	(88.75)
Borrowings (other than debt securities)	25,382.26	28,694.72	(21,058.00)	-	-	(49.13)
Subordinated liabilities	249.63	-	-	-	-	0.35
Lease liabilities	779.89	-	(167.56)	96.74	235.55	(30.67)
Total liabilities from financial activities	30,936.47	33,714.16	(23,934.68)	96.74	235.55	(137.53)
						40,890.05

	Cash flow			Non-cash		
	As at April 1, 2020	Additions	Payment	Interest Expense	Additions to lease liabilities	Deletions to lease liabilities and amortisation
Debt securities	2,144.91	2,390.50	-	-	-	(10.72)
Borrowings (other than debt securities)	26,819.31	14,075.00	(15,524.08)	-	-	12.03
Subordinated liabilities	249.28	-	-	-	-	0.35
Lease liabilities	758.18	-	(144.52)	80.82	101.19	(15.78)
Total liabilities from financial activities	29,971.68	16,465.50	(15,668.59)	80.82	101.19	(15.78)
						30,936.47

< This section is left intentionally blank >



Muthoot Microfin Limited

Notes forming part of Restated Financial Statements

(All amounts in INR millions, unless stated otherwise)

41. Additional Regulatory information as per MCA notification dated March 24, 2021

- The Company doesn't have any immovable property whose title deeds are not held in the name of the Company.
- Investments made by the Company is carried at amortized cost in the financials
- The Company has not revalued its Property, Plant and Equipment (including Right-of-Use Assets) during the FY 2022-23
- The Company has not revalued its intangible assets during the FY 2022-23
- The Company has not given any loans or advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are a) repayable on demand; or b) without specifying any terms or period of repayment
- Capital Work in Progress & Intangible Assets under Development are nil for current year & Previous years.
- The company doesn't hold any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder and no proceedings have been initiated or pending against the company for the same.
- Quarterly returns or statements of current assets filed by the Company with banks or financial institutions in connection with the borrowings from them are in agreement with the books of accounts.
- The Company has not made any default in repayment of its financial obligations and is not declared wilful defaulter by any bank or financial institution or other lender.
- The company doesn't have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 360 of Companies Act, 1956.
- There is no charges or satisfaction to be registered with ROC beyond the statutory period.
- The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- The Company has not traded/invested in crypto currency or virtual currency for the current financial year and previous years.
- The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- The Company has not received any fund from any person(s) or entity(ies) including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

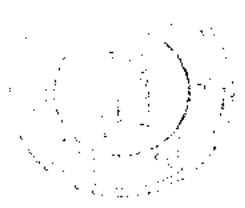
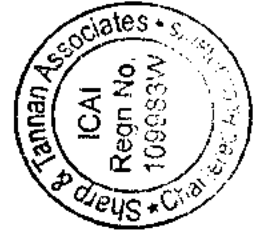
(xvii) Liquidity Coverage Ratio:-

High Quality Liquid Assets

Cash in hand
Balances with banks in current account
Balance with cash collection agents
Term deposits with residual maturity of 3 months or less with scheduled banks

As at 31st March 2023		As at 31st March 2022		As at 31st March 2021	
Unweighted value	Weighted Value	Unweighted value	Weighted Value	Unweighted value	Weighted Value
17.34	17.34	46.81	46.81	0.47	0.47
2,713.55	2,713.55	4,891.79	4,891.79	3,051.76	3,051.76
38.01	38.01	48.59	48.59	37.28	37.28
4,805.65	4,805.65	2,071.08	2,071.08	2,101.25	2,101.25
7,594.55	7,594.55	7,058.27	7,058.27	5,190.76	5,190.76

< This section is left intentionally blank >



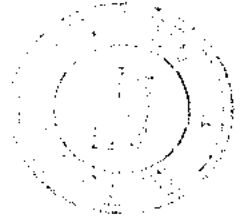
Muthoot Microfin Limited

Notes forming part of Restated Financial Statements

(All amounts in INR millions, unless stated otherwise)

	As at 31st March 2023			As at 31st March 2022			As at 31st March 2021		
	Unweighted value	Weighted Value		Unweighted value	Weighted Value		Unweighted value	Weighted Value	
Cash Outflow									
Deposits	-	-	-	-	-	-	-	-	-
Unsecured retail funding	6,497.72	7,472.38	2,534.38	2,914.53	2,914.53	1,525.06	1,525.06	1,753.82	
Secured retail funding	1.11	1.28	102.02	117.32	117.32	35.19	35.19	40.47	
Outflows related to derivative exposures and other collateral requirements	-	-	-	-	-	-	-	-	
Outflows related to loss of funding on debt products	-	-	-	-	-	-	-	-	
Credit and liquidity facilities	-	-	-	-	-	-	-	-	
Other contractual funding obligations	1,704.74	1,960.45	1,787.68	2,055.83	2,055.83	1,528.53	1,528.53	1,757.81	
Other contingent funding obligations	-	-	-	-	-	-	-	-	
	<u>8,203.57</u>	<u>9,434.10</u>	<u>4,424.07</u>	<u>5,087.68</u>	<u>5,087.68</u>	<u>3,088.78</u>	<u>3,088.78</u>	<u>3,552.10</u>	
Cash Inflows									
Unsecured Lending	2,992.66	2,244.50	2,023.84	1,517.88	1,517.88	1,588.86	1,588.86	1,191.64	
Inflows from fully performing exposures	-	-	-	-	-	-	-	-	
Other cash inflows	-	-	-	-	-	-	-	-	
	<u>2,992.66</u>	<u>2,244.50</u>	<u>2,023.84</u>	<u>1,517.88</u>	<u>1,517.88</u>	<u>1,588.86</u>	<u>1,588.86</u>	<u>1,191.64</u>	
75% of Stressed Outflows		<u>7,075.38</u>			<u>3,815.76</u>			<u>2,664.07</u>	
Total Net Cash Outflows		<u>7,189.60</u>			<u>3,569.80</u>			<u>2,360.45</u>	
Liquidity Coverage Ratio		<u>105.63%</u>			<u>197.72%</u>			<u>219.91%</u>	

< This section is left intentionally blank >



42 Share based payments

The Company has implemented Employee Stock Option Plan 2016 ("ESOP 2016") and Muthoot Microfin Limited Employee Stock Option Plan 2022 ("ESOP 2022"). The objective is to reward employees for their association with the Company, their performance as well as to attract, retain and motivate employees to contribute to the growth and profitability of the Company.

Details of ESOP trust and plan:

Particulars	ESOP 2016			ESOP 2022
	Grant-1	Grant-2	Grant-3	Grant-1
Date of grant	December 5, 2016	February 22, 2018	November 9, 2021	November 4, 2022
Date of Board Meeting where ESOP was approved	December 5, 2016	February 22, 2018	November 9, 2021	November 4, 2022
Date of Committee Meeting where grant of options were approved	December 5, 2016	February 22, 2018	November 9, 2021	November 4, 2022
No. of options granted	1,443,864 (including 28,250 options lapsed due to resignation of employees)	Total ESOP 2016 is 1,415,614 shares.		2,465,500 Shares
Method of settlement	Equity			
Vesting conditions	The actual vesting of options will depend on continuation to hold the services being provided to the Company at the time of exercise of options and such other conditions as mentioned in the ESOP Scheme.			
Vesting period	Option will be vested at the End of year 1: 25% from the grant of option End of year 2: 25% from the grant of option End of year 3: 25% from the grant of option End of year 4: 25% from the grant of option			
Exercise period	Vested Options can be exercised by the employees by giving in writing on or prior to a Liquidity event (Liquidity event means Listing of shares on any recognized stock exchange in India; or Any other event, which the Committee may designate as a Liquidity Event).			
Pricing Formula	The market price was in accordance with the valuation of a registered valuer.			

Details of grant and exercise of such options are as follows:

Particulars	ESOP 2016			ESOP 2022		
	Grant - 1	Grant - 2	Grant - 3	Grant - 1	Grant - 1	Grant - 1
No. of options granted	6,65,000	2,99,000	4,79,864	24,65,500		
Date of grant of options	December 5, 2016	February 22, 2018	November 9, 2021	November 4, 2022		
No. of employee to whom such options were granted	4	62	37	106		
Exercise Price*	14.00	67.00	67.00	77.20	77.20	151.00
Financial year	2022-23	2021-22	2020-21	2022-23	2021-22	2020-21
No. of employees who have exercised the option	4	35	52	-	-	-
No. of options exercised	1,66,250	48,250	66,750	-	-	-

*Based on the valuation of a registered valuer. As per ESOP 2016, exercise price shall be equal to the fair market value as on the date of grant of options.

< This section is left intentionally blank >



Muthoot Microfin Limited

Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise)

Summary of options granted under the plan:

Particulars	As at March 31, 2023		As at March 31, 2022		As at March 31, 2021	
	No. of options	Weighted average exercise price (INR)	No. of options	Weighted average exercise price (INR)	No. of options	Weighted average exercise price (INR)
Outstanding options at the beginning of the year	7,85,864	61.96	5,64,750	35.63	5,64,750	35.63
Granted during the year	24,65,500	151.00	4,79,864	77.20	-	-
Forfeited during the year	24,625	70.69	44,250	66.69	-	-
Expired during the year	-	-	2,14,500	25.85	-	-
Expired/lapsed during the year	-	-	-	-	-	-
Outstanding options at the end of the year	32,26,739	129.48	7,85,864	61.96	5,64,750	35.63
Shares Not Granted Under ESOP Plan at the end of the year	2,41,772	-	16,000	-	4,31,614	-
Number of equity shares of INR 10 each fully paid up to be issued on exercise of option exercisable at the end of the year	34,68,511	-	8,01,864	-	10,16,364	-
	4,01,341	-	3,66,000	-	4,61,750	-

Share options outstanding at the end of the year having the following expiry date and exercise price:

Share options outstanding at the end of the year having the following expiry date and exercise price.						
Grant Date	Grant date	Expiry date	Exercise price /NIR	Share options March 31, 2023	Share options March 31, 2022	Share options March 31, 2021
Grant-1 of ESOP 2016	05-12-2016	04-06-2021	14.00	1,66,250	1,66,250	3,32,500
Grant-2 of ESOP 2016	22-02-2018	22-02-2022	67.00	1,24,500	1,39,750	2,32,250
Grant-3 of ESOP 2016	09-11-2021	08-11-2025	77.20	4,70,489	4,79,864	-
Grant-1 of ESOP 2022	04-11-2022	09-11-2026	151.00	24,65,500	-	-
Total				32,26,739	7,85,864	5,64,750
Weighted average remaining contractual life of options outstanding at the end of the year (in years)				3.13	2.20	2.18

The Commission has: 2022: N.P. 312.11 millions (March 31, 2022) - N.P. 30.95 million (recoverable from Muthoot Welfare Trust pursuant to ESOP schemes).

The fair value of the options was estimated on the date of grant using the Black-Scholes model with the following significant assumptions:

The fair value of the options was estimated on the date of grant using the Black-Scholes model with the following significant assumptions:				
Particulars	Grant 1 ESOP 2016	Grant 2 ESOP 2016	Grant 3 ESOP 2016	Grant 1 ESOP 2022
Vesting period	4 years	4 years	4 years	4 years
Exercise price	14.00	67.20	77.20	151.00
Expected volatility (%) ^a	56.49%	49.98%	50.53%	52.28%
Expected option life (in years)	6.25	6.25	5.00	5.00
Expiry date	June 4, 2021	February 22, 2022	November 8, 2025	November 3, 2026
Share price at grant date	18.50	66.69	77.20	130.96
Expected dividends yield	-	-	-	-
Risk free interest rate	6.29%	7.58%	5.62%	7.34%

*The observed volatility was determined based on historical volatility data of a comparable company whose shares are listed on the National Stock Exchange of India Limited

The expected remaining useful life of the equipment was determined by comparing the expected remaining useful life of the equipment with the expected remaining useful life of the equipment.

43 Operating Segments

Operating segments
The company is primarily engaged in business of micro finance and the business activity falls within one operating segment, as this is how the chief operating decision maker of the Company looks at the operations. All activities of the Company revolve around the main business. Hence the disclosure requirement of Indian Accounting Standard 106 of "Segment Reporting" is not considered applicable.



44 Transfer of financial assets

Transferred financial assets that are derecognised in their entirety

During the year ended March 31, 2023, the Company has sold some loans and advances measured at fair value through other comprehensive income as per assignment deals, as a source of finance. As per the terms of these deals, since substantial risks and rewards related to these assets were transferred to the buyer, the assets have been derecognised from the Company's balance sheet.

The Company has assessed the business model under Ind AS 109 "Financial Instruments" and consequently the financial assets are measured at fair value through other comprehensive income.

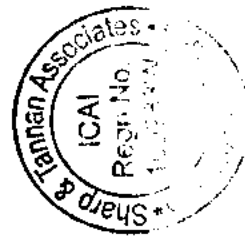
The gross carrying value of the loan assets derecognised during the year ended March 31, 2023 amounts to INR 18,322.48 millions (March 31, 2022: INR 16,391.08 millions, March 31, 2021 : 7,659.93 millions) and the gain from derecognition during the year ended March 31, 2023 amounts to INR 1,363.16 millions (March 31, 2022: INR 1,130.79 millions, March 31, 2021 : 427.33 millions)

Transferred financial assets that are not derecognised in their entirety

In the course of its micro finance or lending activity, the company makes transfers of financial assets, where legal rights to the cash flows from the asset are passed to the counterparty and where the company retains the rights to the cash flows but assumes a responsibility to transfer them to the counterparty.

Securitisation	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Carrying value and fair value of securitised assets	8,233.01	3,849.71	4,100.35
Carrying value and fair value of associated liabilities	8,256.39	4,130.42	4,470.12

< This section is left intentionally blank >



Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise)

45 Employee benefit obligations

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Defined benefit plans			
Gratuity	34.00	37.42	30.33
Leave encashment	2.13	11.96	16.05

A. Gratuity

(i) The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employee's last drawn basic salary per month computed proportionately for 15 days multiplied by the number of years of service.

(ii) Amount recognised in the statement of profit and loss

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Current service cost	24.97	23.28	20.14
Interest cost (net)	2.32	1.72	2.15
Actuarial loss/(gain) recognised during the year	22.09	17.14	8.14
Amount recognised in total comprehensive income	49.38	42.14	30.43

(iii) Movement in the present value of defined benefit obligation recognised in the balance sheet

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Present value of defined benefit obligation as at the beginning of the year	140.22	102.25	76.92
Current service cost	24.97	23.28	20.14
Interest cost	8.68	5.88	4.35
Benefits paid	(18.21)	(8.80)	(7.68)
Actuarial loss/(gain)	22.80	17.61	8.52
Present value of defined benefit obligation as at the end of the year	178.46	140.22	102.25

(iv) Movement in the plan assets recognised in the balance sheet

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Fair value of plan assets at the beginning of the year	102.80	71.92	38.78
Expected return on plan assets	6.36	4.16	2.20
Contributions by employer	52.80	35.05	38.24
Benefits paid	(18.21)	(8.80)	(7.68)
Actuarial (loss)/gain	0.71	0.47	0.38
Fair value of plan assets at the end of the year	144.46	102.80	71.92

(v) Reconciliation of present value of defined benefit obligation and the fair value of assets:

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Present value of funded obligation as at the end of the year	178.46	140.22	102.25
Fair value of plan assets as at the end of the period funded status	144.46	102.80	71.92
Funded net liability recognised in balance sheet	34.00	37.42	30.33

(vi) Actuarial (gain)/loss recognised in other comprehensive income:

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Actuarial loss/(gain) on assets	(0.71)	(0.47)	(0.38)
Actuarial (gain)/loss on liabilities			
Actuarial (gain)/loss from change in demographic assumption	(4.56)	(3.60)	7.17
Actuarial (gain)/loss from change in financial assumption	(2.32)	(2.15)	(0.44)
Actuarial (gain)/loss from experience adjustment	29.68	23.36	1.79
Total Actuarial (gain)/loss on liabilities	22.80	17.61	8.52
Total actuarial (gain)/loss	22.09	17.14	8.14



Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise)

(vii) Actuarial assumptions used for determination of the liability of the Company:

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Discount rate	7.30%	6.19%	5.79%
Rate of increase in compensation levels	7.75%	7.00%	7.00%
Attrition rate			
Field employees	37.05%	33.58%	29.28%
Other than field employees	29.59%	21.49%	19.80%
Retirement age	60 years	60 years	60 years
Expected average remaining working lives of employees (in years)	32.76	32.86	33.08

Notes to actuarial assumptions:

- Gratuity is payable to the employees on death or resignation or on retirement at the attainment of superannuation age.
- These assumptions were developed by management with the assistance of independent actuarial appraisers. Discount factors are determined close to each year-end by reference to government bonds and that have terms to maturity approximating to the terms of the related obligation. Other assumptions are based on management's historical experience.
- The discount rate is based on the prevailing market yield of Government of India bonds as at the balance sheet date for the estimated terms of obligations.
- The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant

(viii) Sensitivity analysis for gratuity liability

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Present value of obligation at the end of the year	178.46	140.22	102.25
a) Impact of change in discount rate			
- Impact due to increase of 0.50%	(1.99)	(2.25)	(1.93)
- Impact due to decrease of 0.50%	2.05	2.34	2.01
b) Impact of change in salary increase			
- Impact due to increase of 1%	3.94	4.50	3.89
- Impact due to decrease of 1%	(3.81)	(4.28)	(3.67)
c) Impact of change in attrition rate			
- Impact due to increase of 5%	(4.20)	(4.83)	(5.12)
- Impact due to decrease of 5%	4.69	5.49	6.03

The above sensitivity analysis is based on a change an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied which was applied while calculating the defined benefit obligation liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to previous year.

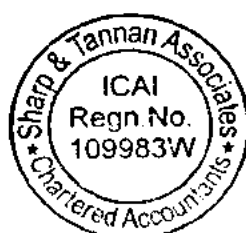
(ix) Maturity profile of defined benefit obligation

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Within next 12 months	46.93	26.20	15.29
Between 1-5 years	117.09	86.10	59.91
Beyond 5 years	52.07	65.31	57.22
	216.08	177.61	132.43

(x) Category of plan assets

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Fund managed by insurer	144.46	102.80	71.92

- The Company expects to contribute INR 39.93 millions (March 31, 2022 : INR 33.59 millions, March 31, 2021 : INR 27.42 millions) to its gratuity plan for the next year.



B. Compensated absence

- (ii) Amount recognised in the statement of profit and loss

(iii) Movement in the present value of defined benefit obligation recognised in the balance sheet

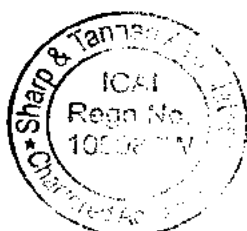
(iv) Movement in the plan assets recognised in the balance sheet

(v) Reconciliation of present value of defined benefit obligation and the fair value of assets:

(vi) Actuarial (gain)/loss recognised in the statement of profit and loss

(vii) **Actuarial assumptions used for determination of the liability of the Company:**

	As at	As at	As at
	March 31, 2023	March 31, 2022	March 31, 2021
Discount rate	7.30%	6.63%	6.25%
Rate of increase in compensation levels	7.75%	7.00%	7.00%
Attrition rate			
Field employees	37.05%	35.58%	29.28%
Other than field employees	29.59%	21.49%	19.80%
Retirement age	60 years	60 years	60 years
Expected average remaining working lives of employees (in years)	31.41	31.68	32.28



Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise)
Notes to actuarial assumptions:

- (a) Encashment of compensated absence is payable to the employees on death or resignation or on retirement at the attainment of superannuation age, and it is not applicable on termination and unserved notice period of an employee.
- (b) These assumptions were developed by management with the assistance of independent actuarial appraisers. Discount factors are determined close to each year-end by reference to government bonds and that have terms to maturity approximating to the terms of the related obligation. Other assumptions are based on management's historical experience.
- (c) The discount rate is based on the prevailing market yield of Government of India bonds as at the balance sheet date for the estimated terms of obligations.
- (d) The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

(viii) Sensitivity analysis for compensated absence liability

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
a) Impact of change in discount rate			
Present value of obligation at the end of the year	56.29	64.21	50.60
- Impact due to increase of 0.50 %	(0.42)	(0.56)	(0.47)
- Impact due to decrease of 0.50 %	0.43	0.57	0.48
b) Impact of change in salary increase			
Present value of obligation at the end of the year			
- Impact due to increase of 1 %	0.86	1.14	0.96
- Impact due to decrease of 1 %	(0.84)	(1.11)	(0.94)
c) Impact of change in attrition rate			
Present value of obligation at the end of the year			
- Impact due to increase of 5 %	(1.20)	(3.16)	(2.81)
- Impact due to decrease of 5 %	1.42	3.83	3.43

The above sensitivity analysis is based on a change in assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied which was applied while calculating the defined benefit obligation liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to previous year.

(ix) Maturity profile of defined benefit obligation

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Within next 12 months	27.46	28.23	20.97
Between 1-5 years	32.24	38.01	30.37
Beyond 5 years	3.87	6.76	6.19
Total	63.57	73.00	57.54

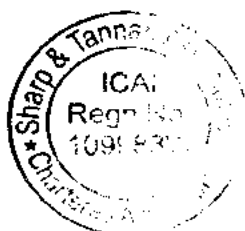
(x) Category of plan assets

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Fund managed by insurer	54.15	52.25	34.55

C. Reconciliation of Net Defined Liability / (Asset)

The following table shows a reconciliation from opening balances to the closing balances for the net defined liability / (asset) and its components:

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Defined benefit obligation- Gratuity			
Balance at the beginning of the year	140.22	102.25	76.92
Included in Restated Profit/Loss			
Current Service cost	24.97	23.28	20.14
Interest cost	8.68	5.88	4.35
Total	33.65	29.16	24.49
Included in Restated other comprehensive income			
Remeasurements Loss / (Gain)			
- Actuarial (Gain) / loss arising from :			
- Demographic assumption	(4.56)	(3.60)	7.17
- Financial assumption	(2.32)	(2.15)	-0.44
- experience adjustment	29.68	23.36	1.79
Total	22.80	17.61	8.52
Other			
Benefits paid	(18.21)	(8.80)	(7.68)
Total	(18.21)	(8.80)	(7.68)
Balance at the end of the year	178.46	140.22	102.25

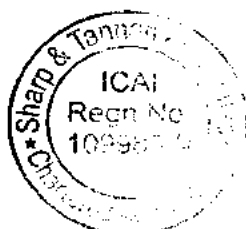


Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise)

Defined benefit obligation- Leave encashment

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Balance at the beginning of the year	64.21	50.60	33.99
Included in Restated Profit/loss			
Current Service cost	6.17	9.62	9.28
Interest cost	3.08	3.16	2.18
Total	9.25	12.78	11.46
Included in Restated other comprehensive income			
Remeasurements Loss / (Gain)			
- Actuarial (Gain) / loss arising from :			
- Demographic assumption	(1.80)	(2.09)	2.55
- Financial assumption	(0.19)	(0.48)	0.13
- experience adjustment	(13.41)	3.92	3.19
Total	(15.40)	1.36	5.87
Other			
Benefits paid	(1.77)	(0.53)	(0.72)
Total	(1.77)	(0.53)	(0.72)
Balance at the end of the year	56.29	64.21	50.60

< This section is left intentionally blank >



Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise)

46 Related parties disclosures

Nature of Relationship	For the year Ended 31st March 2023	For the year Ended 31st March 2022	For the year Ended 31st March 2021
Holding Company	Muthoot Fincorp Limited	Muthoot Fincorp Limited	Muthoot Fincorp Limited
Entities in which KMF are able to exercise control or have significant influence	Muthoot Exim Private Limited Muthoot Pappachan Foundation	Muthoot Exim Private Limited Muthoot Pappachan Foundation	Muthoot Exim Private Limited Muthoot Pappachan Foundation
Fellow subsidiary	Muthoot Pappachan Technologies Limited	Muthoot Pappachan Technologies Limited	Muthoot Pappachan Technologies Limited
Common Directorship	The Thinking Machine Media Private Limited M-Liga Sports Excellence Private Limited	The Thinking Machine Media Private Limited	The Thinking Machine Media Private Limited
Key Management Personnel (KMP)	Thomas Muthoot, Managing Director Thomas John Muthoot, Non Executive Director Thomas George Muthoot, Non Executive Director John Tyler Day, Non Executive Director T S Vijayan, Independent Director Alok Prasad, Independent Director Bhama Krishnamurthy, Independent Director Pushpy B Muncken, Independent Director Akshaya Prasad, Non Executive Director R Anand, Independent Director Sadaf Sayeed, Chief Executive Officer Praveen T, Chief Financial Officer Neethu Ajay, Company Secretary	Thomas Muthoot, Managing Director Thomas John Muthoot, Non Executive Director Thomas George Muthoot, Non Executive Director Thomas Muthoot John, Director Kenneth Dan Vander Weele, Director T S Vijayan, Independent Director Alok Prasad, Independent Director Bhama Krishnamurthy, Independent Director Pushpy B Muncken, Independent Director Akshaya Prasad, Non Executive Director Sadaf Sayeed, Chief Executive Officer Praveen T, Chief Financial Officer Neethu Ajay, Company Secretary	Thomas Muthoot, Managing Director Thomas John Muthoot, Non Executive Director Thomas George Muthoot, Non Executive Director Thomas Muthoot John, Director Kenneth Dan Vander Weele, Director T S Vijayan, Independent Director Alok Prasad, Independent Director Bhama Krishnamurthy, Independent Director Pushpy B Muncken, Independent Director Sadaf Sayeed, Chief Executive Officer Praveen T, Chief Financial Officer Neethu Ajay, Company Secretary

Note: Mr. John Tyler Day (20.12.2022) and Mr. R. Anand (20.12.2022) were appointed during the year ended 31 March 2023 and Mr. Kenneth Dan Vander Weele (21.11.2022) and Mr. Thomas Muthoot John (27.03.2023) resigned during the year ended 31 March 2023.

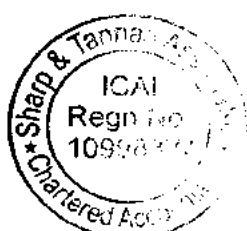
Mr. Akshaya Prasad (06.12.2021) was appointed as Non-Executive director of the Company during the financial year ended 31 March 2022.

Transactions with related parties

Name of the party	Nature	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Muthoot Fincorp Limited	Cash management charges*	50.16	34.11	20.28
	Commission income*	0.07	2.87	22.25
	Rent expenses*	2.31	3.15	3.62
	Rental deposits given/(refunded)	(0.25)	0.13	0.72
	Travel expenses	0.20	0.35	0.33
Muthoot Exim Private Limited	Commission income*	5.05	3.56	1.09
	Cold Auction	0.91	-	-
Muthoot Pappachan Technologies Limited	Software support charges*	12.15	12.88	30.24
M-Liga Sports Excellence Private Limited	Marketing Expenses *	5.00	-	-
Thomas Muthoot	Rent expenses*	2.90	2.69	2.55
	Trade mark Fees	0.03	0.20	-
Thomas George Muthoot	Rent expenses*	4.96	3.17	3.03
	Trade mark Fees	0.03	0.20	-
Thomas John Muthoot	Rent expenses*	1.29	1.16	1.11
	Trade mark Fees	0.03	0.20	-
Muthoot Pappachan Foundation	CSR expenditure	6.23	14.93	34.99
Pushpy B Muncken	Sitting fees	0.54	0.66	0.49
T S Vijayan	Sitting fees	0.66	0.63	0.46
Alok Prasad	Sitting fees	0.75	0.78	0.49
Bhama Krishnamurthy	Sitting fees	0.66	0.78	0.56
R Anand	Sitting fees	0.09	-	-
Sadaf Sayeed	Remuneration	37.31	43.17	18.31
Praveen T	Remuneration	4.95	4.17	3.05
Neethu Ajay	Remuneration	1.92	1.62	1.22
The Thinking Machine Media Private Limited	Investment made in Equity Instruments	-	-	0.45

*excluding taxes

< This section is left intentionally blank >



Balance at the end of the year

Name of the party	Nature	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Muthoot Fincorp Limited	Cash management charges and Commission payable	4.03	3.69	1.29
	Other receivable (commission income)	0.00	0.03	2.80
	Rent payable	0.19	0.29	0.29
	Rental deposit	0.54	0.79	0.82
	Travel charges payable	0.10	-	0.12
Muthoot Exam Private Limited	Other receivable (commission income)	0.23	0.47	0.27
Thomas Muthoot	Rent payable	0.27	0.25	0.24
	Rental deposit	0.18	0.18	0.18
	Trade mark Fee payable	0.04	0.04	-
Thomas George Muthoot	Rent payable	0.00	0.29	0.29
	Rental deposit	0.10	0.10	0.10
	Trade mark Fee payable	0.04	0.04	-
Thomas John Muthoot	Rent payable	0.14	0.10	0.10
	Rental deposit	0.08	0.08	0.08
	Trade mark Fee payable	0.04	0.04	-
The Thinking Machine Media Private Limited	Investment in equity instruments	0.45	0.45	0.45
Alok Prasad	Sitting Fee payable	0.02	-	-
Bhama Krishnamurthy	Sitting Fee payable	0.03	-	-
Pushpy Murcken	Sitting Fee payable	0.03	-	-
U S Vajyan	Sitting Fee payable	0.03	-	-
R Anand	Sitting Fee payable	0.03	-	-

Key management personnel remuneration includes the following expenses:

Nature	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Short-term employee benefits (current)	44.10	48.29	22.54
Post-employment benefits	0.08	0.67	0.04
Total	44.18	48.96	22.58

< This section is left intentionally blank >



Muthoot Microfin Limited

Notes forming part of Restated Financial Statements

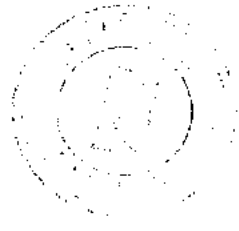
(All amounts in INR millions, unless stated other wise)

47 Financial Instruments -Fair Value Disclosures

A.Following table shows the carrying amounts of financial instruments

Particulars	As at March, 2023	As at March, 2022	As at March, 2021
Financial assets measured at fair value			
Loans	21,436.67	20,689.41	9,834.60
Financial assets measured at amortised cost			
Cash and cash equivalents	7,594.55	7,058.27	5,190.76
Bank balances other than cash and cash equivalents	3,909.58	2,940.89	2,259.03
Other receivables	722.10	167.73	92.91
Loans	48,830.18	23,291.70	23,105.72
Investments	633.59	0.45	0.45
Other financial assets	40.61	33.68	23.85
Total	83,167.28	54,182.13	40,507.32
Financial liabilities measured at amortised cost			
Other payables	119.27	75.34	29.19
Debt securities	13,701.51	6,746.27	4,524.69
Borrowings (other than debt securities)	51,230.25	32,969.85	25,382.26
Subordinated liabilities	-	249.97	249.63
Lease liabilities	1,299.40	913.96	779.89
Other financial liabilities	2,382.70	1,492.80	1,888.61
Total	68,933.13	42,448.19	32,854.27

< This section is left intentionally blank >



Muthoot Microfin Limited

Notes forming part of Restated Financial Statements

(All amounts in INR millions, unless stated otherwise)

B. Fair values hierarchy

The fair value of financial instruments as referred to in note 'A' above has been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities [Level 1 measurements] and lowest priority to unobservable inputs [Level 3 measurements].

The categories used are as follows:

Level 1: Quoted prices (unadjusted) for identical instruments in an active market;

Level 2: Directly (i.e. as prices) or indirectly (i.e. derived from prices) observable market inputs, other than Level 1 inputs; and

Level 3: Inputs which are not based on observable market data (unobservable inputs).

B.1 Valuation framework

Loan assets carried at fair value through other comprehensive income are categorized in Level 3 of the fair value hierarchy.

The Company's fair value methodology and the governance over its models includes a number of controls and other procedures to ensure the quality and adequacy of the fair valuation. In order to arrive at the fair value of the above instruments, the Company obtains independent valuations. The valuation techniques and specific considerations for level 3 inputs are explained in detail below. The objective of the valuation techniques is to arrive at a fair value that reflects the price that would be received to sell the asset or paid to transfer the liability in the market at any given measurement date.

The fair valuation of the financial instruments and its ongoing measurement for financial reporting purposes is ultimately the responsibility of the finance team which reports to the Chief Financial Officer. The team ensures that final reported fair value figures are in compliance with Ind AS and will propose adjustments wherever required. When relying on third-party sources, the team is also responsible for understanding the valuation methodologies and sources of inputs and verifying their suitability for Ind AS reporting requirements.

B.2 Financial assets and liabilities measured at fair value - recurring fair value measurements

The following table shows an analysis of financial instruments recorded at fair value by level of the fair value hierarchy:

As at March 31, 2023	Level 1	Level 2	Level 3	Total
Asset at fair value through other comprehensive income				
Loans	-	-	21,436.67	21,436.67
As at March 31, 2022				
Asset at fair value through other comprehensive income				
Loans	-	-	20,689.41	20,689.41
As at March 31, 2021				
Asset at fair value through other comprehensive income				
Loans	-	-	9,834.60	9,834.60

< This section is left intentionally blank >



48 Financial risk management

Introduction and risk profile

The Company has operations in India. The Company's activities expose it to market risk, liquidity risk and credit risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, receivables, loans, investments, financial assets measured at amortised cost	Ageing analysis	Bank deposits, diversification of asset base, and credit limits.
Liquidity risk	Payables, debt securities, borrowings, subordinated liabilities, and other financial liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market risk - interest rate	Debt securities, borrowings, subordinated liabilities at variable rates	Sensitivity analysis	Negotiation of terms that reflect the market factors

A Credit risk

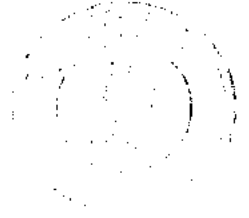
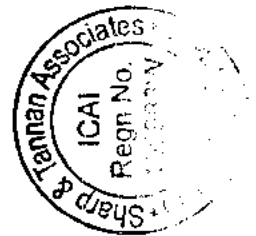
Credit risk is the risk that a counterparty fails to discharge its obligation to the Company. The Company's exposure to credit risk is influenced mainly by cash and cash equivalents, other bank balances, other receivables, loan assets, investments and other financial assets. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

A.1 Credit risk management

The Company assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets:

- (i) Low credit risk
- (ii) Moderate credit risk
- (iii) High credit risk

< This section is left intentionally blank >



Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated other wise.)

The Company provides for expected credit loss based on the following:

Asset group	Basis of categorisation	Provision
Low credit risk	Cash and cash equivalents, other bank balances, other receivables, loans, investments and other financial assets	12 month expected credit loss
Moderate credit risk	Identified loans	Life time expected credit loss or 12 month expected credit loss
High credit risk	Identified loans	Life time expected credit loss fully provided for

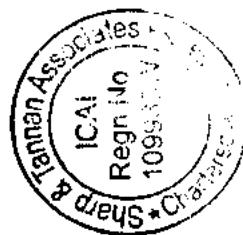
Based on business environment in which the Company operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Assets are written off when there is no reasonable expectation of recovery, such as a borrower become non contactable or in financial distress or a litigation decided against the Company. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made subsequently are recognized in the statement of profit and loss.

A.2 Financial assets that expose the entity to credit risk

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
(i) Low credit risk on financial reporting date			
Cash and cash equivalents	7,594.35	7,058.27	5,190.76
Bank balances other than cash and cash equivalents	3,909.58	2,940.89	2,259.03
Other receivables	722.10	167.73	92.91
Loans*	69,408.82	40,665.01	30,890.18
Investments	633.59	0.45	0.45
Other financial assets	40.61	33.68	23.85
(ii) Moderate credit risk			
Identified loans*	436.67	2,612.24	1,566.51
(iii) High credit risk			
Identified loans*	2,141.53	2,890.01	2,589.09

* These represent gross carrying values of financial assets, without deduction for expected credit losses



< This section is left intentionally blank >

Muthoot Microfin Limited

Notes forming part of Restated Financial Statements

(All amounts in INR millions, unless stated otherwise)

A.3 Management of credit risk for financial assets other than loans

Cash and cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is considered to be very low as the Company only deals with high rated banks. The risk is also managed by diversifying bank deposits and accounts in different banks across the country.

Other receivables

The Company faces very less credit risk under this category as most of the transactions are with Highly Rated organisations and credit risk relating to these are managed by monitoring recoverability of such amounts continuously.

Other financial assets measured at amortised cost

Other financial assets measured at amortised cost includes advances to employees and security deposits. Credit risk related to these financial assets is managed by monitoring the recoverability of such amounts continuously.

A.4 Expected credit losses for financial assets other than loans

March 31, 2023	Estimated gross carrying amount at default	Expected probability of default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	7,594.55	-	-	7,594.55
Bank balances other than above	3,909.58	-	-	3,909.58
Other receivables	722.10	-	-	722.10
Investments	633.59	-	-	633.59
Other financial assets	40.61	-	-	40.61

March 31, 2022	Estimated gross carrying amount at default	Expected probability of default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	7,038.27	-	-	7,038.27
Bank balances other than above	2,940.89	-	-	2,940.89
Other receivables	167.73	-	-	167.73
Investments	0.45	-	-	0.45
Other financial assets	33.68	-	-	33.68

< This section is left intentionally blank >



Muthoot Microfin Limited

Notes forming part of Restated Financial Statements

(All amounts in INR millions, unless stated otherwise)

March 31, 2021	Estimated gross carrying amount at default	Expected probability of default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	5,190.76	-	-	5,190.76
Bank balances other than above	2,259.03	-	-	2,259.03
Other receivables	92.91	-	-	92.91
Investments	0.45	-	-	0.45
Other financial assets	23.85	-	-	23.85

A.5 Management of credit risk for loans

Credit risk on loans is the single largest risk of the Company's business, and therefore the Company has developed several processes and controls to manage it. The Company is engaged in the business of providing unsecured micro finance facilities to women having limited source of income, savings and credit histories repayable in weekly or monthly installments.

The Company duly complies with the RBI guidelines (Non-Banking Financial Company-Micro Finance Institutions' (NBFC-MFIs - Directions) with regards to disbursement of loans namely:

- Microfinance loans are given to an individual having annual household income up to INR 3,00,000
- Maximum FOIR (Fixed Obligation to Income Ratio) should be 50%

The credit risk on loans can be further bifurcated into the following elements:

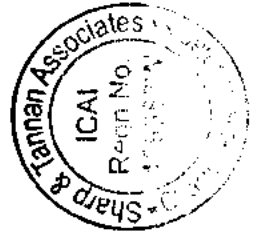
- (i) Credit default risk
- (ii) Concentration risk

(i) Management of credit default risk:

Credit default risk is the risk of loss arising from a debtor being unlikely to pay the loan obligations in full or the debtor is more than 90 days past due on any material credit obligation. The Company majorly manages this risk by following "joint liability mechanism" wherein the loans are disbursed to borrowers who form a part of an informal joint liability group ("JLG"), generally comprising of four to ten members. Each member of the JLG provide a joint and several guarantees for all the loans obtained by each member of the group.

In addition to this, there is set criteria followed by the Company to process the loan applications. Loans are generally disbursed to the identified target segments which include economically active women having regular cash flow engaged in the business such as small shops, vegetable vendors, animal husbandry business, tailoring business and other self-managed business. Out of the people identified out of target segments, loans are only disbursed to those people who meet the set criterion - both financial and non-financial as defined in the credit policy of the Company. Some of the criteria include - annual income, repayment capacity, multiple borrowings, age, group composition, health conditions, and economic activity etc. Some of the segments identified as non-target segments are not eligible for a loan. Such segments include - wine shop owners, political leaders, police & lawyers, individuals engaged in the business of running finance & chit funds and their immediate family member or people with criminal records etc.

< This section is left intentionally blank >



Muthoot Microfin Limited

Notes forming part of Restated Financial Statements

(All amounts in INR millions, unless stated otherwise)

(ii) Management of concentration risk:

Concentration risk is the risk associated with any single exposure or group of exposures with the potential to produce large enough losses to threaten Company's core operations. It may arise in the form of single name concentration or industry concentration. In order to avoid excessive concentrations of risk, the Company's policies and procedures include specific guidelines to focus on maintaining a diversified portfolio. Identified concentration risks are controlled and managed accordingly.

A.5.1 Credit risk measurement - Expected credit loss measurement

Ind AS 109 outlines a "three stage" model for impairment based on changes in credit quality since initial recognition as summarised below:

- A financial instrument that is not credit impaired on initial recognition and whose credit risk has not increased significantly since initial recognition is classified as "Stage 1".
- If a significant increase in credit risk since initial recognition is identified, the financial instrument is moved to "Stage 2" but is not yet deemed to be credit impaired.
- If a financial instrument is credit impaired, it is moved to "Stage 3".

ECL for depending on the stage of financial instrument:

- Financial instrument in Stage 1 have their ECL measured at an amount equal to expected credit loss that results from default events possible within the next 12 months.
- Instruments in Stage 2 or Stage 3 criteria have their ECL measured on lifetime basis.

A.5.2 Criteria for significant increase in credit risk

The Company considers a financial instrument to have experienced a significant increase in credit risk when one or more of the following quantitative or qualitative criteria are met.

(i) Quantitative criteria

The remaining lifetime probability of default at the reporting date has increased, compared to the residual lifetime probability of default expected at the reporting date when the exposure was first recognized. The Company considers loan assets as Stage 2 when the default in repayment is within the range of 30 to 90 days.

(ii) Qualitative criteria

If other qualitative aspects indicate that there could be a delay/default in the repayment of the loans, the Company assumes that there is significant increase in risk and loan is moved to stage 2.

The Company considers the date of initial recognition as the base date from which significant increase in credit risk is determined.

< This section is left intentionally blank >



Muthoot Microfin Limited

Notes forming part of Restated Financial Statements

(All amounts in INR millions, unless stated otherwise)

A.5.3 Criteria for default and credit-impaired assets

The Company defines a financial instrument as in default, which is fully aligned with the definition of credit-impaired, when it meets the following criteria:

(i) Quantitative criteria

The Company considers loan assets as Stage 3 when the default in repayment has moved beyond 90 days.

(ii) Qualitative criteria

The Company considers factors that indicate unlikelihood of the borrower to repay the loan which include instances like the significant financial difficulty of the borrower, or breach of any financial covenants by the borrower etc

A.5.4 Measuring ECL - explanation of inputs, assumptions and estimation techniques

Expected credit losses are the discounted product of the probability of default (PD), exposure at default (EAD) and loss given default (LGD), defined as follows:

- PD represents the likelihood of the borrower defaulting on its obligation either over next 12 months or over the remaining lifetime of the instrument.
- EAD is based on the amounts that the Company expects to be owed at the time of default over the next 12 months or remaining lifetime of the instrument.
- LGD represents the Company's expectation of loss given that a default occurs. LGD is expressed in percentage and remains unaffected from the fact that whether the financial instrument is a Stage 1 asset, or Stage 2 or even Stage 3. However, it varies by type of borrower, availability of security or other credit support.

Probability of default (PD) computation model

The Probability of Default is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is still in the portfolio.

Loss given default (LGD) computation model

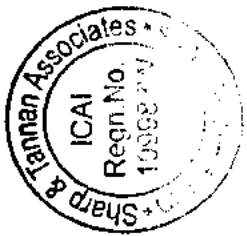
The loss rate is the likely loss intensity in case a borrower defaults. It provides an estimation of the exposure that cannot be recovered in the event of a default and thereby captures the severity of the loss. The loss rate is computed by factoring the main drivers for losses (e.g. joint group liability mechanism, historical recoveries trends etc.) and arriving at the replacement cost.

A.6 Credit risk exposure

	As at March 31, 2023				As at March 31, 2022				As at March 31, 2021			
	ECL Staging				ECL Staging				ECL Staging			
Internal rating grade	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Category 1*	29,980.48	302.05	1,437.52	31,720.05	22,524.80	2,093.50	1,451.77	26,070.07	17,782.55	961.01	1,166.22	19,909.78
Category 2#	39,428.34	134.62	704.01	40,266.97	18,140.21	548.74	1,438.24	20,127.19	13,107.63	605.50	1,422.87	15,136.00
Gross carrying amount	69,408.82	436.67	2,141.53	71,987.02	40,665.01	2,642.24	2,890.01	46,197.26	30,890.18	1,566.51	2,589.09	35,045.78
Loss allowance	383.14	53.84	1,283.19	1,720.17	580.94	47.49	1,387.72	2,216.15	551.40	31.27	1,522.79	2,105.47
Carrying amount	69,025.68	382.83	858.34	70,266.85	40,084.07	2,594.75	1,302.29	43,981.11	30,338.78	1,535.23	1,066.30	32,940.32

* The company categorises loans disbursed to Kerala and Tamil Nadu under category 1.

The company categorises loans disbursed to other than Kerala and Tamil Nadu under category 2.



< This section is left intentionally blank >

Muthoot Microfin Limited

Notes forming part of Restated Financial Statements

(All amounts in INR millions, unless stated otherwise)

A.6.1 Concentration of credit risk

The Company monitors concentration of credit risk by type of industry in which the borrower operates, further bifurcated into type of borrower, whether state or private.

Industry	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Gross carrying amount of loans	71,987.02	46,197.26	35,045.78
Concentration by industry			
Agriculture	17,781.99	6,113.43	7,453.70
Animal husbandry	27,138.59	15,471.59	7,808.14
Manufacturing (including MSME)	3,266.11	1,338.64	1,918.63
Services	16,994.81	6,107.21	11,075.12
Trading (including MSME)	5,963.10	12,303.04	5,424.71
Consumption	307.64	247.07	151.42
Education	110.90	4,352.33	1,201.21
Personal Loan	259.43	218.95	-
Corporate Loan	164.45	45.00	12.84
	71,987.02	46,197.26	35,045.78
Concentration by Geography			
Loans disbursed in Kerala and Tamil Nadu	31,720.05	26,070.07	19,909.78
Loans disbursed outside Kerala and Tamil Nadu	40,266.97	20,127.19	15,136.00
Gross Carrying Amount	71,987.02	46,197.26	35,045.78

A.6.2 Credit enhancements

The assessment of significant increase in risk and the calculation of ECL both incorporate forward-looking information. The Company has evaluated that the analysis of forward-looking information reveal that the scenario applicable to the Company is "Base Case Scenario" which assumes that the that Macroeconomic conditions are normal and is similar to previous periods. In this case normal credit rating and corresponding PD & LGD is considered for ECL computation.

A.7 Loss allowance

The loss allowance recognized in the period is impacted by a variety of factors, as described below:

- Transfers between Stage 1 and Stages 2 or 3 due to financial instruments experiencing significant increases (or decreases) of credit risk or becoming credit-impaired in the period, and the consequent "step up" (or "step down") between 12-month and Lifetime ECL.
- Additional allowances for new financial instruments recognized during the period, as well as releases for financial instruments de-recognized in the period.
- Impact on the measurement of ECL due to changes in PDs, EADs and LGDs in the period, arising from regular refreshing of inputs to models.
- Financial assets derecognised during the period and write-offs of allowances related to assets that were written off during the period.



< This section is left intentionally blank >

Muthoot Microfin Limited**Notes forming part of Restated Financial Statements***(All amounts in INR millions, unless stated otherwise)***A.8 Write off policy**

The Company writes off financial assets, in whole or in part, when it has exhausted all practical recovery efforts and has concluded there is no reasonable expectation of recovery.

Indicators that there is no reasonable expectation of recovery include:

- Ceasing enforcement activity
- Where the Company's recovery method is foreclosing and there is no reasonable expectation of recovery in full.
- Specific Identification by the management

The Company may write off financial assets that are still subject to enforcement activity. The outstanding contractual amounts of such assets written off during the year ended March 31, 2023 is INR 1402.81 million (March 31, 2022 was INR 737.80 million, March 31, 2021 INR 983.09 million). The Company still seeks to recover amounts it is legally owed in full, but which have been partially written off due to no reasonable expectation of full recovery.

B Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due. Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates.

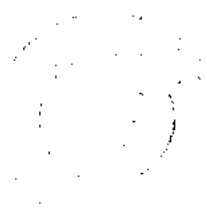
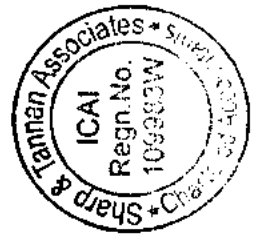
B.1 Maturities of financial liabilities

The tables below analyse the Company financial liabilities into relevant maturity groupings based on their contractual maturities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

March 31, 2023	On demand	Less than 3 months	3 to 12 months	1 to 5 years	More than 5 years	Total
Other payables	-	117.39	1.88	-	-	119.27
Debt securities	18.03	212.43	8,624.46	7,982.36	-	16,817.28
Borrowings (other than debt securities)	2,330.86	6,857.44	25,920.61	22,705.30	-	57,814.20
Subordinated liabilities	-	-	-	-	-	-
Lease liabilities	-	68.19	204.56	1,081.32	592.53	1,896.60
Other financial liabilities	175.52	1,738.90	593.12	75.16	-	2,582.70
Total	2,524.41	8,994.35	35,344.63	31,774.14	592.53	79,230.06

< This section is left intentionally blank >



Muthoot Microfin Limited

Notes forming part of Restated Financial Statements

(All amounts in INR millions, unless stated otherwise)

March 31, 2022	On demand	Less than 3 months	3 to 12 months	1 to 5 years	More than 5 years	Total
Other payables	-	73.83	1.51	-	-	75.34
Debt securities	955.47	108.71	1,218.83	5,687.26	-	7,970.27
Borrowings (other than debt securities)	1,147.06	4,223.03	18,157.89	12,822.79	-	36,350.77
Subordinated liabilities	252.92	-	-	-	-	252.92
Lease liabilities	-	48.89	146.68	762.17	374.74	1,332.49
Other financial liabilities	299.75	1,193.04	-	-	-	1,492.78
Total	2,655.20	5,647.51	19,524.91	19,272.22	374.74	47,474.57

March 31, 2021	On demand	Less than 3 months	3 to 12 months	1 to 5 years	More than 5 years	Total
Other payables	-	27.09	-	-	-	27.09
Debt securities	39.91	41.17	2,576.61	2,740.52	-	5,398.21
Borrowings (other than debt securities)	1,716.37	1,569.23	16,514.14	7,877.57	-	27,677.31
Subordinated liabilities	2.83	2.83	28.63	252.92	-	287.20
Lease liabilities	-	25.99	129.93	628.26	353.04	1,137.22
Other financial liabilities	255.97	1,649.00	-	-	-	1,904.97
Total	2,015.08	3,315.31	19,249.31	11,499.27	353.04	36,432.01

C Market risk - Interest rate risk

C.1 Liabilities

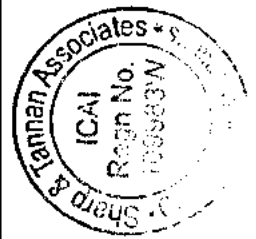
The Company's policy is to minimize interest rate cash flow risk exposures on long-term financing. At March 31, 2022, the Company is exposed to changes in market interest rates through bank borrowings at variable interest rates. The Company's investments in fixed deposits all pay fixed interest rates.

Interest rate risk exposure

Below is the overall exposure of the Company to interest rate risk:

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Debt securities			
Variable rate	-	-	-
Fixed rate	13,701.51	6,746.27	4,524.69
Borrowings (other than debt securities)			
Variable rate	35,173.62	19,580.94	11,509.87
Fixed rate	16,056.63	13,388.91	13,872.39
Subordinated liabilities			
Variable rate	-	-	-
Fixed rate	-	249.97	249.63

< This section is left intentionally blank >



Muthoot Microfin Limited

Notes forming part of Restated Financial Statements

(All amounts in INR millions, unless stated otherwise)

Sensitivity

Below is the sensitivity of profit or loss in interest rates.

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Interest sensitivity*			
Interest rates – increase by 50 basis points	(175.87)	(97.90)	(57.55)
Interest rates – decrease by 50 basis points	175.87	97.90	57.55

* Holding all other variables constant

C.1.2 Assets

The Company's fixed deposits are carried at amortised cost and are fixed rate deposits. The Company's loan assets are at fixed interest rate. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

D. Valuation techniques

D.1 Loan assets carried at fair value through other comprehensive income

Loan receivables valuation is carried out for two portfolios segregated on the basis of repayment frequency – monthly and weekly. The valuation of each portfolio is done by discounting the aggregate future cash flows with risk-adjusted discounting rate for the remaining portfolio tenor.

Following inputs have been used to calculate the fair value of loans receivables:

- (i) Future cash flows: Include principal receivable, interest receivable and tenor information based on the repayment schedule agreed with the borrowers.
- (ii) Risk-adjusted discount rate:

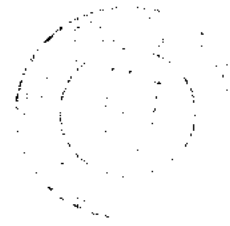
This rate has been arrived using the cost of funds approach.

The following inputs have been used:

- (i) Cost of funds
- (ii) Credit spread of borrowers
- (iii) Servicing cost of a financial asset

Loan portfolio	Fair valuation as at March 31, 2023	Fair valuation as at March 31, 2022	Fair valuation as at March 31, 2021
Monthly	15,110.52	14,633.07	6,499.66
Weekly	4,883.33	6,393.81	3,384.84
Total	19,993.85	21,226.88	9,884.50

< This section is left intentionally blank >



Fair value measurement sensitivity to significant unobservable inputs as at the end of each reporting period is as follows:

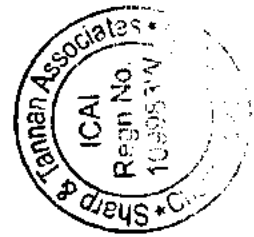
Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Impact on fair value if change in risk adjusted discount rate			
- Impact due to increase of 0.50 %	(85.00)	(91.60)	(40.65)
- Impact due to decrease of 0.50 %	85.30	92.20	40.89
Impact on fair value if change in probability of default (PD)			
- Impact due to increase of 0.50 %	(34.70)	(31.60)	(13.58)
- Impact due to decrease of 0.50 %	34.80	31.70	13.61
Impact on fair value if change in loss given default (LGD)			
- Impact due to increase of 0.50 %	(1.40)	(8.90)	(4.13)
- Impact due to decrease of 0.50 %	1.40	8.90	4.14

D.2 Reconciliation

The following tables show the reconciliation of the opening and closing amounts of Level 3 financial assets and liabilities measured at fair value:

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
	Loan assets	Loan assets	Loan assets
Opening balance	21,226.87	9,884.50	20,401.89
Loan originated	19,917.62	20,655.89	5,469.12
Sales/derecognition	(6,551.78)	(3,265.60)	(7,659.94)
Total gain and losses in profit and loss	-	-	-
in OCI	548.84	449.13	(317.46)
Settlements / conversion	(15,147.70)	(6,497.05)	(8,009.11)
Closing balance	19,993.85	21,226.87	9,884.50

< This section is left intentionally blank >



Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise)

49 Capital management

The Company's capital management objectives are

- to ensure the Company's ability to continue as a going concern
- to provide an adequate return to shareholders

Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Company's various classes of debt. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares, or sell assets to reduce debt.

A Net Debt equity ratio

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Debt securities	13,701.51	6,746.27	4,524.69
Borrowings (other than debt securities)	51,230.25	32,969.85	25,382.26
Subordinated liabilities	-	249.97	249.63
Total borrowings	64,931.76	39,966.09	30,156.58
Less:			
Cash and cash equivalents	7,594.55	7,058.27	5,190.76
Bank balances other than cash and cash equivalents	3,909.58	2,940.89	2,259.03
	11,504.13	9,999.15	7,449.79
Net debt	53,427.63	29,966.94	22,706.79
Equity share capital	1,401.98	1,333.33	1,141.71
Other equity	14,836.51	12,032.46	7,757.19
Total equity	16,238.49	13,365.79	8,898.90
Net debt to equity ratio/gearing ratio	3.29	2.24	2.55

< This section is left intentionally blank >



Muthoot Microfin Limited

Notes forming part of Restated Financial Statements

(All amounts in INR millions unless stated otherwise)

50 Assets pledged as security

The carrying amounts of assets pledged as security are:

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Financial assets			
First charge			
Loans	63,733.11	35,017.39	28,648.61
Term deposits with bank	3,908.44	2,939.80	2,245.45
Second charge			
Total financial assets pledged as security	67,641.55	37,957.19	30,894.06
Non financial assets			
First charge			
Vehicles	0.15	0.24	0.33
Second charge			
Total non financial assets pledged as security	0.15	0.24	0.33
Total assets pledged as security	67,641.70	37,957.43	30,894.39

51 Contingent liabilities and commitments

Credit enhancements provided by the Company towards securitisation transactions aggregate to INR 3,381.96 millions (March 31, 2022: INR 2,025.34 million, March 31, 2021: INR 952.71 million).

< This section is left intentionally blank >



Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise)

52 Revenue from contracts with customers

Set out below is the disaggregation of the Company's revenue from contracts with customers and reconciliation to profit and loss account:

	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
Type of service			
Commission income	173.22	61.59	32.11
	173.22	61.59	32.11
Geographical markets			
India	173.22	61.59	32.11
Outside India	-	-	-
	173.22	61.59	32.11
Timing of revenue recognition			
Services transferred over time	19.91	4.36	32.11
Services transferred at a point in time	153.31	57.23	-
	173.22	61.59	32.11
Contract balances			
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Other receivables	159.85	8.90	4.70
	159.85	8.90	4.70

Other receivables are non-interest bearing and are generally on terms of 30 to 90 days. During the year ended March 31, 2023 an amount of Nil (March 31, 2022: Nil, March 31, 2021: Nil) was recognised as provision for expected credit losses on other receivable.

Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
Revenue as per contract	173.22	61.59	32.11
Adjustments	-	-	-
Revenue from contract with customers	173.22	61.59	32.11

Revenue recognition for contract with customers - Commission income:

The Contract with customers through which the Company earns a commission income includes the following promises:

- (i) Sourcing of loans
- (ii) Servicing of loans

Both these promises are separable from each other and do not involve significant integration. Therefore, these promises constitute separate performance obligations.

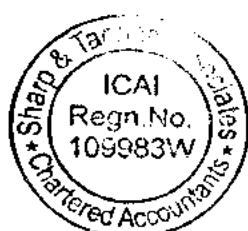
No allocation of the consideration between both the promises was required as the management believes that the contracted price are close to the standalone fair value of these services.

Revenue recognition for both the promises:

(i) Sourcing of loans: The consideration for this service is arrived based on an agreed percentage/fee on the loans disbursed during the year. Revenue for sourcing of loans shall be recognized as and when the loans are disbursed. The revenue therefore, for this service, shall be recognized based on the disbursements actually made during each year.

(ii) Servicing of loans: The consideration for this service is arrived based on an agreed percentage on the actual collections during the year. The Company receives servicing commission only on actual collections. Revenue for servicing of loans shall be recognized over a period of time, as the customer benefits from the services as and when it is delivered by the Company. However, since the Company has a right to consideration from a customer in an amount that corresponds directly with the value of service provided to date, applying the practical expedient available under the standard, the Company shall recognise revenue for the amount to which it has a right to invoice.

<This section has been intentionally left blank>



Muthoot Microfin Limited

Notes forming part of Restated Financial Statements

(All amounts in INR millions, unless stated otherwise)

53 Additional disclosures as required by the Reserve Bank of India

(A) Disclosure as per Master Direction DNBR.PD.008/03.10.119/2016-17 (updated as on December 29, 2022) are as under:-

(i) Capital to Risk Assets Ratio ("CRAR"):-

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
CRAR (%)	21.87%	28.75%	22.55%
CRAR - Tier I capital (%)	21.87%	28.38%	21.80%
CRAR - Tier II capital (%)	0.00%	0.38%	0.75%
Amount of subordinated debt raised during the year included in Tier-II capital		-	-
Amount raised by issue of perpetual debt instruments		-	-

(ii) Investments

The Investment of the company as on March, 31 2023 : INR 633.59 million (March 31, 2022 : 0.45 Million , March 31, 2021: INR 0.45 Million).

(iii) Derivatives

The Company has no transactions / exposure in derivatives in the current and previous years.

The Company has no unhedged foreign currency exposure as on March, 31 2023 (March, 31 2022: Nil, March 31, 2021: Nil).

(iv) (a) Disclosures relating to securitisation:-

SPVs relating to outstanding securitisation transactions

Number of SPVs sponsored by the NBFC for securitisation transactions as on the date of the balance sheet (Nos)

Total amount of securitised assets as per books of the SPVs sponsored as on the date of the balance sheet

Total amount of exposures retained by the NBFC to comply with minimum retention requirement (MRR)

Off-balance sheet exposures

First loss

Others

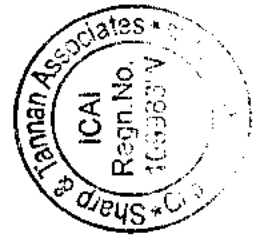
On-balance sheet exposures

First loss (cash collateral)

Others (credit enhancement)

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
	14	12	5
	8,256.39	4,130.42	4,470.12
	-	-	-
	-	-	-
	1,448.60	1,032.29	430.92
	1,933.36	993.05	501.79

<This section has been intentionally left blank>



Mulhooft Microfin Limited

Notes forming part of Restated Financial Statements

(All amounts in INR millions, unless stated otherwise)

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
SPVs relating to outstanding securitisation transactions			
Amount of exposures to securitisation transactions other than MRR			
Off-balance sheet exposures			
Exposure to own securitizations	-	-	-
First loss	-	-	-
Others	-	-	-
Exposure to third party securitisations	-	-	-
First loss	-	-	-
Others	-	-	-
On-balance sheet exposures			
Exposure to own securitizations	-	-	-
First loss (cash collateral)	-	-	-
Others	-	-	-
Exposure to third party securitisations	-	-	-
First loss	-	-	-
Others	-	-	-

(iv) (b) Disclosure as per RBI circular no.DBOD.No.BP.BC.60/21.04.048/200506 dated February 1, 2006.

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
i) Total number of loan assets securitized during the year (Nos)	4,32,536	1,79,293	1,83,426
ii) Book value of loans assets securitized during the year	14,829.88	5,348.48	4,470.12
iii) Sale consideration received during the year	13,092.63	4,837.22	4,835.70
iv) Credit enhancement provided during the year	-	-	-
- Principal subordination	2,615.66	491.26	501.79
- Cash collateral	1,202.01	586.99	430.92

<This section has been intentionally left blank>



Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise)

(v) Details of financial assets sold to securitization / reconstruction company for asset reconstruction:-

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
i) Total number of loans assets sold during the year (Nos)	1,42,791	-	-
ii) Aggregate value (net of provisions) of accounts sold to SC / RC	2,096.91	-	-
iii) Aggregate consideration	900.00	-	-
iv) Additional consideration realized in respect of accounts transferred in earlier years	-	-	-
v) Aggregate gain / loss over net book value	1,196.91	-	-

(vi) Details of assignment transactions undertaken:-

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
i) Total number of loans assets assigned during the year (Nos)	5,37,668	5,27,134	2,68,949
ii) Book value of loan assets assigned during the year including MRR	18,322.48	16,391.08	7,659.93
iii) Sale consideration received during the year	16,133.49	14,104.09	6,061.82

(vii) Details of non-performing financial assets purchased/sold

The Company has not purchased / sold non-performing financial assets in the current and previous years. The non performing assets sold to Asset Reconstruction Company is mentioned in Note 53 (A)(v)

(viii) Exposures:-

The Company has no exposure to the real estate sector and capital market directly or indirectly in the current and previous years. There is no intra group exposure in the current and previous years.

(ix) Details of financing of parent company products

The Company does not finance the products of the parent / holding company.

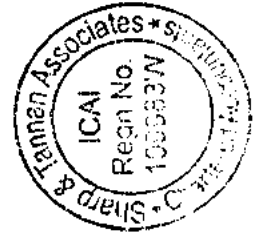
(x) Unsecured advances

Refer note 15 for details of unsecured advances.

(xi) Registration obtained from other financial sector regulators:-

The Company is not registered with any other financial sector regulators.

<This section has been intentionally left blank>



(xii) Disclosure of Penalties imposed by RBI & other regulators:-

(xiii) Draw down from reserves:-

(xiv) Asset Liability Management Maturity pattern of certain items of assets and liabilities.*

	2020	2019	2018	2017	2016	2015	2014	2013	2012	2011	2010	2009	2008	2007	2006	2005	2004	2003	2002	2001	2000	1999	1998	1997	1996	1995	1994	1993	1992	1991	1990	1989	1988	1987	1986	1985	1984	1983	1982	1981	1980	1979	1978	1977	1976	1975	1974	1973	1972	1971	1970	1969	1968	1967	1966	1965	1964	1963	1962	1961	1960	1959	1958	1957	1956	1955	1954	1953	1952	1951	1950	1949	1948	1947	1946	1945	1944	1943	1942	1941	1940	1939	1938	1937	1936	1935	1934	1933	1932	1931	1930	1929	1928	1927	1926	1925	1924	1923	1922	1921	1920	1919	1918	1917	1916	1915	1914	1913	1912	1911	1910	1909	1908	1907	1906	1905	1904	1903	1902	1901	1900	1899	1898	1897	1896	1895	1894	1893	1892	1891	1890	1889	1888	1887	1886	1885	1884	1883	1882	1881	1880	1879	1878	1877	1876	1875	1874	1873	1872	1871	1870	1869	1868	1867	1866	1865	1864	1863	1862	1861	1860	1859	1858	1857	1856	1855	1854	1853	1852	1851	1850	1849	1848	1847	1846	1845	1844	1843	1842	1841	1840	1839	1838	1837	1836	1835	1834	1833	1832	1831	1830	1829	1828	1827	1826	1825	1824	1823	1822	1821	1820	1819	1818	1817	1816	1815	1814	1813	1812	1811	1810	1809	1808	1807	1806	1805	1804	1803	1802	1801	1800	1799	1798	1797	1796	1795	1794	1793	1792	1791	1790	1789	1788	1787	1786	1785	1784	1783	1782	1781	1780	1779	1778	1777	1776	1775	1774	1773	1772	1771	1770	1769	1768	1767	1766	1765	1764	1763	1762	1761	1760	1759	1758	1757	1756	1755	1754	1753	1752	1751	1750	1749	1748	1747	1746	1745	1744	1743	1742	1741	1740	1739	1738	1737	1736	1735	1734	1733	1732	1731	1730	1729	1728	1727	1726	1725	1724	1723	1722	1721	1720	1719	1718	1717	1716	1715	1714	1713	1712	1711	1710	1709	1708	1707	1706	1705	1704	1703	1702	1701	1700	1699	1698	1697	1696	1695	1694	1693	1692	1691	1690	1689	1688	1687	1686	1685	1684	1683	1682	1681	1680	1679	1678	1677	1676	1675	1674	1673	1672	1671	1670	1669	1668	1667	1666	1665	1664	1663	1662	1661	1660	1659	1658	1657	1656	1655	1654	1653	1652	1651	1650	1649	1648	1647	1646	1645	1644	1643	1642	1641	1640	1639	1638	1637	1636	1635	1634	1633	1632	1631	1630	1629	1628	1627	1626	1625	1624	1623	1622	1621	1620	1619	1618	1617	1616	1615	1614	1613	1612	1611	1610	1609	1608	1607	1606	1605	1604	1603	1602	1601	1600	1599	1598	1597	1596	1595	1594	1593	1592	1591	1590	1589	1588	1587	1586	1585	1584	1583	1582	1581	1580	1579	1578	1577	1576	1575	1574	1573	1572	1571	1570	1569	1568	1
--	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	---

[illegible]

Particulars	1 to 7 Days	8 to 14 Days	15 to 30/31 Days	Over one to 2 months	Over 2 months upto 3 months	Over 3 months upto 6 months	Over 6 months upto 1 Year	Over 1 Year upto 3 Year	Over 3 Year upto 5 Year	Over 5 Year	Total
Liabilities											
Borrowings	142.65	303.14	1,082.75	1,388.03	1,514.37	5,391.48	10,534.29	8,880.19	1,019.00	-	30,255.89
Assets											
Advances	148.28	315.10	1,125.48	1,623.92	1,646.40	5,123.94	9,105.02	10,842.17	977.34	-	30,907.65
Deposits	201.57	428.36	1,530.04	45.19	126.54	193.52	620.57	1,142.65	27.54	-	4,315.99

* Asset Liability Management pattern is disclosed in accordance with "Master Direction- Non Banking Financial Company - Non-Deposit taking Company (Reserve Bank) Directions, 2016" issued by Reserve Bank of India. The Company is to disclose expected fund inflows and outflows and hence fair valuation / amortisation adjustments made on account of adoption of Ind AS are not considered here.

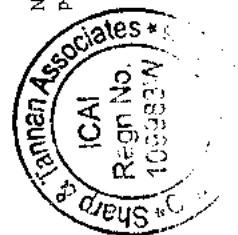


Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise)

(iv) During the year, the Company's various instruments were rated, the details of these ratings for the years ended March 2022, March 2021 and March 2020 are as under:-

	Rating agency	Date of rating	Valid upto	Rating assigned	Borrowing limit
Bank Loan Rating	CRISIL	19-Jan-23	18-Jan-24	CRISIL A+ / Stable (Reaffirmed)	45,000.00
MFI rating	CRISIL	13-Jul-22	12-Jul-23	MIC1	Not applicable
NCD	CRISIL	19-Jan-23	18-Jan-24	CRISIL A+ / Stable (Reaffirmed)	3,750.00
NCD	CRISIL	19-Jan-23	18-Jan-24	CRISIL A+ / Stable (Assigned)	5,000.00
NCD-MLD	CRISIL	19-Jan-23	18-Jan-24	CRISIL PPMLD A+/ Stable (Reaffirmed)	9,700.00
Commercial paper	CRISIL	19-Jan-23	18-Jan-24	A1+ (Reaffirmed)	500.00
Bank Loan Rating	India Rating & Research	17-Nov-22	16-Nov-23	IND A / Stable (Affirmed)	2,000.00
NCD	India Rating & Research	17-Nov-22	16-Nov-23	IND A / Stable (Affirmed)	750.00
Bank Loan Rating	CRISIL	23-Mar-22	Refer note below	CRISIL A / Stable (Reaffirmed)	35,000.00
Bank Loan Rating	India Rating & Research	18-Nov-21	Refer note below	IND A / Stable (upgraded)	2,000.00
MFI rating	CRISIL	26-Jul-21	26-Jul-22	MIC1	Not applicable
NCD	India Rating & Research	18-Nov-21	Refer note below	IND A / Stable	750.00
NCD	CRISIL	23-Mar-22	Refer note below	A / Stable (Reaffirmed)	1,000.00
NCD	CRISIL	23-Mar-22	Refer note below	A / Stable (Reaffirmed)	750.00
NCD	CRISIL	23-Mar-22	Refer note below	A / Stable (Reaffirmed)	400.00
NCD	CRISIL	23-Mar-22	Refer note below	A / Stable (Reaffirmed)	700.00
NCD	CRISIL	23-Mar-22	Refer note below	A / Stable (Reaffirmed)	700.00
NCD	CRISIL	23-Mar-22	Refer note below	A / Stable (Reaffirmed)	3,000.00
NCD-MLD	CRISIL	23-Mar-22	Refer note below	A / Stable (Reaffirmed)	650.00
NCD-MLD	CRISIL	23-Mar-22	Refer note below	CRISIL PPMLD A / Stable (Reaffirmed)	1,250.00
NCD-MLD	CRISIL	23-Mar-22	Refer note below	CRISIL PPMLD A / Stable (Reaffirmed)	1,000.00
NCD-MLD	CRISIL	23-Mar-22	Refer note below	CRISIL PPMLD A / Stable (Reaffirmed)	1,500.00
NCD-MLD	CRISIL	23-Mar-22	Refer note below	CRISIL PPMLD A / Stable (Reaffirmed)	1,000.00
NCD-MLD	CRISIL	23-Mar-22	Refer note below	CRISIL PPMLD A / Stable (Reaffirmed)	750.00
Commercial paper	CRISIL	23-Mar-22	23-Sep-22	A1 (Reaffirmed)	500.00
Bank Loan Rating	CRISIL	17-Mar-21	Refer note below	CRISIL A / Stable (Reaffirmed)	35,000.00
Bank Loan Rating	India Rating & Research	19-Nov-20	Refer note below	IND A - Stable	2,000.00
MFI rating	CRISIL	01-Aug-20	01-Aug-21	MIC1	Not applicable
NCD	India Rating & Research	19-Nov-20	Refer note below	IND A - Stable	750.00
NCD	CRISIL	06-Nov-20	Refer note below	A / Stable	700.00
NCD	CRISIL	06-Nov-20	Refer note below	A / Stable	700.00
NCD	CRISIL	06-Nov-20	Refer note below	A / Stable	3,000.00
NCD	CRISIL	06-Nov-20	Refer note below	A / Stable	400.00
NCD	CRISIL	06-Nov-20	Refer note below	A / Stable	650.00
NCD	CRISIL	06-Nov-20	Refer note below	A / Stable	750.00
Commercial paper	CRISIL	17-Mar-21	16-Apr-21	A1	500.00

Note: The rating is subject to annual surveillance till final repayment / redemption of related facilities. A fresh letter of revalidation from CRISIL is required if the proposed facilities are not availed within a period of 180 days from the date of rating.



(xvi) Provisions and contingencies:-

Break up of 'Provisions for loan losses and write-offs' shown under the head expenditure in statement of profit and loss

Provision towards NFA*	545.23	73.34	468.47
Provision made towards income tax	679.91	224.05	347.29
Provision for gratuity	49.38	42.17	30.40
Provision for compensated absences	(9.63)	11.89	16.00
Provision towards standard assets	(191.45)	37.35	(265.69)

(xvii) Concentration of advances, exposures and NPAs:-

Concentration of Advances

Total Advances to twenty largest borrowers

Percentage of Advances to twenty largest borrowers to Total Advances of the NBFC

Concentration of Exposures

Total Exposure to twenty-largest borrowers / customers

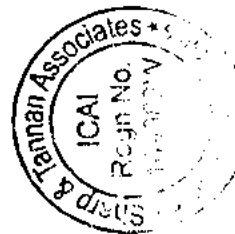
Percentage of Exposures to twenty largest borrowers/customers to total exposure

Concentration of NPAs

Total Exposure to top four NPA accounts

(xviii) Sector-wise NPAs:-

	Year ended March 31, 2023		Year ended March 31, 2022		Year ended March 31, 2021			
	Gross carrying amount	% of NPA to total advances of that sector	Gross carrying amount	GNPA	% of NPA to total advances of that sector	GNPA	% of NPA to total advances of that sector	
Sector								
Agriculture	17,781.99	206.35	6,113.43	274.51	4.49%	7,433.70	489.04	6.55%
Animal husbandry	27,138.59	657.32	15,471.39	773.56	5.00%	7,808.14	374.13	4.78%
Manufacturing (including MSME)	3,266.11	188.15	1,338.64	230.43	17.21%	1,918.63	87.25	4.54%
Services	16,994.81	768.13	4.32%	955.11	15.64%	11,075.12	815.04	7.34%
Trading (including MSME)	5,963.10	246.11	4.13%	12,303.04	2.78%	5,424.71	327.92	6.03%
Consumption	307.64	4.97	1.62%	247.07	13.15%	151.42	63.50	41.95%
Education	110.90	70.33	63.42%	4,352.33	6.49%	1,201.21	436.94	36.34%
Personal Loan	259.43	-	-	218.95	0.00%	-	-	-
Corporate Loan	164.45	-	-	45.00	0.00%	12.84	-	-



Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise)

(vix) Movement of Stage 3 assets:-

	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Net stage 3 assets to net advances (%)	1.22%	2.96%	2.15%
Movement of stage 3 assets (gross)			
Opening balance	2,890.01	2,589.09	2,079.04
Additions during the year	669.12	1,718.32	1,787.99
Reductions during the year	(1,417.60)	(1,417.39)	(1,277.94)
Closing balance	2,141.53	2,890.01	2,589.09
Movement of net stage 3 assets			
Opening balance	1,302.29	1,080.55	1,038.96
Additions during the year	-	1,167.25	1,024.81
Reductions during the year	(443.96)	(945.51)	(983.22)
Closing balance	858.33	1,302.29	1,080.55
Movement of provisions for stage 3 assets			
Opening balance	1,587.72	1,508.54	1,040.08
Addition during the year	810.47	551.06	763.18
Reduction/ write off during the year	(1,115.00)	(471.89)	(294.72)
Closing balance	1,283.19	1,587.72	1,508.54

(vix) Summary information on complaints received by the NBFCs from customers and from the Offices of Ombudsman:-

Complaints received by the Company from customers

- Number of complaints pending at the beginning of the year (Nos)
- Number of complaint received during the year (Nos)
- Number of complaint disposed during the year (Nos)
- Number of complaints rejected out of (c) (Nos)
- Number of complaint pending at the end of the year (Nos)

Maintainable complaints received by the Company from Office of Ombudsman

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
a)	3	-	-
b)	433	428	215
c)	428	425	215
d)	-	-	-
e)	8	3	-
	-	-	-

<This section has been intentionally left blank>



Muthoot Microfin Limited
Notes Forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise.)

(xvi) Top five grounds of complaints received by the NBFC from customers

Grounds of complaints	1	2	Number of complaints pending at the beginning of the year	Number of complaints received during the year	% increase/ decrease in the number of complaints received over the previous year	Number of complaints pending at the end of the year	Of 5, number of complaints pending beyond 30 days
Year ended March 31, 2023				3	4	5	6
Mis-selling				41	116%	-	-
Updation of Repayment Records				172	(38%)	1	-
Insurance Claim Settlement			3	192	56%	5	-
Digital Transactions			-	9	125%	-	-
Fraud conducted by Staff			-	13	100%	2	-
Interest Rates			-	1	0%	-	-
Updation/ Dispute on data in Credit Information Request (CIR)			-	5	100%	-	-
Total		3		433	1.17%	8	-
Year ended March 31, 2022							
Mis-selling or forced selling of third party products				19	375%	-	-
Updation of repayment records				279	253%	-	-
Insurance claim settlement				123	-7%	3	-
Digital transactions				4	100%	-	-
Fraud Conducted by external agencies				2	100%	-	-
Interest rates				1	100%	-	-
Total				428	99%	3	-
Year ended March 31, 2021							
Mis-selling or forced selling of third party products				4	-60%	-	-
Others				-	-	-	-
Updation of repayment records				79	-19%	-	-
Insurance claim settlement				132	1000%	-	-
Digital transactions				-	-	-	-
Fraud Conducted by external agencies				-	-	-	-
Total				215	79.17%	-	-

<This section has been intentionally left blank>



Mulhoo Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated other wise)

(viii) Details of Single Borrower Limit (SGL) / Group Borrower Limit (GBL) exceeded by the NBFC

The Company did not exceed the limits prescribed for Single and Group Borrower during the current and previous years

(ix) Overseas assets

The Company did not have any Joint Ventures and Subsidiaries abroad.

(xiv) Off-balance sheet SPVs sponsored

There are no off-balance sheet SPVs sponsored which are required to be consolidated as per accounting norms as at end of current and previous years.

(xvi) Instances of fraud:-

	As at				As at				As at			
	March 31, 2023				March 31, 2022				March 31, 2021			
	Less than 1 lakh	1 lakh to 5 lakh	5 lakh to 25 Lakh	More than 25 Lakh	Less than 1 lakh	1 lakh to 5 lakh	5 lakh to 25 Lakh	More than 25 Lakh	Less than 1 lakh	1 lakh to 5 lakh	5 lakh to 25 Lakh	More than 25 Lakh
Nature of fraud (cash embezzlement)												
A) Persons involved												
Staff												
No. of accounts (Victims)	-	611	2,788	1,639	-	853	245	402	-	461	712	-
Amount	-	1.35	5.24	57.19	-	2.60	1.32	3.69	-	0.91	3.26	-
B) Type of fraud												
Unauthorised credit facility extended	-	-	-	-	-	-	-	-	-	-	-	-
Misappropriation and criminal breach of trust	-	611	665	1,639	-	853	245	402	-	461	712	-
Amount	-	1.35	2.88	57.19	-	2.60	1.32	3.69	-	0.91	3.26	-
Cheating and forgery	-	-	-	-	-	-	-	-	-	-	-	-
No. of accounts (Victims)	-	-	2,123	-	-	-	-	-	-	-	-	-
Amount	-	-	2.36	-	-	-	-	-	-	-	-	-

<This section has been intentionally left blank.>



Muthoot Microfin Limited

Notes forming part of Restated Financial Statements

(All amounts in INR millions, unless stated otherwise)

(xxvii) Public disclosure on Liquidity Risk as on March 31, 2022 pursuant to RBI notification RBI/2019-20/88 DOR.NBFC (PD) CC. No.102/03.10.001/2019-20 dated November 04, 2019 on Liquidity Risk Management Framework for Non-Banking Financial Companies and Core Investment Companies

(a) Funding concentration based on significant counterparty (both deposits and borrowings)

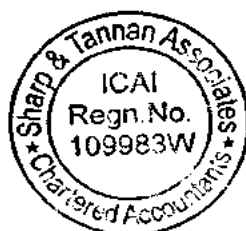
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Number of significant counterparties	27	29	22
Amount	47,675.94	37,647.75	28,832.59
% of total deposits	-	-	-
% of total liabilities	73.42%	94.20%	95.61%

(b) Top 20 large deposits and 10 borrowings

	Outstanding Amount as at March 31, 2023	% of total
Top 20 large deposits	-	-
Top 10 large borrowings	32,235.32	49.64%
	Outstanding Amount as at March 31, 2022	% of total
Top 20 large deposits	-	-
Top 10 large borrowings	22,674.41	56.73%
	Outstanding Amount as at March 31, 2021	% of total
Top 20 large deposits	-	-
Top 10 large borrowings	21,853.82	72.47%

(c) Funding concentration based on significant instrument/product

	Amount as at March 31, 2023	% of total liabilities
Term Loan	40,951.86	63.07%
Securitisation	8,230.63	12.68%
External Commercial Borrowing	2,047.76	3.15%
Non-convertible debentures	13,216.67	20.35%
Commercial paper	484.84	0.75%
Tier II	-	0.00%
Total	64,931.76	100.00%
	Amount as at March 31, 2022	% of total liabilities
Term Loan	28,848.75	72.18%
Securitisation	4,121.09	10.31%
Non-convertible debentures	6,249.44	15.64%
Commercial paper	496.83	1.24%
Tier II	249.97	0.63%
Total	39,966.09	100.00%
	Amount as at March 31, 2021	% of total liabilities
Term Loan	20,923.35	69.38%
Securitisation	4,458.92	14.79%
Non-convertible debentures	4,234.19	14.04%
Commercial paper	290.50	0.96%
Tier II	249.63	0.83%
Total	30,156.59	100.00%



Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise)

(d) Stock ratios

March 31, 2023				
Amount	% of public	% of total liabilities*	% of total assets	
Commercial paper	484.84	0.75%	0.70%	0.57%
Non-convertible debentures	13,216.67	20.35%	19.15%	15.50%
March 31, 2022				
Amount	% of public	% of total liabilities*	% of total assets	
Commercial paper	496.83	1.24%	1.17%	0.89%
Non-convertible debentures	6,249.44	15.64%	14.69%	11.18%
March 31, 2021				
Amount	% of public	% of total liabilities*	% of total assets	
Commercial paper	290.50	0.96%	0.88%	0.69%
Non-convertible debentures	4,234.19	14.04%	12.85%	10.12%

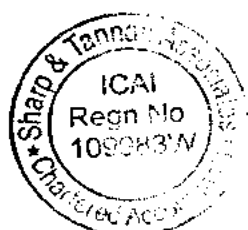
*Total liabilities has been computed as sum of all liabilities as per balance sheet.

(xxvii) Institutional set-up for liquidity risk management

The Board has the overall responsibility for management of liquidity risk. The Company has a Risk management Committee responsible for evaluating the overall risks faced by the Company including liquidity risk. The Asset Liability Management Committee is also responsible for ensuring adherence to the risk tolerance and implementing the liquidity risk management strategy.

(xxviii) Percentage of loans granted against collateral of gold je

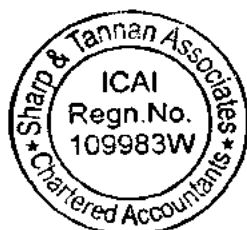
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Gold Loans granted against collateral of gold jewellery (principal portion)	145.54	217.72	556.79
Total assets of the Company	85,291.99	55,914.58	41,838.48
Percentage of Gold Loans to Total Assets	0.17%	0.39%	1.33%



(xxix) Comparison between provisions required under IRACP and impairment allowances made under Ind AS 109 :-

Asset Classification as per RBI Norms 31st March 2023	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
1	2	3	4	5=(3-4)	6	7=(4-6)
Performing Assets						
Standard	Stage 1	69,408.82	383.14	69,025.68	13.15	369.99
	Stage 2	436.67	53.84	382.82	2.78	51.06
Subtotal		69,845.49	436.98	69,408.52	15.93	421.83
Non-Performing Assets (NPA)						
Standard	Stage 3	44.18	18.11	26.07	0.09	18.02
Substandard	Stage 3	1,238.29	652.47	585.82	674.70	(22.23)
Doubtful - up to 1 year	Stage 3	441.32	342.95	98.36	451.47	(108.51)
1 to 3 years	Stage 3	407.01	261.99	145.03	417.61	(155.63)
More than 3 years	Stage 3	10.74	7.67	3.07	13.40	(5.72)
Subtotal for doubtful		2,141.53	1,283.19	858.35	1,557.26	(274.07)
Loss	Stage 3	-	-	-	-	-
Subtotal for NPA		2,141.53	1,283.19	858.35	1,557.26	(274.07)
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal		-	-	-	-	-
	Stage 1	69,408.82	383.14	69,025.68	13.15	369.99
	Stage 2	436.67	53.84	382.82	2.78	51.06
	Stage 3	2,141.53	1,283.19	858.35	1,557.26	(274.08)
Total	Total	71,987.02	1,720.17	70,266.86	1,573.19	146.97

Asset Classification as per RBI Norms 31st March 2022	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
1	2	3	4	5=(3-4)	6	7=(4-6)
Performing Assets						
Standard	Stage 1	40,665.01	580.94	40,084.07	185.65	395.29
	Stage 2	2,642.24	47.49	2,594.75	96.67	(49.18)
Subtotal		43,307.26	628.43	42,678.83	282.33	346.10
Non-Performing Assets (NPA)						
Substandard	Stage 3	1,589.52	619.10	970.43	533.27	63.83
Doubtful - up to 1 year	Stage 3	1,172.81	879.48	293.33	1,026.45	(146.98)
1 to 3 years	Stage 3	127.21	88.84	38.37	126.68	(37.84)
More than 3 years	Stage 3	0.47	0.30	0.17	0.47	(0.17)
Subtotal for doubtful		2,890.01	1,587.72	1,302.29	1,706.88	(119.16)
Loss	Stage 3	-	-	-	-	-
Subtotal for NPA		2,890.01	1,587.72	1,302.29	1,706.88	(119.16)
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal		-	-	-	-	-
	Stage 1	40,665.01	580.94	40,084.07	185.65	395.29
	Stage 2	2,642.24	47.49	2,594.75	96.67	(49.18)
	Stage 3	2,890.01	1,587.72	1,302.29	1,706.88	(119.17)
Total	Total	46,197.26	2,216.15	43,981.11	1,989.21	226.94



< This section is left intentionally blank >

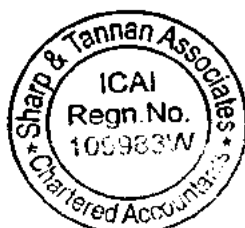
Muthoot Microfin Limited
Notes forming part of Restated Financial Statements
(All amounts in INR millions, unless stated otherwise)

Asset Classification as per RBI Norms 31st March 2021	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
1	2	3	4	5=(3-4)	6	7=(4-6)
Performing Assets						
Standard	Stage 1	30,890.18	551.40	30,338.78	0.08	551.32
	Stage 2	1,566.51	31.27	1,535.23	0.03	31.25
Subtotal		32,456.69	582.68	31,874.01	0.11	582.57
Non-Performing Assets (NPA)						
Substandard	Stage 3	1,652.16	1,215.22	436.94	300.55	914.67
Doubtful - up to 1 year	Stage 3	857.47	282.16	575.32	784.28	(502.12)
1 to 3 years	Stage 3	79.45	25.41	54.03	93.83	(68.42)
More than 3 years	Stage 3	0.01	0.00	0.01	0.01	(0.01)
Subtotal for doubtful		2,589.09	1,522.79	1,066.30	1,178.68	344.12
Loss	Stage 3	-	-	-	-	-
Subtotal for NPA		2,589.09	1,522.79	1,066.30	1,178.68	344.12
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal		-	-	-	-	-
Total	Stage 1	30,890.18	551.40	30,338.78	0.08	551.31
	Stage 2	1,566.51	31.27	1,535.23	0.03	31.25
	Stage 3	2,589.09	1,522.79	1,066.30	1,178.68	344.11
	Total	35,045.78	2,105.46	32,940.31	1,178.79	926.67

(xxx) Details of resolution plan implemented under the Resolution Framework for COVID-19-related Stress as per RBI circular dated May 5, 2021 (Resolution Framework 2.0) are given below:

	As at March 31, 2023	As at March 31, 2021	As at March 31, 2021
a) Number of accounts where resolution plan has been implemented under this window	1,94,824	1,94,824	-
b) Exposure to accounts mentioned at (a) before implementation of the plan	4,506.81	4,506.81	-
c) Active number of accounts where the resolution plan is implemented	77,582	1,73,019	-
d) Exposure to accounts mentioned at (c) on the reporting date	1,227.22	3,862.65	-
e) Increase in provisions on account of the implementation of the resolution plan	68.77	268.91	-

<This section has been intentionally left blank>



(xxxi) Related Party disclosures- Transactions with Related parties during the financial year ;

Nature of relationship	Holding Company			Entities in which KMF are able to exercise control or have significant influence			Fellow subsidiary			Common directorship			Key Management Personnel (KMP)		
	Year ended March 31, 2021	Year ended March 31, 2022	Year ended March 31, 2023	Year ended March 31, 2021	Year ended March 31, 2022	Year ended March 31, 2023	Year ended March 31, 2021	Year ended March 31, 2022	Year ended March 31, 2023	Year ended March 31, 2021	Year ended March 31, 2022	Year ended March 31, 2023	Year ended March 31, 2021	Year ended March 31, 2022	Year ended March 31, 2023
Items															
Cash management charges	50.16	34.11	20.28												
Commission income	0.07	2.87	22.23	5.05	3.56	1.09									
Software support charges							12.15	12.88							
Rent expenses	2.31	3.15	3.62									9.13		7.02	6.69
Rental deposits given (refunded)	-0.25	0.13	0.72												
CSR expenditure							6.23	19.93							
Travel expenses	0.26	0.35	0.33												
Trade mark Fees															
Sitting fees															
Remuneration															
Gold Auction				0.91											
Marketing Expenses												5.00			

(xxxi) Breach of Covenant :

Interest Payment of Rs.64.86 million towards ISIN:INE046W7180 which was due on December 3, 2022 was paid on December 7, 2022. As the payment was made within curing period, it has not been considered as default as per terms of respective agreement. The delay was a one-off event due to inadvertent operational error. The company had comfortable liquidity position with unencumbered cash and bank balance of Rs.2,131.73 million and undrawn sanction in hand of Rs.9,320 million as on December 3, 2022.

The Company has entered into financing arrangements with various non-banking financial institutions (Refer Note 18A) where the company need to comply with various key performance indicators. The company is not in compliance with KPI with three institutions, where the company has submitted necessary waiver letters. The company has received one confirmation for waiver letter and awaiting two other responses. The company will not have any adverse impact on the liquidity position even if the waiver request is rejected by the lenders.

(xxxi) Details of Single Borrower Limit (SGL)/ Group Borrower Limit (GBL) exceeded by NBFC

The Company did not exceed the limits prescribed for single and group borrower during the financial year ended March 31, 2023, March 31, 2022 and March 31, 2021

(xxxi) Details of Single Borrower Limit (SGL)/ Group Borrower Limit (GBL) exceeded by NBFC

The Company did not have any joint ventures and subsidiaries abroad

(xxxi) Details of Single Borrower Limit (SGL)/ Group Borrower Limit (GBL) exceeded by NBFC

There are no off-balance sheet SPV's sponsored which are required to be consolidated as per accounting norms as at the end of current and previous year

< This section is left intentionally blank >



54 Details of loans transferred/acquired during the period ended 31 March 2023, 31 March 2022 and 31 March 2021 under RBI masters direction on transfer of loan Exposures dated 24 September 2021 are as follows :

i) Details of loans acquired/ transferred through assignment

Particulars	For the year ended 31 March 2023		For the year ended 31 March 2022		For the year ended 31 March 2021	
	Transferred (MFI loan)	Acquired (MFI loan)	Transferred (MFI loan)	Acquired (MFI loan)	Transferred (MFI loan)	Acquired (MFI loan)
Aggregate amount of loans Transferred/acquired	18,322.48	-	16,391.08	-	7,659.93	-
Number of loans assigned during the year	5,37,668	-	5,27,134	-	2,68,949	-
Weighted average residual tenor (in months)	18.45	-	18.01	-	16.94	-
Weighted average holding period (in months)	6.22	-	6.19	-	9.33	-
Retention of beneficial economic interest by originator	2,189.00	-	2,286.99	-	1,598.11	-

ii) Details of loans transferred to ARC

Particulars	For the year ended 31 March 2023		For the year ended 31 March 2022		For the year ended 31 March 2021	
	Transferred (MFI loan)	Acquired (MFI loan)	Transferred (MFI loan)	Acquired (MFI loan)	Transferred (MFI loan)	Acquired (MFI loan)
Aggregate principal outstanding of the loans transferred	3,015.42	-	-	-	-	-
Number of loans Transferred to ARC during the year	1,42,791	-	-	-	-	-
Weighted average residual tenor (in months)	4.38	-	-	-	-	-
Net book value of loans transferred (at the time of transfer)	2,165.66	-	-	-	-	-
Aggregate consideration	900.00	-	-	-	-	-
Additional consideration realised in respect of assets transferred in earlier years	-	-	-	-	-	-

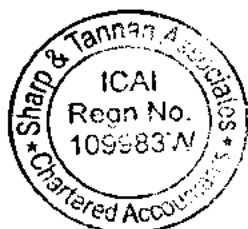
iii) The company has not acquired any loans through assignment

iv) The company has not acquired any stressed loans

v) Analytical Ratios

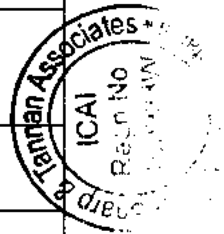
Ratios	Numerator	Denominator	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
A) Capital to Risk weighted Assets Ratio (CRAR)	Total capital	Risk Weighted Assets	21.87%	28.75%	22.55%
B) Tier I CRAR	Tier-I capital	Risk Weighted Assets	21.87%	28.38%	21.80%
C) Tier II CRAR	Tier-II capital	Risk Weighted Assets	0.00%	0.38%	0.75%
D) Liquidity coverage Ratio	Total HQLA	Risk Weighted Assets	105.63%	197.72%	219.91%

<This section has been intentionally left blank>



55 Schedule to the Balance Sheet of a Non Banking Financial Company as required under Master Direction: Non banking Financial company Systematically important: Non deposit Taking company and Deposit Taking company (Reserve Bank) Directions, 2016 as amended :

S.No	Particulars	As at 31 March 2023			As at 31 March 2022		
		Particulars	Amount outstanding	Amount over due	Particulars	Amount outstanding	Amount over due
1. Liabilities side	Loans and Advances availed by the company						
	a) Debentures : Secured Debentures : UnSecured (other than falling under public deposits)		13,216.67			6,249.44	4,234.19
	b) Deferred Credits						
	c) Term loans		31,290.25			32,969.85	25,382.26
	d) Inter corporate loan and borrowings		184.84			496.83	290.50
	e) Commercial paper						
	f) public deposit		1,299.40			913.96	779.89
	g) other loans (Loose liability)						
2. Asset side	Break up of Loans and Advances including bills Receivables						
	a) Secured		310.00			262.94	343.12
	b) Un Secured		69,956.85			43,718.17	32,597.20
	Current Investments						
	1.Quoted						
	i) Shares						
	A) Equity shares						
	B) Preference Shares						
	ii) Debenture and Bonds						
	iii) Units of Mutual Funds						
	iv) Government Securities						
	v) Others (please specify)						
	2.UnQuoted						
	i) Shares						
	A) Equity shares						
	B) Preference Shares						
	ii) Debenture and Bonds						
	iii) Units of Mutual Funds						
	iv) Government Securities						
	v) Others (please specify)						
3. Long Term Investments							
	1.Quoted						
	i) Shares		633.59			0.45	0.45
	A) Equity shares						
	B) Preference Shares						
	ii) Debenture and Bonds						
	iii) Units of Mutual Funds						
	iv) Government Securities						
	v) Others (please specify)						
	2.UnQuoted						
	i) Shares						
	A) Equity shares						
	B) Preference Shares						
	ii) Debenture and Bonds						
	iii) Units of Mutual Funds						
	iv) Government Securities						
	v) Others (please specify)						



4. Borrower group wise classification of assets financed in (2) & (3)

Particulars	As at 31 March 2023		As at 31 March 2022		As at 31 March 2021	
	Amount net of provision		Amount net of provision		Amount net of provision	
	Secured	Unsecured	Secured	Unsecured	Secured	Unsecured
a. Subsidiaries	-	-	-	-	-	-
b. Companies in the same group	-	-	-	-	-	-
c. Other related parties	-	-	-	-	-	-
Other than related parties	310.00	69,956.85	262.94	43,718.17	343.12	32,597.20

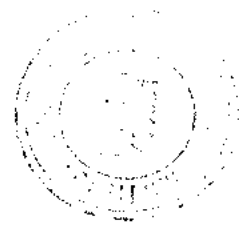
5. Investor group wise classification of assets current and long term in shares and securities (both quoted and unquoted)

Particulars	As at 31 March 2023			As at 31 March 2022			As at 31 March 2021		
	Market value	Book value (net of provision)	Market value	Market value	Book value (net of provision)	Market value	Market value	Book value (net of provision)	Market value
a. Subsidiaries	-	-	-	-	-	-	-	-	-
b. Companies in the same group	-	0.45	-	-	0.45	-	-	0.45	-
c. Other related parties	-	-	-	-	-	-	-	-	-
Other than related parties	-	-	-	-	-	-	-	-	-

6. Other Information

Particulars	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Gross Non performing Assets			
A. Related parties			
B. Other than Related Parties	2,141.53	2,890.01	2,589.09
Net Non performing Assets			
A. Related parties			
B. Other than Related Parties	858.34	1,302.29	1,066.30

<This section has been intentionally left blank>



Muthoot Microfin Limited

Notes forming part of Restated Financial Statements

(All amounts in INR millions, unless stated otherwise)

56 Statement of adjustments to Restated financial statements
Material adjustments

Particulars	As at 31 March		
	2023	2022	2021
Net profit/ (loss) after tax as per audited statement of profit and loss (A)	1,638.89	473.98	70.54
Adjustments for restatement increase / (decrease) in profits / (losses)	-	-	-
Miscellaneous expenses	-	-	-
Total impact of the adjustments	-	-	-
Total effect of adjustments before tax (B)	-	-	-
Tax impact on adjustments	-	-	-
Total tax adjustments (C)	-	-	-
Net effect of decrease in loss on adjustment after tax (D = B+C)	-	-	-
Net profit / (loss) after tax, as restated (A+D)	1,638.89	473.98	70.54

57 Statement of dividend paid, as restated

Particulars	For the year ended 31 March		
	2023	2022	2021
Equity shares - face value	10.00	10.00	10.00
% of dividend	Nil	Nil	Nil
Final dividend	Nil	Nil	Nil
Compulsorily convertible preference shares - face value	10.00	10.00	10.00
% of dividend	Nil	Nil	Nil
Interest income - income tax refund	-	-	-
Foreign exchange gain (net)	-	-	-
Dividend income from mutual fund	-	-	-
Final dividend	Nil	Nil	Nil
As a % of net profit before tax			

Note:

To be read together with significant accounting policies, impact of adjustments and notes to the restated financial information as appearing in Note 56

58 Statement of accounting ratios, as restated

Particulars	For the year ended 31 March		
	2023	2022	2021
Net worth as at the year end (A)	16,258.49	13,365.79	8,898.90
Net profit / (loss) after tax, as restated available for equity shareholders (B)	1,638.89	473.98	70.54
Weighted average number of equity shares outstanding during the year			
For basic earnings per share (C)	11,55,07,578	11,41,70,533	11,41,70,533
For diluted earnings per share (D)	13,67,74,326	11,92,82,048	11,41,70,533
Earnings / (loss) per share Rs. 10 each (refer note 3(xiv))			
Basic (Rs) (E = B/C)	14.19	4.15	0.62
Diluted (Rs) (F = B/D)	11.98	3.97	0.62
Return on net worth (%) (G = B/A)	10.08%	3.55%	0.79%
Weighted average number of shares outstanding during the year (H)	11,55,07,578	11,41,70,533	11,41,70,533
No. of equity shares outstanding at the end of the year (I)	11,68,37,249	11,41,70,602	11,41,70,502
Net assets value per share of Rs 10 each (J = A/I)	139.15	117.07	77.94
Face value (Rs)	10.00	10.00	10.00

Notes:

1. The above ratios are calculated as under:

a) Basic earnings per share = Net profit attributable to equity shareholders / weighted average number of shares outstanding during the year.

b) Diluted earnings per share = Net profit attributable to equity shareholders / weighted average number of diluted potential shares outstanding.

c) Return on net worth (%) = Net profit attributable to equity shareholders / net worth as at the end of year.


d) Net asset value (Rs) = Net worth / number of equity shares as at the end of year.

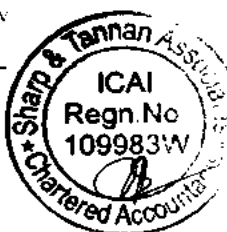
2. Earnings per shares (EPS) calculation is in accordance with Accounting Standard 20 "Earnings per share" prescribed by the Companies (Accounting Standards) Rules, 2006.

3. To be read together with significant accounting policies, impact of adjustments and notes to the restated financial information as appearing in Note 56

For Sharp & Tannan Associates
Chartered Accountants

Firm's Registration No.: 1099831W


Anil Khol
Partner
Membership No.: (F) 037457
Place: Pune



Date: 06 May 2023

For and on behalf of Directors
Muthoot Microfin Limited


Thomas Muthoot
Managing Director
DIN: 00082099
Place: Kochi


Thomas John Muthoot
Non Executive Director
DIN: 00011618
Place: Kochi


Thomas George Muthoot
Non Executive Director
DIN: 00011552
Place: Kochi


Praveen T
Chief Financial Officer
Place: Kochi


Neethu Aja
Company Secretary
Place: Kochi





DIRECTORS' REPORT

To the Members of Muthoot Microfin Limited,

Your directors are pleased to present the 31st Annual Report along with the Audited Financial Statements of your Company for the year ended 31st March 2023.

1. Financial Highlights

Particulars	Amount in Millions	
	31.03.2023	31.03.2022
Revenue from operations	14,287.64	8,325.06
Other Income	175.80	104.35
Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	7,884.86	4,256.61
Less: Depreciation/ Amortisation/ Impairment	266.06	207.84
Profit /loss before Finance Costs, Exceptional items and Tax Expenses	7,618.80	4,048.77
Less: Finance Costs	5,490.10	3,401.55
Profit /loss before Exceptional items and Tax Expenses	2,128.70	647.21
Add/(less): Exceptional items	-	-
Profit /loss before Tax Expenses	2,128.70	647.21
Less: Tax Expenses (Current & Deferred)	489.81	173.23
Profit /loss for the year (1)	1,638.89	473.98
Total Comprehensive Income/loss (2)	394.17	323.25
Total comprehensive income/(loss) for the year (1+2)	2,033.06	797.23
Add: Balance of profit /loss for earlier years	2,787.60	2,070.53
Add: Consolidation of ESOP Trust	(230.05)	15.88
Less: Adjustment on account of consolidation of ESOP trust	(0.60)	1.24
Less: Transfer to Debenture Redemption Reserve		-
Less: Transfer to Reserves	327.78	94.80
Less: Dividend paid on Equity Shares	-	-
Less: Dividend paid on Preference Shares	-	-
Less: Dividend Distribution Tax	-	-
Balance carried forward	4,262.23	2,787.60

2. State of affairs of the Company

As of March 31, 2023, the Company had 27.73 lakh active customers spread across 1,172 branches, with a gross loan portfolio of ₹ 9,208.28 crore as compared to ₹ 6,255.03 crore in Financial Year 2021-22.

The net worth of the Company as on March 31, 2023 was ₹ 1,625.85 crore and capital adequacy as on March 31, 2023 was 21.87%, well in excess of the mandated 15%.

During the year, the Company's revenue from operations and other income was ₹ 1,446.34 crore with a net profit with other comprehensive income of ₹ 203.31 crore. The funding source for the Company was through private placement of Non-Convertible Debentures ("NCDs") and borrowings from banks/ financial institutions by way of Term Loans, PTCs, ECBs and CPs as summarized below.

(₹ in Crore)

Financial Year	2022-23	2021-22
Privately placed Non-Convertible Debenture	1333.60	635.44
Term Loan	4,126.34	2,897.17
Commercial Paper	47.75	49.68
Pass-Through Certificate	914.29	413.04
External Commercial Borrowings	205.37	0.00
Others	0.00	25.00
Total	6,627.35	4,020.29

Your Company's Operational Highlights for the financial year ended 31.03.2023 are as follows

(₹ in Crore)

Particulars	31-03-2023	31-03-2022
Number of Branches	1,172	905
Amount disbursed	8,104.47	4,640.03
Number of active loans	33,36,821	27,17,521
Total Assets under management including securitized and assigned portfolio (Gross Loan Portfolio)	9,208.38	6,255.03
BC Portfolio (Managed for Yes Bank)	0.99	1.02
BC Portfolio (Managed for SIDBI)	91.04	3.56
MSGB (Managed for MFL)	11.78	25.06

Dividend

No dividend has been declared by the Company during the year.

3. Transfer to Investor Education and Protection Fund

During the period, the Company does not have any amount due to be credited to the Investor Education and Protection Fund as provided in the provisions of Section 125 of the Companies Act, 2013.

4. Amount transferred to Reserves

The Company proposes to transfer ₹ 32.77 crore to the statutory reserve out of the amount available for appropriation and an amount of ₹ 426.22 crore is proposed to be retained in the profit and loss account.

5. Share Capital

The issued, subscribed and paid-up Share Capital of the Company as on 31st March, 2023 was ₹ 140.20 crore comprising of:

Sl. No.	Type of share capital	Number of shares	Face value (₹)	Aggregate value (₹)
1.	Equity shares (Fully paid up)	11,68,37,249	10	1,16,83,72,490.00
2.	Preference Shares (Fully paid up)	2,33,60,260	10	23,36,02,600.00

During the year under review, the Company has issued 26,66,647 (Twenty Six Lakh Sixty Six Thousand Six Hundred and Forty Seven) equity shares of ₹ 10/- each at a premium of ₹ 92.06 per share to the Muthoot Microfin Limited Employee Welfare Trust in order to facilitate the implementation of ESOP 2022 and

41,98,527 (Forty One Lakh Ninety Eight Thousand Five Hundred and Twenty Seven) Compulsorily Convertible Cumulative Participating Preference Shares of ₹ 10/- each at a premium of ₹ 184.86 per share to M/s. Greater Pacific Capital WIV Ltd, Cayman Islands by way of private placement.

There was no reclassification or sub-division of the authorised share capital, reduction of share capital, buy-back of shares, change in the capital structure resulting from restructuring, or change in voting rights in respect of any class of the share capital of the company during the financial year.

As on 31st March, 2023, none of the Directors of the Company holds instruments convertible into Equity Shares of the Company.

Employee Stock Option Plan (ESOP)

Stock Options are granted to eligible employees and KMPs of the Company pursuant to the Muthoot Microfin Employee Stock Option Plan 2016 ("ESOP 2016") and as decided by the Nomination & Remuneration Committee.

The details of the Employee Stock Option Plan as per Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 are as follows:

Particulars	ESOP 2016			ESOP 2022
Date of Shareholders' Approval	December 05, 2016			
Tranches	I - ₹14	II - ₹67	III - ₹77.20	I - ₹151
Grant Date	05.12.2016	22.02.2018	09.11.2021	04.11.2022
Total Number of Options approved under the Plan	14,15,614			26,66,647
Number of options granted and outstanding at the beginning of the year	-	-	4,79,864	-
Number of Options exercisable at the beginning of the year	1,66,250	1,39,750	0	-
Number of Options Granted during the year	Nil	Nil	1,19,966	24,65,500
Number of options Vested during the year	Nil	Nil	1,10,591	NA
Number of options Exercised during the year	Nil	Nil	Nil	NA
Number of shares arising as a result of exercise of options;	Nil	Nil	Nil	NA
Number of Options lapsed during the year	Nil	Nil	9375	NA
Number of options cancelled during the year	Nil	15,250	Nil	NA
Exercise Price	14	67	77.2	151
Money realized by exercise of options;	-	-		-
Maximum term of Options granted	4 Years	4 Years	4 Years	4 years
Variations of terms of options	None	None	None	None
Number of Options outstanding at the end of the year	-	-	3,59,898	24,65,500
Number of options exercisable at the end of the year	1,66,250	1,24,500	1,10,591	-

Loan repaid by the trust during the year from the exercise price received	NA	NA	NA	NA
Employee wise details of Options granted				
1. Key Managerial Personnel				Mr. Sadaf Sayeed - CEO – 6,50,000 Mr. Praveen T - CFO – 2,00,000 Ms. Neethu Ajay - CS – 1,00,000
2. Any employee who received a grant in any one year of Options amounting to 5% or more of Options granted during that year				Mr. Sadaf Sayeed - CEO – 6,50,000 Mr. Praveen T - CFO – 2,00,000 Mr. Subhransu Pattnayak - EVP - HR – 1,50,000 Mr. Udeesh Ullas - COO – 2,32,000
3. Identified Employees who were granted Options during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant				None

*Note: key managerial personnel has been considered as per the Companies Act, 2013 only.

Debentures, bonds or any non-convertible securities

Non-convertible Debentures: Your Company has issued Listed, Secured, Non-convertible Debentures aggregating ₹1,333.60 crore as on the reporting date.

Amount in ₹					
	Series	MML-5	MML-6	MML-9	MMI-11 (MLD-2)
a.	Date of issue of the securities	24-08-2017	09-11-2019	08-10-2020	15-07-2021
b.	Date of allotment of Securities	18-09-2017	27-11-2019	25-11-2020	15-07-2021
c.	Number of securities	750	700	450	500
d.	Whether the issue of the securities was by way of preferential allotment, private placement or public issue	Private Placement	Private Placement	Private Placement	Private Placement
e.	Brief details of the debt restructuring pursuant to which the securities are issued	NA	NA	NA	NA
f.	Issue price	10,00,000	10,00,000	10,00,000	10,00,000
g.	Coupon rate	11.25%	11.44	11.40%	10.50%
h.	Maturity date	18-09-2023	27-11-2024	25-05-2024	15-07-2023
i.	Amount raised (In ₹ crore)	75	70	45	50

MMI-12 (MLD-3)	MMI-13 (MLD-4)	MMI-14 (MLD-5)	MML-15	MML-16	MML-17
27-12-2021	11-01-2022	25-03-2022	25-05-2022	01-06-2022	09-06-2022
27-12-2021	11-01-2022	25-03-2022	27-05-2022	03-06-2022	15-06-2022
1,154	1,000	650	380	1120	932
Private Placement	Private Placement	Private Placement	Private Placement	Private Placement	Private Placement
NA	NA	NA	NA	NA	NA
10,00,000	10,00,000	10,00,000	10,00,000	10,00,000	10,00,000
10.60%	10.40%	10.10%	11.45%	11.55%	9.90%
31-03-2024	11-10-2023	25-09-2023	27-05-2027	03-06-2027	15-12-2025
115.4	100	65	38	112	93.2

MML-18 (MLD-6)	MML-19 (MLD-7)	MML-20 (MLD-8)	MML-21 (MLD-9)	MML-22	MML-23
27-07-2022	29-07-2022	22-09-2022	22-12-2022	25-01-2023	02-02-2023
27-07-2022	29-07-2022	22-09-2022	22-12-2022	27-01-2023	09-02-2023
1000	700	1000	1000	1000	1000
Private Placement	Private Placement	Private Placement	Private Placement	Private Placement	Private Placement
NA	NA	NA	NA	NA	NA
10,00,000	10,00,000	10,00,000	10,00,000	10,00,000	10,00,000
10.45%	10.60%	10.45%	10.00%	11.00%	11.00%
27-01-2024	29-04-2024	27-01-2024	27-01-2024	27-01-2026	27-01-2026
100	70	100	100	100	100

6. Capital Adequacy

The Capital Adequacy Ratio was 21.87 % as on 31st March 2023. The Net Owned Funds (NOF) as on that date was ₹ 1,363.84 crore. The minimum capital adequacy requirement stipulated for your Company by Reserve Bank of India is 15%.

7. Annual Return

Pursuant to sub-section 3(a) of Section 134 of the Companies Act, 2013 a copy of the Annual Return is placed on the website of the Company. The web-link is: <https://www.muthootmicrofin.com/annual-report>.

8. Related Party Transaction

All contracts/arrangements/transactions entered into by the Company during the Financial Year with related parties were in the ordinary course of business and on an arm's length basis. During the year under review, your Company had not entered into any contract/ arrangement/transaction with Related Parties which could be considered material in accordance with the Policy on Related Party Transactions. The particular of contracts or arrangements made with related parties pursuant to Section 188 of the Companies Act, 2013 in the prescribed Form AOC-2 is appended as **ANNEXURE - I** which forms part of this report.

Disclosure in compliance with regulation 53 read with Schedule V of SEBI (LODR) Regulations, 2015 disclosure is made in the financial statements on Related Party Transactions in compliance with the

applicable accounting standards.

Disclosures of transactions of the listed entity with any person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the listed entity, in the format prescribed in the relevant accounting standards for annual results is provided in the financial statements.

9. Achievements

During the Financial Year, your company has won several awards and accolades during the year under review. Select few awards/ recognition are listed hereunder:

- Muthoot Microfin featured among India's Best Workplaces in Health & Wellness. The recognition was granted for successfully creating a psychologically and emotional healthy workplace culture at Muthoot Microfin that inspires high performance. Based on a rigorous and most comprehensive research on workplace wellness in the country, the 40 Best organizations were identified and recognized as India's Best Workplaces in Health & Wellness 2022.
- Muthoot Microfin has won "IT Brand Building Award" at the 2nd Annual NBFC & FinTech Excellence Awards 2023. Rasul Shek (AVP-Operations) received the prestigious award on behalf of the company in a ceremony held at Hotel Holiday Inn, Mumbai hosted by Quantic India.
- Muthoot Microfin retained the Great Place To Work certification for the 4th time for its commitment to foster a culture of pride, trust, reliability, teamwork, and credibility amongst its employees.
- Muthoot Microfin was featured among "India's Finest Workplaces" in a specialised feature series on ET Now. The series showcased organizations that practice the best employee culture.
- Muthoot Microfin wins Mobility Award for IT Innovations. Muthoot Microfin has bagged yet another award for its innovations in IT. The organisation was awarded in the mobility category at the 'Technology Senate South Awards 2022' instituted by Express Computer - IT media brand of the 'The Indian Express' group. Muthoot Microfin CTO, Mr Linson Paul received the honour on behalf of the company at a ceremony held at Sheraton Hotel, Hyderabad on 16th December 2022. This is one of the recognitions the company received for IT innovations as it strives to become a technological driven microfinance company.
- Muthoot Microfin won the "Best Digital Transformation Initiative - Financial Services" award at the "India DevOps Show, 2022". The organisation was recognized for its wide range of digital initiatives and unwavering commitment to provide the benefits of these initiatives to its millions of customers across the country. Muthoot Microfin CTO, Mr Linson Paul received the award on behalf of the organisation at an event hosted by Quantic India at Mumbai on December 07, 2022.
- Muthoot Microfin won the Best Employee Driven CX Award at the INDIA CX SUMMIT 2022 held on 1st Dec 2022 at Mumbai. Mr Subhransu Pattnayak (EVP-HR) received the award on behalf of the company. The India Customer Excellence (CX) Summit & Awards 2022 recognised organisations from Banking, Insurance and Telecom industries for their excellence in fostering customer service. Muthoot Microfin was recognised for driving the customer service through employees by responding promptly to the transitions in the industry with strategies to focus on digital channels.
- Muthoot Microfin CEO, Mr. Sadaf Sayeed has been conferred with the 'Inspiring CEO Award at the second edition of The Economic Times CEO Conclave. Mr Sadaf received the prestigious award from the Hon'ble Union Minister of State Mr. Rameswar Teli at the conclave held in New Delhi on June

30, 2022. The conclave honoured Sadaf Sayeed for his inspiring and strong leadership in creating opportunities during the times of VUCA.

10. Particulars of Loans, Guarantees or Investments

The Company has duly complied with the provision of Section 186 of the Companies Act, 2013 and Rules made thereunder. The details of Loans, Guarantees or Investments made during FY 2022-23 are given below:

(₹ in crore)

Name of Companies	Nature of Transactions	Loans	Investments
Sugmya Finance Private Limited	Term Loan	50,00,000/-	
Subhlakshmi Finance Private Limited	Term Loan	2,00,00,000/-	
Swara Fincare Limited	Term Loan	2,00,00,000/-	
Kaabil Finance Private Limited	Term Loan	2,00,00,000/-	
Mitrata Inclusive Financial Services Private Limited	Term Loan	3,00,00,000/-	
Prayatna Microfinance Limited	Term Loan	2,00,00,000/-	
Sahyog Development Services	Term Loan	2,00,00,000/-	
Magenta Finance Services Private Limited	Term Loan	2,00,00,000/-	
The Thinking Machine Media Private Limited	Equity investment		4,50,000/-

Details on the loans given and investments made under the provisions of this section are given in the financial statement. The Company has not given any guarantees or security on behalf of a third party.

11. Change in Nature of Business If any

There were no changes during the year in the nature of business carried out by the company.

12. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

There have been no material changes or commitments, which affect the financial position of the company which has occurred between the end of the financial year to which the financial statements relate and the date of this Report.

13. Revision of financial statement or the Report

The Company has not revised its Financial Statement or Board's Report during the financial year.

14. Directors and Key Managerial Personnel

I. Board of Directors

As on 31st day of March 2023, the Board of your Company consists of Ten Directors. Their details are as follows:

Category	Name of Director
Executive Director	Mr. Thomas Muthoot (Managing Director)
Non-Executive Independent Directors	Mr. Alok Prasad
	Mrs. Pushpy B Muricken
	Mr. Thai Salas Vijayan

Non-Executive Directors	Ms. Bhama Krishnamurthy
	Mr. R Anand
	Mr. Thomas John Muthoot
	Mr. Thomas George Muthoot
	Mr. John Tyler Day
	Mr. Akshaya Prasad

A. Change in Composition of the Board of Directors

During the year under review, there was following changes to the Board of Directors ('Board'):

i. Inductions to the Board

Mr. Anand Raghavan

Based on the recommendation of the Nomination and Remuneration Committee (NRC) and the Board, the Shareholders of the Company, in accordance with the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder read with Schedule IV to the Act and applicable SEBI and RBI Regulations, by way of a resolution passed at their extra ordinary general meeting held on 20th December 2022, have approved the appointment of Mr. Anand Raghavan (DIN: 00243485) as an Independent Director of the Company, not liable to retire by rotation, for a period commencing from 20th December, 2022 till December 19, 2027. Mr. Anand Raghavan brings to the Board his extensive knowledge and experience in fields of Finance and Audi.

Mr. John Tyler Day

On the recommendation of the NRC and the Board, the Shareholders of the Company, in accordance with the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder read with Schedule IV to the Act and applicable SEBI and RBI Regulations, by way of a resolution passed at their extra ordinary general meeting held on 20th December 2022, have approved the appointment of Mr. John Tyler Day (DIN: 07298703) as a Non- Executive Director of the Company. Mr. John Tyler Day brings to the Board his extensive knowledge and experience in areas of Finance, Investments and insight into the Microfinance Industry.

ii. Directors retiring by rotation

At the 30th Annual General Meeting held on August 24, 2022, Mr. Thomas George Muthoot, Director (DIN: 00011552) retired by rotation in compliance with the provisions of Section 152 of the Companies Act, 2013 and he was reappointed.

Mr. Thomas John Muthoot, Director (DIN 00011618) is due to retire by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for re-appointment.

iii. Re-appointment of Independent Directors

Mr. Alok Prasad (DIN: 00080225), whose initial term as an independent Director expired on May 09, 2022, was reappointed by the Board as an additional Director on 10th May 2022 to hold office till the conclusion of the next Annual General Meeting. He was reappointed for a second term with effect from May 10, 2022, to May 09, 2027 as an Independent Director, not liable to retire by rotation, by the member at the 30th Annual General Meeting held on August 24, 2022.

Approval of the Members will be sought at the forthcoming Annual General Meeting to the following appointments

Mrs. Pushpy B Muricken (DIN: 03431198) as a Non-Executive (Independent) Director of the Company, not liable to retire by rotation, for the second term i.e., from March 31, 2023 to March 30, 2028. She shall hold office as an Additional Director from the expiry of her initial term up to the date of this AGM, pursuant to the Resolution of the Board dated February 06, 2023, and is eligible for appointment as a Director.

Mr. T S Vijayan (DIN: 00043959) as a Non-Executive (Independent) Director of the Company, not liable to retire by rotation, for the second term i.e., from May 15, 2023 to May 14, 2028. He shall hold office as an Additional Director from the expiry of his initial term up to the date of this AGM, pursuant to the Resolution of the Board dated February 06, 2023, and is eligible for appointment as a Director.

Mrs. Bhama Krishnamurthy (DIN: 02196839) as a Non-Executive (Independent) Director of the Company, not liable to retire by rotation, for the second term i.e., from May 15, 2023 to May 14, 2028. She shall hold office as an Additional Director from the expiry of her initial term up to the date of this AGM, pursuant to the Resolution of the Board dated February 06, 2023, and is eligible for appointment as a Director.

iv. Cessations

Mr. Kenneth Dan Vander Weele (DIN: 02545813) and Mr. Thomas Muthoot John (DIN: 07557585), Non-Executive Directors, have resigned from the Board of Directors of the Company effective from 21st November 2022 and 27th March 2023 respectively.

The Board of Directors places on record its deep appreciation for the contributions of Mr. Kenneth Dan Vander Weele and Mr. Thomas Muthoot John during their tenure.

B. Change in the composition of the Board of Directors after the end of the financial year and up to the date of this Report

As detailed herein above, the term of Mr. T S Vijayan (DIN: 00043959) and Mrs. Bhama Krishnamurthy (DIN: 02196839), Independent Directors of the Company is due to expire on May 14, 2023. Considering their expertise and contributions to the Board of Directors, the Board at its meeting held on February 06, 2023 has appointed Mr. T S Vijayan and Mrs. Bhama Krishnamurthy as additional Directors to hold office from the expiry of their initial tenure till the conclusion of the ensuing Annual General Meeting where their re-appointment as an Independent Directors for a second term of five years may be considered by the Members.

II. Key Managerial Persons

Name	Designation
Thomas Muthoot	Managing Director
Sadaf Sayeed	Chief Executive Officer
Praveen T	Chief Financial Officer
Neethu Ajay	Company Secretary

The Members at the 26th Annual General Meeting held on May 15, 2018 have approved the appointment of Mr. Thomas Muthoot (DIN 00082099) as Managing Director of the Company for a period of five years effective from November 10, 2017. Since the term of Mr. Thomas Muthoot ended on November 09, 2022, the Board at the meeting held on November 04, 2022 has re-appointed him for a further term of

five years November 04, 2022 to November 03, 2027, which was then approved by the Members at the Extra Ordinary General Meeting (02/2022-23) held on December 20, 2022.

III. Woman Director

In terms of the provisions of Section 149 of the Act and Regulation 17(1)(a) of Listing Regulations, the Company needs to have at least one woman director on the Board. The Company has Ms. Bhama Krishnamurthy (DIN: 02196839) and Ms. Pushpy B Muricken (DIN: 03431198) as Independent Woman Directors on the Board.

IV. Declaration by Independent Directors and statement on compliance with the code of conduct

The Company has received necessary declarations with respect to independence from all the independent directors in compliance of Section 149 (7) of the Companies Act, 2013.

The Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Companies Act, 2013 and the Code of Conduct for Directors and senior management personnel formulated by the Company.

V. Nomination & Remuneration Policy

The Policy on Nomination and Remuneration sets out the criteria for determining qualifications, positive attributes and independence of Directors. It also lays down criteria for determining qualifications, positive attributes of KMPs and senior management and other matters provided under Section 178(3) of the Act. The Nomination and Remuneration Policy of the Company as approved and adopted by the Board is available on the website of the Company at: <https://muthootmicrofin.com/disclosures/>

The policy is in compliance with the provisions of Section 178 of the Companies Act, 2013, SEBI (LODR) regulations and guidelines of the Reserve Bank of India on Corporate Governance Norms for NBFCs. The policy covers the following:

1. Objectives, composition and responsibilities of the Nomination and Remuneration Committee
2. Guidelines for NRC on appointment and removal of directors/KMP and senior management
3. Fit and proper criteria to determine the suitability of the person for appointment / continuing to hold appointment as a Director on the Board of the Company.
4. Criteria for independence - for directors to be appointed as independent directors on the board of the company.
5. Criteria to be considered while appointing KMP, senior management personnel
6. Removal of a director, KMP or senior management
7. Remuneration of directors, key managerial personnel and senior management
8. Evaluation of performance of the Directors and the overall Board broadly on the basis of the laid out criteria.
9. Criteria for review of the policy y due to change in regulations or as may be felt appropriate by the Committee.

15. Board Meeting

During the Financial Year 2022-23, our Board has met six (6) times and the meetings were held on 10th May 2022, 11th August 2022, 29th September 2022, 04th November 2022, 20th December 2022, and 06th February 2023. The requisite quorum was present for all the Meetings. The maximum time gap between any two Meetings was not more than one hundred and twenty days. All the Meetings were well attended.

The details of the meetings have been enclosed in the Corporate Governance Report, which forms part of this report.

16. Committees of Board

The Company has various Committees which have been constituted as a part of good corporate governance practices and the same are in compliance with the requirements of the relevant provisions of applicable laws and statutes. The Committees of the Board are the audit committee, the nomination and remuneration committee, the borrowing committee, the corporate social responsibility committee, the stakeholder's relationship committee, the IT strategy committee, the asset liability management committee, and the risk management committee. The details with respect to the composition, powers, roles, terms of reference, Meetings held, and attendance of the Directors at such Meetings of the relevant Committees are given in detail in the Report on Corporate Governance of the Company which forms part of this Annual Report.

17. Recommendations of the Audit Committee

There was no instance during the year where the Board had not accepted the recommendations of Audit Committee requiring disclosure pursuant to Section 177(8) of the Companies Act, 2013.

18. Company's policy on directors' appointment and remuneration

The Company, pursuant to the provisions of Section 178 of the Companies Act, 2013, has formulated and adopted a policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178 which is available on the website of the Company: www.muthootmicrofin.com.

19. Annual Evaluation of Board, Committees, and Individual Directors

The meeting of the Board of Directors held on February 06, 2023 has conducted an evaluation of its own performance and that of its committees and individual directors.

The evaluation process is carried out by collecting feedback from each of the Directors /committee members about the Board/committee's performance and also feedback about each of the other directors. The feedback are collected through structured questionnaires. The Board then evaluated all the feedback received and expressed their satisfaction.

Aspects covered in the feedback inter alia are:

- a. Composition of Board/committees.
- b. Appropriateness of its size, experience and expertise.
- c. Effective participation, integrity and credibility.
- d. Ability to handle conflict collectively, Interpersonal skills, and willingness to address issues proactively.
- e. Performance against set goals.
- f. Adequacy of terms of reference to serve the purpose.

The Board of Directors has conducted these evaluations through electronic mode by distributing electronic evaluation forms to the Directors.

20. Subsidiary Company, Joint Ventures and Associate Companies

The Company does not have any subsidiary, Joint venture or Associate Company.

21. Deposit

During the financial year, your Company has not accepted any deposits from the public within the meaning of provisions of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998 or any deposits within the meaning of Section 73 of the Companies Act 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

Therefore the disclosures required under Rule 8(5)(v) of Companies (Accounts) Rules, 2014 and Rule 2(1)(c) of Companies (Acceptance of Deposits) Rules, 2014 are not applicable.

22. Remuneration Details of Directors, KMPs and Employees

Details of managerial remuneration pursuant to Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are mentioned below:

SL No.	Particulars	Details
1	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year	NA. Other than sitting fees to Independent Director, no remuneration was paid to the Directors of the Company.
2	The percentage increase in remuneration of: a) Managing Director b) Chief Executive Officer c) Chief Financial Officer d) Company Secretary	NA -13.57% 18.67% 18.96%
3	Percentage increase in the median remuneration of employees in the financial year	0.00%
4	Number of permanent employees on the rolls of the Company	10,227
6	The Company has a remuneration policy and the remuneration is as per the remuneration policy of the company	Yes
7	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year	11.64%
	Percentile increase in the managerial remuneration	8.02%
	The percentile increase in the managerial remuneration is less than that of other employees and hence no justification is warranted.	

(Information as per Rule 5 of Chapter XIII, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

Top 10 employees in terms of remuneration drawn during the year

Employee name	Designation	Remuneration in FY 2022-23 (in ₹ Lakhs)	Nature of employment, whether contractual or otherwise;	Educational Qualification & Experience	Date of Joining	Age	Last employment before joining the company;	Whether relative of any Director or Manager
Sadaf Sayeed	Chief Executive Officer	373.12	Permanent	MBA	26-08-2015	43	Satin Credit Care Network Ltd	No
Udeesh	Chief	56.81	Permanent	BCOM	26-02-2016	40	Fullerton	No

Ullas	Operating Officer						India Credit Company Ltd.	
Dileep Kumar Pathak	Executive Vice President	55.38	Permanent	MBA	26-01-2016	40	Satin Credit Care Network Ltd	No
Subhransu Pattnayak	Executive Vice President	55.17	Permanent	MBA	26-08-2015	46	ICICI Bank Limited-Regional Manager Debt Service Management	No
Paras Kumar Wasnik	Senior Vice President	53.58	Permanent	MA	24-07-2019	43	Asirvad Microfinance Ltd	No
Sabat Ajit Kumar	Senior Vice President	50.82	Permanent	PGDRM	15-07-2019	45	Asirvad Microfinance Ltd	No
Praveen T	Chief Financial Officer	49.47	Permanent	Chartered Accountant	26-01-2016	38	Ark Power Controls Pvt Ltd.	No
Srinivas Vadla	Vice President	38.55	Permanent	B.sc	26-10-2016	44	Share Microfin Ltd	No
Nitin Sadashiv Awati	Senior Associate Vice President	38.28	Permanent	MBA	24-09-2018	41	Bharat Financial Inclusion Ltd	No
Aji John	Senior Associate Vice President	38.10	Permanent	PGDBM	22-11-2017	43	L&T Finance Holdings Ltd.	No

Employees who are employed throughout the financial year and was in receipt of remuneration for the FY 22-23, in the aggregate, was not less than ₹ 1,02,00,000/- (One crore and two lakh rupees)

Employee name	Designation	Remuneration in FY 2022-23 (in ₹ Lakhs)	Nature of employment, whether contractual or otherwise;	Educational Qualification & Experience	Date of Joining	Age	Last employment before joining the company;	Whether relative of any Director or Manager
Sadaf Sayeed	Chief Executive Officer	373.12		MBA	26-08-2015	43	Satin Credit Care Network Ltd	No

Employees who are employed for a part of the FY 22-23 and was in receipt of remuneration for any part of that year at a rate which, in the aggregate, was not less than 8,50,000/- (Eight lakh and fifty thousand rupees) per month

Employee name	Designation	Remuneration in FY 2022-23 (in ₹)	Nature of employment, whether contractual or otherwise;	Educational Qualification & Experience	Date of Joining	Age	Last employment before joining the company;	Whether relative of any Director or Manager
NIL								

Note: Post employment benefits are included in the remuneration.

23. Criteria for making payments to Non-Executive Directors

Apart from the sitting fee paid to the Independent Directors, expenses incurred by the Company on behalf of the Directors for their travel and accommodation and reimbursement of travel and Accommodation expenses incurred by the Directors during and for the purpose of attending Board and Committee Meetings, the Company has made no other payment to its Non-Executive Directors.

24. Directors' Responsibility Statement

In terms of Section 134 (5) of the Companies Act 2013, the Directors would like to state that:

- i) In the preparation of the annual accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departure;
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2023 and of the profit and loss of the Company for that period;
- iii) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) The Directors had prepared the annual accounts on a going concern basis;
- v) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- vi) The Directors has devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

25. Adequacy of Internal Audit and Financial Controls

The Company has adequate internal controls and processes in place with respect to its operations, which provide reasonable assurance regarding the reliability of the financial statements and financial reporting as also functioning of other operations. These controls and processes are driven through various policies and procedures.

26. Fair Practices Code

RBI had been issuing revised Fair Practices code guidelines from time to time and your Company has adhered to all of them without any compromise. The Fair Practices Code, Code of Conduct, and Grievance Redressal Mechanism have been displayed prominently in all the branches of the Company.

27. Statutory Auditors

The Members of the Company at the Annual General Meeting held on 24th August 2022 have appointed M/s. Sharp & Tannan Associates, Chartered Accountants, (ICAI Firm Registration Number 109983W), as Statutory Auditors of the Company in accordance with the provisions of the Companies Act, 2013 read with RBI Circular: Ref. No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021. The term of appointment is for two years till the conclusion of the 32nd Annual General Meeting of the Company.

28. Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors has appointed M/s. SEP Associates, Company Secretaries, Kochi to conduct the Secretarial Audit of the Company for the Financial Year 2022-23. The Secretarial Audit Report for the Financial Year 2022-23 does not contain any qualification, reservation, adverse remark or disclaimer and the same is appended to this Report as ANNEXURE -II .

29. Explanation or Comments on Qualifications, Reservations or Adverse Remarks or Disclaimers made by the Statutory Auditor / Secretarial Auditor in their Reports

The Auditors' Report "with an unmodified opinion", given by the Statutory Auditors on the Financial Statements of the Company for Financial Year 2022-23, is disclosed in the Financial Statements forming part of this Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Statutory Auditor in their Report for the year under review.

30. Compliance with Secretarial Standards

During the Financial year, the Company has complied with the provisions of applicable Secretarial Standards viz. Secretarial Standard on meetings of The Board of Directors (SS-1) and Secretarial Standard on General Meetings (SS-2).

31. Credit Rating

The Credit Rating of different instruments of the Company as on March 31, 2023 is mentioned under note 51 (XV) of the Financial Statements under RBI disclosures.

Credit Rating Agency	Instrument	Rating as on March 31, 2022	Rating as on March 31, 2023
CRISIL	Organization grading	M1C1	M1C1
	Bank Lines	A Stable	A+/ Stable
	Non-convertible debentures	A Stable	A+ Stable
	Commercial paper	A1	A1+
	Principal Protected Market Linked Debenture	PPMLD A r/Stable	PPMLD A+ / Stable
India Rating and Research Pvt. Ltd.	Non-convertible debentures	A Stable	A Stable
	Bank Lines	A Stable	A Stable

32. Details of the auctions of Gold conducted during the financial year

During the financial year, the following gold auction were conducted:

(₹)	
Particulars	
Number of loan accounts	879
Outstanding amounts	213.71
Value fetched	222.44
Whether any sister concerns participated in the auction	Yes*

* Muthoot Exim Private Limited, a sister concern participated in the Auctions conducted.

33. Details of Frauds reported by Auditors

There were no frauds identified /reported by the Auditors of the Company under sub section 12 of Section 143 of the Companies Act, 2013 to the Central Government or the Audit Committee of the Company other than those frauds already identified by the Internal Audit Department of the Company.

34. Risk Management

As a NBFC- MFI focusing on unorganized and under serviced sector, risk management is an integral part of our business. Your Company has a Board approved comprehensive Risk Management Policy in place and has laid down a well-defined risk management framework, established system and adequate controls for identification, assessment, measurement, reporting, mitigating and/or managing the risks. The processes, policies and procedures are periodically reviewed by the Risk Management Committee and the Board of Directors. Regular review, stress testing and scenario analysis of portfolios, self-assessments of controls and monitoring of key risk indicators enhances the effectiveness of risk management framework in your Company. Risk Management Committee evaluates and monitors Credit, Operational, IT, Financial, Regulatory, Market and Reputational risks and its all-associated risks.

Your Company's internal control systems, organizational structure, processes, policies, and code of conduct together form a robust mechanism of internal controls that govern efficient functioning of the business, and the existing risk management measures are being regularly upgraded to ensure risk avoidance and risk mitigation. There are no risks which in the opinion of the Board threaten the existence of your Company.

35. Corporate Social Responsibility

In compliance with Section 135 of the Companies Act 2013 read with the Companies (Corporate Social Responsibility Policy) Rules 2014, the Company has established the Corporate Social Responsibility Committee (CSR Committee) in the year 2015 and the composition and function thereof are mentioned in the Corporate Governance Report. The Board adopted the CSR Policy, formulated and recommended by the CSR Committee, and the same is available on the website of the Company at: www.muthootmicrofin.com.

The Company's CSR initiatives are implemented through the Muthoot Pappachan Foundation (MPF), a Public Charitable Trust - the CSR arm of Muthoot Pappachan Group (MPG). MPF tackles issues affecting the communities in which our businesses operate. Such CSR initiatives of MPG revolve around the theme 'HEEL', covering 'Health, Education, Environment and Livelihood'. Detailed information report on the CSR policy and the CSR initiatives undertaken during the Financial Year 2022-23 is given in the ANNEXURE – III 'Annual Report on CSR activities'.

36. Technology Absorption, Conservation of Energy, Foreign Exchange Earnings and Outgo

The provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are not applicable to your Company. However, your Company has been taking steps at all times for the conservation of energy.

Foreign Exchange Earnings & Outgo

Foreign Exchange Earnings - ₹ 6,34,317.23/-

Foreign Exchange Outgo - ₹ 39,71,118.67/-

37. Vigil Mechanism

Your Company is committed to the highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors have formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177 (10) of the Companies Act, 2013. All Directors, employees and stakeholders can raise their concerns regarding any discrimination, harassment, victimization, any other unfair practice being adopted against them or any instances of fraud by or against your Company. As per the Whistle Blower Policy implemented by the Company, the Employees, Directors, customers, dealers, vendors, suppliers, or any stakeholders associated with the Company are free to report illegal or unethical behavior, actual or suspected fraud or violation of the Company's Codes of Conduct or Corporate Governance Policies or any improper activity to the Chairman of the Audit Committee of the Company or Company Secretary & Compliance Officer of the Company or Chief Executive Officer. The policy provides for adequate safeguard against victimization.

Any incidents that are reported are investigated and suitable action taken in line with the whistle blower policy. The Whistle Blower Policy is also available on your Company's website at: <https://muthootmicrofin.com/disclosures/>.

38. Details of significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and the Company's operations in future

There was no significant and material order passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in the future.

39. Corporate Insolvency Resolution Process initiated under The Insolvency and Bankruptcy Code, 2016 (IBC)

There were no applications filed for corporate insolvency resolution process, by any financial or operational creditor of the Company or by the company itself under the IBC before the NCLT.

40. Disclosure as per The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Your Company is an equal opportunity employer and is committed to ensuring that the work environment at all its locations is conducive to fair, safe and harmonious relations between employees. It strongly believes in upholding the dignity of all its employees, irrespective of their gender or seniority. Discrimination and harassment of any type are strictly prohibited.

The company has in place a Policy for prevention of Sexual Harassment at the Workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. The Company has constituted the Prevention of Sexual Harassment Committee to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The following is a summary of sexual harassment complaints received and disposed of during the year:

(a) Number of complaints pending at the beginning of the year: Nil

- (b) Number of complaints received during the year: Nil
- (c) Number of complaints disposed off during the year: Nil
- (d) Number of cases pending at the end of the year: Nil

41. Compliance

The Company is registered with RBI as a NBFC-MFI. The Company has complied with and continues to comply with all applicable Laws, Rules, Circulars, Regulations, etc. including Directions of RBI for NBFC-MFIs and it doesn't carry on any activities other than those specifically permitted by RBI for NBFC-MFIs.

42. Details of Debenture Trustee

During the financial year, the following debenture trustees are associated with the Company:

Catalyst Trusteeship Limited Office No.83-87, 8th Floor, B Wing, Mittal Tower, Nariman Point, Mumbai-400021, Tel +91(022)4922 0555	Vardhman Trusteeship Pvt Ltd. The Capital, A Wing, 412A, Bandra Kurla Complex, Bandra (East) Mumbai 400 051. Tel: 022-42648335
---	---

43. Acknowledgment

Your Directors wish to place on record their appreciation for the assistance, co-operation and guidance received by the Company from the Central Government, the State Government, the Reserve Bank of India, the Registrar of Companies, Mumbai and other Regulatory Authorities and Bankers during the year under review and look forward to their continued support. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Employees of the Company.

For and on behalf of the Board of Directors

	Sd/- Thomas George Muthoot Director (DIN 00011552)	Sd/- Thomas Muthoot Managing Director (DIN 00082099)
Kochi 06.05.2023		

ANNEXURE - I**FORM NO. AOC -2****(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis

There were no contracts or arrangements or transactions entered into by the Company during the financial year 2022-23 which were not at arm's length basis.

2. Details of contracts or arrangements or transactions at Arm's length basis

a) With Mr. Thomas George Muthoot

Sl. No	Particulars	Details
1.	Name (s) of the related party & nature of the relationship	Thomas George Muthoot (Promoter)
2.	Nature of contracts/arrangements/transaction	Leasing of office space
3.	Duration of the contracts/ arrangements/ transaction	10 Years
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	To take on lease the office space owned by Mr. Thomas George Muthoot, Director of the Company at 4th Floor, Muthoot Towers, M.G Road, Kochi 682035. Rent: ₹ 150/- per Sq.ft, Agreement Period: 10 Years, Interim Rent Hike: 10% every Three years, Security Deposit: Nil
5.	Date of approval by the Board	11.08.2022
6.	Amount paid as advances, if any	NIL

b) With Mr. Thomas John Muthoot, Thomas George Muthoot and Thomas Muthoot

Sl. No	Particulars	Details
1.	Name (s) of the related party & nature of the relationship	Mr. Thomas John Muthoot, Thomas George Muthoot and Thomas Muthoot (Promoters)
2.	Nature of contracts/arrangements/transaction	Leasing of office space
3.	Duration of the contracts/ arrangements/ transaction	10 years with effective from 01st September 2022
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	Renewal of Rent agreement dated 01st September 2012 entered with the Directors Mr. Thomas John Muthoot, Thomas George Muthoot and Mr. Thomas

		Muthoot for availing the office space at 5th Floor, Muthoot Towers, M.G Road, Kochi 682035 comprising of carpet area 500 sq.ft., which is expiring on 31.08.2022, for a further period of 10 years with effective from 01st September 2022 Rent ₹150 per Sq.ft Security Deposit NIL Rent escalation 10% every 3 years
5.	Date of approval by the Board	11.08.2022
6.	Amount paid as advances, if any	NIL

c) With Mr. Muthoot Pappachan Technologies Private Limited

Sl. No	Particulars	Details
1.	Name (s) of the related party & nature of relationship	Muthoot Pappachan Technologies Private Limited (Promoter group Company)
2.	Nature of contracts/arrangements/transaction	Amendment to the Service Level Agreement dated 01.04.2019
3.	Duration of the contracts/ arrangements/ transaction	Same as original Service Level Agreement
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	Amendment to the Service Level Agreement dated 01.04.2019 for change in the Scope of work by executing the letter of amendment of the Scope of work and fees which is reduced from 25,000/- per month to 10,000/- per month effective from April 2021.
5.	Date of approval by the Board	11.08.2022
6.	Amount paid as advances, if any	NIL

d) With Mr. Thomas John Muthoot

Sl. No	Particulars	Details
1.	Name (s) of the related party & nature of relationship	Mr. Thomas John Muthoot
2.	Nature of contracts/arrangements/transaction	Leasing of Office Space
3.	Duration of the contracts/ arrangements/ transaction	10 Years
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	To take on lease the office space owned by Mr. Thomas John Muthoot, Director of the Company comprising of 200 sq.ft at First Floor, Ward No. & Building No. -XXXVI/1190, Muthoot Shopping Centre, Municipal Junction, Kayamkulam, Allepey District, Pin – 690502 for expanding the Kayamkulam Branch Office of the Company Rent ₹ 35/- per Sq.ft Agreement Period: 10 Years Interim Rent Hike: 5% P.A. Security Deposit: Nil

5.	Date of approval by the Board	04.11.2022
6.	Amount paid as advances, if any	NIL

e) With Muthoot Fincorp Limited

Sl. No	Particulars	Details
1.	Name (s) of the related party & nature of relationship	Muthoot Fincorp Limited
2.	Nature of contracts/arrangements/transaction	Amendment to agreement for availing cash management services
3.	Duration of the contracts/ arrangements/ transaction	Same as original Service Level Agreement dated 31st July 2021
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	Amendment to reduce the 7 days settlement time to 3 days in Service Level Agreement dated 31st July 2021 for availing cash management services - in compliance with the observation made by RBI in their Inspection report for the period March 31, 2022
5.	Date of approval by the Board	04.11.2022
6.	Amount paid as advances, if any	NIL

f) With M-Liga Sports Excellence Private Limited

Sl. No	Particulars	Details
1.	Name (s) of the related party & nature of relationship	M-Liga Sports Excellence Private Limited
2.	Nature of contracts/arrangements/transaction	Sponsorship arrangement
3.	Duration of the contracts/ arrangements/ transaction	1 Year
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	Sponsorship arrangement with M/s. M-Liga Sports Excellence Private Limited for their team Kochi Blue Spikers participating in the Prime Volleyball League Season-2 including for the title of 'Franchise Title Sponsor' that would include the rights to display Company's logo/monogram on TV visible spaces.
5.	Date of approval by the Board	20-12-2022
6.	Amount paid as advances, if any	NIL

For and on behalf of the Board of Directors

Kochi
06.05.2023

Sd/-
Thomas George Muthoot
Director
(DIN 00011552)

Sd/-
Thomas Muthoot
Managing Director
(DIN 00082099)

ANNEXURE II

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2023

[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Muthoot Microfin Limited,
13th Floor, Parinee Crescenzo
Bandra Kurla Complex,
Bandra East, Mumbai 400051

We, SEP & Associates, Company Secretaries, have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Muthoot Microfin Limited [CIN: U65190MH1992PLC066228]** (hereinafter called the “Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that, in our opinion, the Company has, during the audit period covering the financial year ended on 31.03.2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31.03.2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) as amended and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (“SCRA”) and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):
 - a. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - b. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
 - c. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended;
 - d. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(v) As informed to us, the following Regulations and Guidelines prescribed under the Reserve Bank of India Act, 1934 applicable to Non-Banking Financial Companies (Non Deposit Accepting or Holding) are specifically applicable to the Company:

- a. Systematically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015;
- b. Non-Banking Financial Companies Auditors' Report (Reserve Bank) Directions, 2008 and Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016;
- c. Reserve Bank of India (Non-Banking Financial Companies) Returns Specifications, 1997 and Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016;
- d. Non-Banking Financial Company-Micro Finance Institutions' (NBFC-MFIs) – Directions
- e. Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016;
- f. Guidelines for Asset-Liability Management (ALM) system in Non-Banking Financial Companies;
- g. Frauds- Future Approach towards monitoring of Frauds in Non-Banking Financial Companies and Monitoring of Frauds in NBFCs (Reserve Bank) Directions, 2016;
- h. Know Your Customer (KYC) Guidelines- Anti Money Laundering Standards and Know Your Customer (KYC) Direction, 2016;
- i. Fair Practices Code;
- j. Non-Banking Financial Companies - Corporate Governance (Reserve Bank) Directions, 2015;
- k. Regulation of excessive interest charged by NBFCs;
- l. Miscellaneous Instructions to all Non-Banking Financial Companies and Miscellaneous Instructions to NBFC-ND-SI;
- m. Revised Regulatory Framework for NBFC
- n. The Prevention of Money Laundering Act, 2002 and the Regulations and Bye-laws framed there under.

We have also examined compliance with the applicable clauses of the following:

- a. Secretarial Standards relating to Board (SS 1) and General Meetings (SS 2) issued by The Institute of Company Secretaries of India;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

In respect to other laws specifically applicable to the Company we have relied on information/ records produced by the Company during the Course of our audit and reporting is limited to that extent.

We report that:

The Board of Directors of the Company is duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and in compliance with orders issued by the Central Government..

Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while dissenting member's views if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with size and operations of the Company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

We further report that during the audit period there were no public/ Right issue of shares/ debentures/ sweat equity, Redemption/buy-back of securities, Merger/amalgamation/ reconstruction, Foreign technical collaborations.

For **SEP & Associates**
Company Secretaries

Place: Kochi
Date: 06.05.2023

ANNEXURE - III

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

For achieving the CSR objectives through the implementation of meaningful and sustainable CSR programs, Muthoot Microfin Limited (the Company) will annually contribute up to two percent of the average profits for the last three years towards CSR activities.

1. A brief outline of the Company's CSR policy

The CSR Policy of the Company is designed to portray its commitment to be a responsible corporate citizen and presents the strategies and methods for undertaking social programs for well-being and sustainable development of the local community in which it operates. Each CSR activity of the Company is channelized through Muthoot Pappachan Foundation (MPF), a Public Charitable Trust formed in the year 2003 as the CSR arm of the Muthoot Pappachan Group to facilitate CSR activities for the entire Group and all its business verticals. The CSR programs of MPF is bound by the theme HEEL: Health, Education, Environment, and Livelihood.

The objectives of CSR Policy of the Company are to:

- a) build a framework of CSR activities with a philanthropic approach in line with business unit objectives, which also benefits the organization at large;
- b) shape sustainability for the organization by 'Engaging the Community';
- c) build a corporate brand through CSR; and
- d) for other stakeholders, make it "an integral part of the Company's DNA, so much so that it has to be an organic part of the business".

2. The Composition of the CSR Committee

Sl. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Thomas Muthoot	Managing Director	1	1
2	Mr. Thomas George Muthoot	Non- Executive Director	1	1
3	Mr. Thomas John Muthoot	Non- Executive Director	1	1
4	Mr. Alok Prasad	Independent Director	1	1

3. The web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: <https://muthootmicrofin.com/disclosures/>
4. The details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report) – Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any - NIL

6. Average net profit of the company for last three financial years

S. No	Financial Years	Net Profit as per section 198 (Rupees)
1.	Ending 31 st March, 2020	19,69,83,107
2.	Ending 31 st March, 2021	9,05,48,581.03
3.	Ending 31 st March, 2022	64,72,10,203.43
	Average Net Profit	31,15,80,630.49

7. (a) Two percent of average net profit of the company as per section 135(5): ₹ 62,31,612.61
 (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL
 (c) Amount required to be set off for the financial year, if any: Not applicable
 (d) Total CSR obligation for the financial year (7a+7b-7c): ₹ 62,31,612.61

8. (a) CSR amount spent or unspent for the financial year

Total Amount Spent for the Financial Year (₹)	Amount Unspent				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
62,31,644	NA	--	--	--	--

(b) Details of CSR amount spent against ongoing projects for the financial year

Sl. No	Name of Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the Project 1. District 2. State	Project Duration	Amount allocated for the project (₹)	Amount spent in the current financial Year	Amount transferred to Unspent CSR Account for the project as per Section 135(6)** (₹)	Mode of Implementation Direct (Yes/No)	Mode of Implementation – Through Implementing Agency	CSR registration number

(C) Details of CSR amount spent against other than ongoing projects for the financial year

Sl. No	Name of Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the Project	Amount spent in the current financial Year (₹)	Mode of Implementation Direct (Yes/No)	Mode of Implementation – Through Implementing Agency	
							Name	CSR registration number
1	Smile Please Project	Promoting health care including preventive health care	Yes	Vadodara and Pondicherry	40,00,000	No	Muthoot Pappachan Foundation	CSR00003932
2	Support for Sports training through MPCES	Training to promote sports	Yes	Kerala	4,81,644	No	Muthoot Pappachan Foundation	CSR00003932
3	Rajasthan Skilling Project with RRF and JRF	Empowering women/ Enhancing vocation skills among women	Yes	Rajasthan	17,50,000	No	Muthoot Pappachan Foundation	CSR00003932

(d) Amount spent in Administrative Overheads: Nil

(e) Amount spent on Impact Assessment, if applicable: Not Applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 62,31,644

(g) Excess amount for set off, if any: NIL

Sl. No.	Particulars	Amount (₹)
1	Two percent of average net profit of the company as per Section 135(5)	62,31,612.61
2	Total amount spent for the Financial Year	62,31,644
3	Excess amount spent for the financial year [(ii)-(i)]	31.39
4	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
5	Amount available for set off in succeeding financial years [(iii)-(iv)]	NIL

9. Details of Unspent CSR amount for the preceding three financial years: Nil
(Applicable for the relevant period, post amendment in CSR Rules)

10. Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Not Applicable

11. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): Not Applicable
12. Specify the reasons, in case, the Company has failed to spend two per cent of the average net profit as per Section 135(5): NA.

For and on behalf of the Board of Directors

Kochi
06.05.2023

Sd/-
Thomas George Muthoot
Director
(DIN 00011552)

Sd/-
Thomas Muthoot
Managing Director
(DIN 00082099)

ANNEXURE - IV

REPORT ON CORPORATE GOVERNANCE FOR THE FINANCIAL YEAR 2022-23

Corporate Governance is the application of best management practices, compliance with laws, rules, regulations and adherence to standards to achieve the objects of the Company, enhancing shareholder/investor value and discharging of social responsibility. The Company does not view Corporate Governance principles as a set of binding obligations but believes in using them as a framework to be followed in spirit.

Your Company's philosophy on code of governance is based on principles such as conducting the business with all integrity and fairness, being transparent with regard to all transactions, making all the necessary disclosures and decisions, complying with all the laws of the land, accountability and responsibility towards the stakeholders and commitment to conducting business in an ethical manner. Muthoot Microfin Limited is committed to maintaining a high standard of corporate governance in complying with Master Circular on Non-Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015 issue by RBI on July 3, 2015.

i. Composition of the Board

As on March 31, 2023, the Company had ten Directors including one Executive Director (who is also the Managing Director and Chairman), five Independent Directors, and Four Non-Executive Non-Independent Directors. The composition of the Board is in conformity with Regulation 17(1) of the Listing Regulations and the Companies Act, 2013 ('Act'). All Independent Directors of the Company have been appointed as per the provisions of the Act, Listing Regulations, and the Governance Guidelines for Board Effectiveness adopted by the Company. Formal letters of appointment have been issued to the Independent Directors. The terms and conditions of their appointment are disclosed on the Company's website <https://muthootmicrofin.com/investors/corporate-governance>.

None of the Directors held directorship in more than 20 (twenty) Indian companies, with not more than 10 (ten) public limited companies. In compliance with Section 165 of the Companies Act, 2013.

The directorship of all the Directors of the Company is in compliance with Regulation 17A of the Listing Regulations. None of the Directors held directorship in more than 7 (seven) listed companies. Further, none of the IDs of the Company served as an ID in more than 7 (seven) listed companies. None of the IDs of the Company is serving as a whole-time director/managing director in any listed entity. Further, the Executive Director & Chief Executive Officer do not serve as an Independent Director in any listed company.

None of the Directors of the Company is a member of more than ten committees or Chairman of more than five committees across all public companies in which he/she is a Director, as per Regulation 26(1) of the Listing Regulations. All the Directors have made necessary disclosures regarding their directorships as required under Section 184 of the Act and on the Committee positions held by them in other companies.

The requisite quorum was present at all the Board and Committee meetings. Video conferencing facilities were used as and when required to facilitate Directors at other locations to participate at the meetings.

The names and categories of the Directors on the Board, their attendance at Board meetings held during the financial year and at the last AGM and the number of directorships and committee Chairmanships/ Memberships held by them in other public limited companies are given below:

Name	Category	No. of Board Meetings held and attended during FY 2022-23		Whether attended last AGM held on Aug 24, 2022	No. of Directorships in other Indian Public Limited Companies (as on 31 st March 2023)	No. of Committee positions held in other Indian Public Companies (as on 31 st March 2023)		Number of Equity shares held (as on 31 st March 2023)
		Held	Attended			Member	Chairman	
Thomas Muthoot	Non-Independent Executive	6	6	Yes	6	3		35,56,959
Thomas George Muthoot	Non-Independent Non-Executive	6	6	Yes	6	2	0	35,43,909
Thomas John Muthoot	Non-Independent Non-Executive	6	6	Yes	6	3	1	35,44,831
John Tyler Day	Non-Independent Non-Executive	6	6		1	-	-	-
Akshaya Prasad	Non-Independent Non-Executive	6	6		-		-	-
Thai Salas Vijayan	Independent Non-Executive	6	6		2			-
Alok Prasad	Independent Non-Executive	6	6		2			-
Bhama Krishnamurthy	Independent Non-Executive	6	6		7			-
Pushpy B Muricken	Independent Non-Executive	6	6		1			-
Anand Raghavan	Independent Non-Executive	6	1		3			-

None of the directors hold any convertible instruments of the Company.

The other Indian listed entities where Directors of the Company hold directorship as on 31st March 2023 are as follows:

Name of the Director	Other Indian Listed Entity Directorships	Category of Directorship
Thomas Muthoot	Muthoot Capital Services Limited	Non-executive
Thomas John Muthoot	Muthoot Capital Services Limited	Non-Executive Director
Thomas George Muthoot	Muthoot Capital Services Limited	Managing Director
Bhama Krishnamurthy	Thirumalai Chemicals Limited CSB Bank Limited Network18 Media & Investments Limited Cholamandalam Investment and Finance Company Limited	
Alok Prasad	Arman Financial Services Limited	
T S Vijayan	Shriram Properties Limited	

The Directors have identified the list of core skills/expertise/competencies as required for them to function effectively as follows and the Board believes that Directors of the Company possess these skills/expertise/competencies, which helps the Company function effectively: Banking, Microfinance, Finance, Management, Business Development, Marketing, Audit, Legal etc.

Name of the Director	Area of skills/expertise/competence
Thomas Muthoot	Microfinance, Finance, Management, Business Development, Marketing
Thomas George Muthoot	Finance, Management, Business Development, Marketing
Thomas John Muthoot	Finance, Management, Business Development, Marketing
Thomas Muthoot John	Finance, Management, Business Development, Marketing
John Tyler Day	Microfinance, Finance, Management, Business Development, Marketing
Akshaya Prasad	Finance, Management, Business Development, Marketing
Thai Salas Vijayan	Finance, Audit, Legal
Alok Prasad	Microfinance, Finance, Management
Bhama Krishnamurthy	Finance, Finance, Management, Business Development Management, Business Development
Pushpy B Muricken	Finance, Audit, Legal
Anand Raghavan	Finance, Audit, Management

The gap between two Board meetings did not exceed 120 days. The required information as enumerated in Part A of Schedule II of the Listing Regulations is made available to the Board of Directors for discussions and consideration at Board meetings.

The Company did not have any pecuniary relationship or transactions with Non-Executive Directors during the financial year ended 31st March 2023 except for payment of sitting fees and reimbursement of expenses incurred in the discharge of their duties.

The inter-se relationship between the Directors is as follows:

Name of Directors	Relationship
Mr. Thomas John Muthoot Mr. Thomas George Muthoot and Mr. Thomas Muthoot	Brothers
Mr. Thomas Muthoot John	Son of Mr. Thomas John Muthoot

Separate Meeting of Independent Directors

A separate meeting of Independent Directors of the Company, without the attendance of Non-Independent Directors and members of Management were held on 28th March 2023 as required under Schedule IV to the Act (Code for Independent Directors) and Regulation 25(3) of the Listing Regulations. All independent Directors attended the meeting.

Familiarization Program for Independent Directors

The Company familiarizes its Independent Directors with the Company's business, strategy and operations, their roles, rights, responsibilities in the Company, the nature of the industry in which the Company operates, the business model of the Company, etc., through various programs. These include regular business updates in the Board Meetings, orientation program upon their induction as well as other initiatives to update the Directors on a continuing basis. The details of familiarization programs imparted to the Independent Directors are disclosed on the Company's website: <https://muthootmicrofin.com/investors/corporate-governance>.

Confirmation regards to the independence of Independent Directors

In the opinion of the Board, the Independent Directors fulfill the conditions of independence as specified in the Listing Regulations and the Companies Act, 2013 and are independent of the Management. Further, the Independent Directors have in terms of Section 150 of the Act read with rules framed thereunder, confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs ('IICA').

ii. Audit Committee

The constitution of the Audit Committee is in compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), as amended.

The details of its terms of reference as approved by the Board of Directors of the Company are given below:

1. Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient, and credible.
2. Recommending to the Board the appointment, re-appointment and replacement, remuneration and terms of appointment of the statutory auditor of the Company and the fixation of audit fee.
3. Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of the audit process.
4. Approving payments to statutory auditors for any other services rendered by the statutory auditors.
5. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013, as amended.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions; and

- g. Modified opinion(s) in the draft audit report.
- 6. Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval.
- 7. Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed Offer by the Company.
- 8. Approval or any subsequent modifications of transactions of the Company with related parties.
- 9. Scrutinizing of inter-corporate loans and investments.
- 10. Valuing of undertakings or assets of the Company, wherever it is necessary.
- 11. Evaluating of internal financial controls and risk management systems.
- 12. Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances.
- 13. Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems.
- 14. Reviewing the adequacy of internal audit function if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- 15. Discussing with internal auditors on any significant findings and follow up there on.
- 16. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- 17. Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- 18. Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- 19. Reviewing the functioning of the whistle blower mechanism.
- 20. Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate, and
- 21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.”

Powers of the Audit Committee

- 1. To investigate any activity within its terms of reference;
- 2. To seek information from any employee;
- 3. To obtain outside legal or other professional advice;
- 4. To secure attendance of outsiders with relevant expertise, if it considers necessary; and
- 5. To have full access to information contained in the records of the Company.

Mandatory review by Audit Committee

- 1. Management discussion and analysis of financial condition and results of operations;
- 2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- 3. Management letters/ letters of internal control weaknesses issued by the statutory auditors;
- 4. Internal audit reports relating to internal control weaknesses;

5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee; and
6. Statement of deviations in terms of the SEBI Listing Regulations:
 - (a) quarterly statement of deviation(s) including the report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of regulation 32 (1) of the SEBI Listing Regulations; and
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of regulation 32 (7) of the SEBI Listing Regulations.

The Audit Committee consists of the following Directors:

Name of Director	Designation		No. of Committee Meetings attended during the Financial Year 2022-23	
			Held	Attended
Mrs. Pushpy B Muricken	Independent	Chairperson	5	5
Mrs. Bhama Krishnamurthy	Independent	Member	5	5
Mr. Alok Prasad	Independent	Member	5	5
Mr. Thai Salas Vijayan	Independent	Member	5	5
Mr. Anand Raghavan	Independent	Member	0	0
Mr. Thomas Muthoot	Executive	Member	5	5
Mr. Thomas John Muthoot	Non-Executive	Member	5	5
Mr. John Tyler Day	Non-Executive	Member	1	1
Mr. Akshaya Prasad	Non-Executive	Member	5	5

The Audit Committee meetings are usually attended by the Executive Director & Chief Executive Officer, Chief Financial Officer, representatives of the Statutory Auditors and the Internal Auditor. The Company Secretary acts as the Secretary of the Audit Committee.

Minutes of the Audit Committee Meetings are circulated to the members of the Board, discussed and taken note of.

During the year Mr. Kenneth Dan Vander Weele has resigned from the Board of Directors and consequently from the Audit Committee with effect from November 21, 2022.

Further, the Audit Committee was reconstituted two times during the Financial Year - on December 20, 2022 by inducting Mr. John Tyler, (DIN: 07298703) and on February 06, 2023 by inducting Mr. Thomas John Muthoot (DIN: 00011618) and Mr. Anand Raghavan (DIN:00243485) as members.

During the year 2022-23 the Audit Committee met Five (5) times on 09.05.2022, 08.08.2022, 04.11.2022, 20.12.2022 and 06.02.2023.

The Chairman of the Audit Committee, Mrs. Pushpy B Muricken was present at the AGM held on 24th August 2022. The Chairman of the Audit Committee briefs the Board members about the significant discussions held at the Audit Committee meetings.

Vigil Mechanism/Whistle Blower Policy

The Board of Directors on the recommendation of the Audit Committee has approved and adopted a Whistle Blower Policy that provides a formal mechanism for all Directors and employees of the Company to approach the Chairman of the Audit Committee and make protective disclosure about the unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. No

personnel have been denied access to the Audit Committee. The said Policy is available on the Company's website <https://muthootmicrofin.com>.

iii. **Nomination and Remuneration Committee (NRC)**

The nomination and Remuneration Committee is constituted in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"). The Company has a Board-approved Nomination and Remuneration Policy in place. The policy is placed in the website of the Company. Web Link: <https://muthootmicrofin.com/disclosures/>.

The terms of reference of the Nomination and Remuneration Committee include the following:

1. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulating of criteria for evaluation of the independent directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who qualify to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal, and carrying out evaluations of every director's performance;
5. Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
6. Recommending to the Board, all remuneration, in whatever form, payable to senior management;
7. Determining the company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
8. Determine compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;
9. Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
10. Performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee; and
11. Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, including the following:
 - (a) administering employee stock option schemes, employee stock purchase schemes, stock appreciation rights schemes, general employee benefits schemes and retirement benefit schemes (the "**Schemes**");
 - (b) delegating the administration and superintendence of the Schemes to any trust set up with respect to the Schemes;
 - (c) formulating detailed terms and conditions for the Schemes including provisions specified by the board of directors of the Company in this regard;
 - (d) determining the eligibility of employees to participate under the Schemes;
 - (e) granting options to eligible employees and determining the date of grant;
 - (f) determining the number of options to be granted to an employee;
 - (g) determining the exercise price under the Schemes; and

- (h) construing and interpreting the Plan and any agreements defining the rights and obligations of the Company and eligible employees under the Schemes, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the Schemes; and
12. Framing suitable policies and systems to ensure that there is no violation of securities laws, the Company, its employees or trust set up with respect to the Schemes, if any, of any applicable laws in India or overseas, including - the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended.

The Nomination and Remuneration Committee is comprised of:

Name of Director	Designation	
Mr. T S Vijayan	Independent	Chairman
Mrs. Bhama Krishnamurthy	Independent	Member
Mr. Alok Prasad	Independent	Member
Mr. Thomas Muthoot John	Non-Executive	Member
Mr. John Tyler Day	Non-Executive	Member
Mr. Akshaya Prasad	Non-Executive	Member

During the year Mr. Kenneth Dan Vander Weele has resigned from the Board of Directors and consequently from the Nomination and Remuneration Committee with effect from November 21, 2022.

Further, the Committee was reconstituted on December 20, 2022 by inducting Mr. John Tyler, (DIN: 07298703).

During the year 2022-23 the NRC met four (4) times on 09.05.2022, 04.11.2022, 20.12.2022, and 06.02.2023. The requisite quorum was present at all the meetings.

Chairman of the NRC, Mr. T S Vijayan was present at the AGM held on 10th June 2022.

iv. Corporate Social Responsibility Committee (CSR)

CSR Committee is constituted in compliance with the provisions of Section 135 of the Companies Act, 2013. The Company has a Board approved Corporate Social Responsibility Policy in place.

The terms of reference of the CSR Committee are in accordance with Section 135 (3) of the Companies Act, 2013 and are as under:

- Formulate and recommend to the Board, a CSR policy that shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
- Recommend to the Board the amount of expenditure to be incurred on the CSR activities referred to in (i) above; and
- Monitor the CSR policy of the Company from time to time.

The CSR Committee is comprised of:

Name of Director	Designation	
Mr. Thomas Muthoot	Executive Director	Member
Mr. Thomas George Muthoot	Non-Executive	Member
Mr. Thomas John Muthoot	Non-Executive	Member

Mr. Alok Prasad	Independent	Member
-----------------	-------------	--------

During the year 2022-23 the CSR Committee met one time on 08.11.2022.

v. Stakeholders Relationship Committee

The Stake Holder Relationship Committee is constituted in compliance with the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”).

1. Resolving the grievances of the securities holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates any other documents or information to be sent to the Company to its shareholders, general meetings etc;
2. Reviewing measures taken to exercise of voting rights by shareholders;
3. Reviewing adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;
4. Reviewing the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the Company; and
5. Carrying out any other function as prescribed under the Listing Regulations, Companies Act, 2013 and the rules and regulations made thereunder, each as amended or other applicable law.”

The Stakeholders Relationship Committee is comprised of:

Name of Director	Designation	
Mr. Thomas John Muthoot	Non-Executive	Chairman
Mr. Thomas Muthoot	Executive Director	Member
Mr. Alok Prasad	Independent	Member
Mr. Sadaf Sayeed	CEO	Member
Mr. Praveen T	CFO	Member

vi. Asset Liability Management Committee (ALCO)

The Company has constituted an Asset Liability Management Committee in terms of RBI Circular DNBR (PD) CC.No.053/03.10.119/2015-16 July 03, 2015. The Company has a Board approved Asset Liability Management Policy in place. ALCO is vested with the responsibility of monitoring the risk and making suitable strategies to control it. The terms of reference are as below:

- Addressing concerns regarding asset liability mismatches.
- Achieving an optimal return on capital employed while maintaining acceptable levels of risk relating to liquidity;
- Addressing concerns regarding interest rate risk exposure; and
- Review the periodical returns submitted to RBI every year;
- Monitor and review the cost of funds and the net interest margin;
- To do such other acts, deeds and things as may be directed by the Board and required to comply with the applicable laws.

The ALCO is comprised of:

Sl. No	Name of Members	Designation
--------	-----------------	-------------

1.	Mr. Thomas John Muthoot	Non-Executive Director	Member
2.	Mr. Thomas George Muthoot	Non-Executive Director	Member
3.	Mr. Thomas Muthoot	Executive Director	Member
4.	Mr. Sadaf Sayeed	Chief Executive Officer	Member

During the year 2022-23 the ALCO met four times on 03rd April 2022, 06th May 2022, 16th November 2022 and 10th January 2023. The requisite quorum was present at all the meetings.

vii. Risk Management Committee

The Risk Management Committee is constituted in compliance with the provisions of the Companies Act, 2013 and RBI Circular DNBR (PD) CC.No.053/03.10.119/2015-16 July 01, 2015. The Company has a Board approved Risk Management Policy in place.

The terms of reference of the Committee are as below:

- To monitor and review the risk management plan;
- To review operational risk
- To take strategic actions to mitigate the risk associated with the nature of the business;
- To appraise the Board of Directors at regular intervals regarding the process of putting in place a progressive risk management system, risk management policy and strategy;

The Risk Management is comprised of:

Sl. No	Name of Members	Designation	
1.	Mr. Thomas John Muthoot	Non-Executive Director	Member
2.	Mr. Thomas George Muthoot	Non-Executive Director	Member
3.	Mr. Thomas Muthoot	Executive Director	Member
4.	Mr. Alok Prasad	Independent Director	Member
5.	Mrs. Bhama Krishnamurthy	Independent Director	Member
6.	Mr. Sadaf Sayeed	Chief Executive Officer	Member

During the year, the Committee was reconstituted on December 20, 2022 by inducting on more Independent Director Mr. Bhama Krishnamurthy, (DIN: 02196839) as a better governance practice.

During the year 2022-23 the RMC met two times on 10th May 2022 and 08th November 2022. The requisite quorum was present at all the meetings.

viii. Borrowing Committee

The Company has constituted a Borrowing Committee to exercise the powers with respect to the borrowing of money (otherwise than by issue of debentures) and matters connected therewith. The terms of reference are as below:

- To borrow any amounts within the limit of Borrowing Powers of the Company
- To assign/ sell the loan portfolio of the Company to any Banks/ Financial Institution
- To open branches in the name of the Company
- To open and operate Bank accounts
- To sub-delegate its powers to the officers/ representatives of the Company

The Borrowing Committee is comprised of:

Sl. No	Name of Members	Designation
--------	-----------------	-------------

1.	Mr. Thomas John Muthoot	Non-Executive Director	Member
2.	Thomas Muthoot	Managing Director	Member
3.	Mr. Sadaf Sayeed	Chief Executive Officer	Member
4	Mr. Praveen T	Chief Financial Officer	Member

- ix. **Debenture Issue and Allotment Committee:** The Company has constituted a Debenture Issue and Allotment Committee to determine and approve and to exercise all the powers of the Board deemed necessary or desirable in connection with the Issue and allotment of Debentures. The terms of references are as follows:

- Identifying the select group of persons to whom Debentures on Private Placement will be made;
- Determining the number of tranches/series in which the Debentures on Private Placement shall be raised;
- Appoint debenture trustees to act for and on behalf of the holders of the Debentures on Private Placement under each tranche/series;
- Finalizing the terms and conditions upon which each tranche/series of the Debentures on Private Placement shall be issued;
- Procure rating for the Debentures on Private Placement under each tranche/series from an accredited rating agency;
- Determining the security to be provided in relation to each tranche/series of the Debentures on Private Placement as determined from time to time;
- Authorising persons to execute/ caused to be executed/issue the information memorandum, debenture trust deed, debenture trustee agreement and the security documents such as the deed of hypothecation, mortgage deed and the relevant power(s) of attorney to be entered into between the Company and the debenture trustee, and such other documents as may be required to be entered into in relation to each tranche/series the Debentures on Private Placement and authorizing affixing of common seal; and
- Allotment of the Debentures on Private Placement.”

The Committee is comprised of:

Sl. No	Name of Members	Designation	
1.	Mr. Thomas John Muthoot	Non-Executive Director	Member
2.	Mr. Thomas George Muthoot	Non-Executive Director	Member
3.	Mr. Thomas Muthoot	Executive Director	Member

- x. **IT Strategy Committee:** The Company has an IT Strategy Committee in compliance with Master Direction No DNBS. PPD. No. 04/66.15.001/2016-17 dated June 08, 2017 issued by the Reserve Bank of India to carry out the review of IT strategies in line with the corporate strategies of the Company, Board Policy reviews, cyber security arrangements and other matters related to IT Governance. The terms of reference are as follows:

- Approving IT strategy and policy documents and ensuring that the management has put an effective strategic planning process in place;
- Ascertaining that management has implemented processes and practices that ensure that the IT delivers value to the business;
- Ensuring IT investments represent a balance of risks and benefits and that budgets are acceptable;
- Monitoring the method that management uses to determine the IT resources needed to achieve strategic goals and provide high-level direction for sourcing and use of IT resources;
- Ensuring proper balance of IT investments for sustaining NBFC's growth and becoming aware about exposure towards IT risks and controls

The IT Strategy Committee is comprised of:

Sl. No	Name of Members	Designation
1.	Mrs. Pushpy B Muricken	Independent Director
2.	Mr. Thomas Muthoot	Managing Director
3.	Mr. Jayakrishnan P	CIO

xi. Remuneration of Directors

The company has not paid any remuneration to its Directors during the period.

xii. General Body Meetings

Location and time, where last three Annual General Meetings were held:

AGM	Date	Time	Venue
30 th AGM	24 th August 2022	05.30 P.M	Video Conferencing
29 th AGM	29 th September 2021	04.30 P.M	Video Conferencing
28 th AGM	13 th November 2020	05.00 P.M	Video Conferencing

All resolutions moved at the last three AGMs were passed with the requisite majority by the shareholders.

The following are the special resolutions passed at the AGM held in the last three years:

AGM held on	Special Resolution Passed	Summary
24 th August 2022	Yes	<ol style="list-style-type: none"> 1. Appointment of M/S. Sharp & Tannan Associates as Statutory Auditors of the Company for a term of two years. 2. Re-appointment of Mr. Alok Prasad (DIN: 00080225) as an independent director of the company for a second term of 5 years. 3. Approval of the 'Muthoot Microfin Limited Employee Stock Option Plan 2022 4. Issue, offer and allotment of Equity Shares on a preferential basis to Muthoot Microfin Limited Employee Welfare Trust. 5. Approval of grant of loan to the MML Employee Welfare Trust upto a limit of ₹ 27,21,57,992.82/- (Indian Rupees Twenty Seven Crores Twenty One Lakhs Fifty Seven Thousand Nine Hundred and Ninety Two and Eighty Two Paise only)
29 th September 2021	Yes	<ol style="list-style-type: none"> 1. Appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants as Statutory auditors of the Company in place of the retiring auditors. 2. Amendment of Employees Stock Option Plan 2016 to increase the number of stock options by 1,78,114 equity shares to a total of 14,15,614 options. 3. Enhancement of borrowing limits from existing ₹ 4,000 Crores to ₹ 7,500 Crores. 4. Authorisation to pledge, Mortgage and create charge in all or any movable or immovable assets / receivables

		and/or the whole of the undertaking of the Company to secure the amount borrowed by the Company or any third party from time to time to the maximum extent of ₹ 7,500 Crores.
13 th November 2020	No	-

There were any resolutions passed through postal ballot during the last financial year and there is no special resolution proposed to be conducted through postal ballot.

xiii. Means of Communications

The quarterly, half-yearly, and annual financial results along with the press release are posted by the Company on its website <https://muthootmicrofin.com>. These are also submitted to BSE Limited (BSE) in accordance with Regulation 52 of the Listing Regulations, and published quarterly in leading newspapers Business Standard and Mangalam giving adequate coverage of the financial results in accordance with Regulation 52 (8) of the Listing Regulations. Whenever applicable, the Company also displays official news releases and meets institutional investors/analysts.

xiv. General shareholder Information

Annual General Meeting

Date and Time: 14th June 2023 at 05.50 PM. (IST)

Venue: In accordance with General Circulars issued by the Ministry of Corporate Affairs on 5th May 2020 and 28th December 2022, AGM of the Company will be held through Video Conferencing/ Other Audio Visual Means only.

Listing on Stock Exchanges

The Company's Privately Placed Non-Convertible Debentures and Commercial Papers are listed on the BSE Limited ("BSE"), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001

As required under Listing Regulations, particulars of Directors seeking re-appointment are appended to the Notice of the AGM to be held on 14th June 2023.

Financial Year: 1st April 2022 to 31st March 2023

The Company has paid annual listing fees to BSE and to NSE for the Financial Year 2022-23

Stock Code and ISIN

Stock Code	ISIN	Listed/unlisted
EQUITY	INE046W01019	Unlisted

BSE – NCDs	Value (₹ in Cr.)
INE046W07065	70
INE046W07099	75
INE046W07115	45

INE046W07131	50
INE046W07149	115.4
INE046W07156	100
INE046W07164	65
INE046W07172	38
INE046W07180	112
INE046W07198	93.2
INE046W07206	200
INE046W07214	70
INE046W07222	100
INE046W07230	200
TOTAL	1,333.6

BSE – Commercial Paper	Value (₹ in Cr.)
INE046W14087	47.75

Debenture Trustee

1. Catalyst Trusteeship Limited

Office No.83-87, 8th Floor,
B Wing, Mittal Tower,
Nariman Point, Mumbai-400021,
Tel +91(022)4922 0555

2. Vardhman Trusteeship Pvt Ltd.

The Capital, A Wing, 412A,
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051.
Tel: 022-42648335

Registrar and Transfer Agent: -

The Company's Registrar and Transfer Agent is KFIN Technologies Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500032

Email: einward.ris@kfintech.com Phone No: 040-67162222 Fax No: 040-2300115

distribution of shareholding

S. No.	Name of shareholder	Equity Shares	Preference Shares	Face Value	Total Amount (₹)	% (Rounded Off)
1	Muthoot Fincorp Ltd	8,45,44,263		10	84,54,42,630	60.3
2	Greater Pacific Capital WIV Ltd.	100	2,33,60,260	10	23,36,03,600	16.66
3	Creation Investments India, LLC	1,30,06,778		10	13,00,67,780	9.28
4	Thomas Muthoot	35,56,959		10	3,55,69,590	2.54
5	Thomas John Muthoot	35,44,831		10	3,54,48,310	2.53
6	Thomas George Muthoot	35,43,909		10	3,54,39,090	2.53
7	Nina George	15,14,826		10	1,51,48,260	1.08
8	Preethi John	15,13,904		10	1,51,39,040	1.08

9	Remmy Thomas	15,01,776		10	1,50,17,760	1.07
10	Nadana Sabapathy R and Subha Joseph (ESOP Trust)	34,68,511		10	3,46,85,110	2.47
11	ESOP Holders	6,41,392		10	64,13,920	0.46
	TOTAL	11,68,37,249	2,33,60,260		1,40,19,75,090	100.00000

Categories of Shareholders

Category	As on 31st March 2023		As on 31st March 2022		% Variance Number of 2023 v/s 2022
	Number of Equity Shares Held	% to Paid-up Capital	Number of Equity Shares Held	% to Paid-up Capital	
Promoters					
Individuals	1,51,76,205	10.83	2,70,95,019	20.33	-43.99
Bodies Corporate	8,45,44,263	60.3	7,26,25,449	54.46	16.41
Foreign Corporate					
VCF	3,63,67,138	25.94	3,21,68,611	24.13	13.05
Others:					
Resident Individuals/Entities					
ESOP Trust	34,68,511	2.47	8,01,864	0.6	332.55
ESOP Holders	6,41,392	0.46	6,41,392	0.48	0

Outstanding global depository receipts or warrants convertible instruments

Particulars	No of Securities	Conversion Date	Impact on equity shares
ADR	Nil		
GDR	Nil		
Warrants	Nil		
Compulsorily Convertible Preference Shares	2,33,60,260		An increase of 2,33,60,260 fully paid up equity shares

Commodity price risk or foreign exchange risk and hedging activities

Since the Company is into the business of Microfinance, except for the market risk associated with the natural calamities like drought, Flood etc, there was no direct exposure for the Company to the Commodity Price Risk.

Foreign exchange risk and hedging activities

The Company have raised funds by the way of External Commercial Borrowings which are foreign currency loans. The repayment liability is also in foreign currency. The amount of ECB availed as on 31.03.2023 are as follows:

Amount	Cost of fund (Including hedging cost)	Date of repayment
US \$ 15 Million	12.48%	Partial Repayments on 07 th October 2024, 07 th October 2025, and 07 th October 2026

US \$ 10 Million	12.48%	Partial Payments on 22 nd November 2024, 24 th November 2025, 23 rd November 2026.
------------------	--------	--

Further, in order to mitigate the exchange rate risk associated with the interest and principal repayments of ECBs, the Company have entered into hedging transactions with Federal Bank and Standard Chartered Bank. The details of which are as follows:

Bank	Amount of forex liability covered
Federal Bank Ltd	US \$ 25 Million

Address for correspondence

Muthoot Microfin Limited
CIN: U65190MH1992PLC066228

Administrative Office: 5th Floor, Muthoot Towers, M.G Road, Kochi - 682035

Registered Office: 13th Floor, Parinee Crescenzo, Bandra Kurla Complex, Bandra East, Mumbai – 400051

Credit Rating

Sr. No.	Name of the Instrument	Board Approved Limit of Issuance	Name of Credit Rating Agency	Amount Rated (Face Value) (₹ Lakhs)	Current Rating	Previous Rating
1	Bank Lines	10,00,000.00	CRISIL	4,50,000.00	A Stable	A Stable
2	Bank Lines	10,00,000.00	India Rating and Research Pvt. Ltd.	2,00,000.00	A Stable	A- Stable
3	Non convertible debentures	1,50,000.00	India Rating and Research Pvt. Ltd.	7,500.00	IND A	IND A
4	Non convertible debentures	1,50,000.00	CRISIL	7,000.00	A+ stable	A Stable
5	Non convertible debentures	1,50,000.00	CRISIL	4,500.00	A+ stable	A Stable
6	Non convertible debentures	1,50,000.00	CRISIL	5,000.00	PPMLD A+ r/Stable	A Stable
7	Non convertible debentures	1,50,000.00	CRISIL	11,540.00	PPMLD A+ r/Stable	A Stable
8	Non convertible debentures	1,50,000.00	CRISIL	10,000.00	PPMLD A+ r/Stable	A Stable
9	Non convertible debentures	1,50,000.00	CRISIL	6,500.00	PPMLD A+ r/Stable	A Stable
10	Non convertible debentures	1,50,000.00	CRISIL	3,800.00	A+ stable	A Stable
11	Non convertible debentures	1,50,000.00	CRISIL	11,200.00	A+ stable	

12	Non convertible debentures	1,50,000.00	CRISIL	9,320.00	A+ stable	PPMLD A r/Stable
13	Principal Protected Market Linked Debenture	1,50,000.00	CRISIL	20,000.00	PPMLD A+ r/Stable	PPMLD A r/Stable
14	Principal Protected Market Linked Debenture	1,50,000.00	CRISIL	7,000.00	PPMLD A+ r/Stable	PPMLD A r/Stable
15	Principal Protected Market Linked Debenture	1,50,000.00	CRISIL	10,000.00	PPMLD A+ r/Stable	PPMLD A r/Stable

xv. Other Disclosures

- a) Transactions with related parties are disclosed in the Notes to the Standalone Balance Sheet and Statement of Profit and Loss Account in the Annual Report.
- b) The Company has not entered into any materially significant related party transactions during the reporting period. The Company has formulated a policy on Related Party Transactions which is disclosed on the Company's website: <https://muthootmicrofin.com/disclosures/>
- c) The Company has complied with the requirements of the Stock Exchanges/ Securities and Exchange Board of India (SEBI) and statutory authorities on all matters related to the capital markets during the last three years except for the following instances:
- d) The Company has complied with all the mandatory requirements of the Listing Regulations relating to Corporate Governance.

The status of compliance with the non-mandatory requirements is as under:

- The financial statements of the Company are with unmodified audit opinion.
 - The Internal Auditor reports are presented to the Audit Committee.
- e) The Company manages foreign exchange risk and hedges to the extent considered necessary as and when required. The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated 15th November 2018 is not required to be given.
 - f) During the financial year, there were no instances where the recommendation of any Committee of the Board is not accepted by the Board of Directors.
 - g) An amount of ₹ 67,71,173/- (including out-of-pocket expenses and excluding GST) was paid by the Company, on a consolidated basis, to the Statutory Auditors and all the entities in the network firm/network entity of which the Statutory Auditor is a part, during the Financial Year 2022-23.
 - h) Disclosures as required under Schedule V(C) (10) (I) of the Listing Regulations in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is disclosed in the Board's Report.

- i) The Company and its subsidiaries have not made any Loans and Advances in the nature of loans to firms/ companies during the year in which Directors are interested.
- j) The company does not have any subsidiaries.
- xvi. A certificate has been received from CS Lakshmi Pradeep, Practicing Company Secretaries, that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI, Ministry of Corporate Affairs or any such statutory authority.
- xvii. The Company has complied with Corporate Governance requirements specified in Regulation 17 to 27, subparas (2) to (10) of Part C of Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

PROFILE AND EXPERTISE OF PROPOSED DIRECTORS

1. Mrs. Pushpy Babu Muricken

Mrs. Pushpy Babu Muricken is an associate member of the Institute of Cost and Works Accountants of India and holds a bachelor of law degree and bachelor of commerce degree from Mahatma Gandhi University. She was the chairperson of the management committee of the Cochin chapter of the Institute of Cost Accountants and is currently serving as a member of the said committee. She was also the joint convener at the Ladies Forum of Kerala Chamber of Commerce and Industry, an independent management consultant at NASSCOM for Start-ups, Kerala and was a guest faculty at Rajagiri College of Social Sciences, Kalamassery. She has over 16 years of experience in the field of finance.

Address: 54/2509, Kodyatt, 5 – Vrindavanam, Subhash Chandra Bose Road, Elamkulam, Kochi, Vaytilla, Ernakulam - 682 019 Kerala, India.

Occupation: Service

Date of Birth: May 8, 1974

DIN: 03431198

Age: 49 years

Directorships held in other Companies:

- Joyalukkas India Limited
- Service Care Limited

Terms and conditions re-appointment:

Designation: Independent Director - Non-Executive, Not liable to retire by rotation.

The appointment is in accordance with Schedule IV (Code for Independent Directors) of the Companies Act, 2013.

Details of remuneration sought to be paid:

No remuneration is sought to be paid except sitting fees as approved by the Board.

The remuneration last drawn by Mrs. Pushpy Babu Muricken: Nil

Date of first appointment on the Board: 15th May, 2018

Shareholding in the company: Nil

Relationship with other Directors, Manager and other Key Managerial Personnel of the company: Nil

The number of Meetings of the Board attended during the year: 6

Other Directorships, Membership/ Chairmanship of Committees of other Boards:

Name of the Company	Nature of Directorship	Committees in which the Director is member	Committees in which the Director is Chairperson
Joyalukkas India Limited	Independent Director	Audit Committee	Audit Committee

The Board has conducted the Performance evaluation of individual directors including Independent Directors at its meeting held on 06th February 2023. The assessment carried out by the other Directors of the Performance of Mrs. Bhama Krishnamurthy was as excellent.

2. Mr. Thai Salas Vijayan

Mr. Thai Salas Vijayan holds a bachelor of science degree from University of Kerala. Previously, he has served as the chairman of Life Insurance of Corporation of India and as the chairman of Insurance Regulatory and Development Authority of India.

Address: Sunnyvale TC, 8/725 1, Thirumala, Thiruvananthapuram, Valiavala, 695 006, Kerala, India, 695 006

Occupation: Service

Date of Birth: February 25, 1953

DIN: 00043959

Age: 70 years

Directorships held in other Companies:

- Kerala Infrastructure Fund Management Limited
- Shriram Properties Limited

Terms and conditions re-appointment:

Designation: Independent Director - Non-Executive, Not liable to retire by rotation.

The appointment is in accordance with Schedule IV (Code for Independent Directors) of the Companies Act, 2013.

Details of remuneration sought to be paid:

No remuneration is sought to be paid except sitting fees as approved by the Board.

The remuneration last drawn by Mr. Thai Salas Vijayan: Nil

Date of first appointment on the Board: 15th May, 2018

Shareholding in the company: Nil

Relationship with other Directors, Manager and other Key Managerial Personnel of the company: Nil

The number of Meetings of the Board attended during the year: 6

Other Directorships, Membership/ Chairmanship of Committees of other Boards:

Name of the Company	Nature of Directorship	Committees in which the Director is member	Committees in which the Director is Chairperson
Shriram Properties Limited	Independent Director	1. Audit Committee 2. Stakeholders' Relationship Committee	

		3. Nomination and Remuneration	
Kerala Infrastructure Fund Management Limited	Nominee Director	1. Audit Committee	

The Board has conducted the Performance evaluation of individual directors including Independent Directors at its meeting held on 06th February 2023. The assessment carried out by the other Directors of the Performance of Mrs. Bhama Krishnamurthy was as excellent.

3. Mrs. Bhama Krishnamurthy

Mrs. Bhama Krishnamurthy holds a master of science degree from University of Bombay. She is on the board of directors of several companies and was served on the boards of Ashv Finance Limited, Reliance payment Solutions Limited and IDBI Capital Markets and Securities Limited. She was the chief general manager of Small Industries Development Bank of India (SIDBI). She has an experience over 40 years in the field of financial services.

Address: 401, Fourth floor, Avarsekars Srushti, Old Prabhadevi Road, Prabhadevi, Mumbai, 400 025, Maharashtra, India - 400 025

Occupation: Service

Date of Birth: December 19, 1954

DIN: 02196839

Age: 68 years

Directorships held in other Companies:

- Cholamandalam Investment and Finance Company Limited
- CSB Bank Limited
- E-Eighteen.Com Limited
- Five-Star Business Finance Limited
- Network18 Media & Investments Limited
- Thirumalai Chemicals Limited
- Poonawalla Housing Finance Limited
- Thirumalai Chemicals Limited

Terms and conditions re-appointment:

Independent Director – Non-Executive, Not liable to retire by rotation. The appointment is in accordance with Schedule IV (Code for Independent Directors) of the Companies Act, 2013.

Details of remuneration sought to be paid:

No remuneration is sought to be paid except sitting fees as approved by the Board.

The remuneration last drawn by Mrs. Bhama Krishnamurthy: Nil

Date of first appointment on the Board: 31st March, 2018

Shareholding in the company: Nil

Relationship with other Directors, Manager and other Key Managerial Personnel of the company: Nil

The number of Meetings of the Board attended during the year: 6

Other Directorships, Membership/ Chairmanship of Committees of other Boards:

Name of the Company	Nature of Directorship	Committees in which the Director is member	Committees in which the Director is Chairperson
Thirumalai Chemicals Limited	Independent Director	1. Audit Committee 2. Corporate Social Responsibility Committee 3. Investment, Finance and Banking Committee	
CSB Bank Limited	Independent Director - Part-time Chairperson	1. Nomination and Remuneration 2. Corporate Social Responsibility Committee 3. Risk Management Committee 4. Committee for Monitoring large value frauds 5. Credit Committee	1. Corporate Social Responsibility Committee
Network18 Media & Investments Limited	Independent Director	1. Audit Committee	
Cholamandalam Investment and Financecompany Limited	Independent Director	1. Audit Committee Corporate Social Responsibility Committee 2. Risk Management Committee	2. Risk Management Committee
Poonawalla Housing Finance Limited	Independent Director		
Five-Star Business Finance Limited	Independent Director	1. Audit Committee Nomination and Remuneration 2. Corporate Social Responsibility Committee 3. Risk Management Committee	3. Nomination and Remuneration
E-Eighteen.Com Limited	Independent Director		

The Board has conducted the Performance evaluation of individual directors including Independent Directors at its meeting held on 06th February 2023. The assessment carried out by the other Directors of the Performance of Mrs. Bhama Krishnamurthy was as excellent.

THE COMPANIES ACT, 1956
THE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
MUTHOOT MICROFIN LIMITED

- I. The name of the company is MUTHOOT MICROFIN LIMITED*.
- II. The Registered Office of the company will be situated in the State of Maharashtra.
- III. The objects for which the company is established are:

(A) MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:**

- 1. To reduce poverty in India and promote financial inclusion of masses by carrying on the business of providing microfinance services and catering to needs of a large number of underprivileged people directly or indirectly, and thus to help them and their families out of poverty and improve their standard of living by way of:
 - (a) provisioning of credit to customers, including formal and informal self help groups, individuals and associations, operation of micro leasing facilities, micro finance related hire purchase;
 - (b) providing credit for buying, selling and supplying industrial and agricultural inputs, livestock, machinery and industrial raw materials to poor persons and to act as agent for any association for the sale of such goods or livestock, encouragement of investment in cottage industries and income generating project for poor persons;
 - (c) mobilizing and providing financial and technical assistance and training to Micro-enterprises /Clients, provision of loans to microfinance clients for home improvement and Consumer credits and to give financial assistance to other Micro Finance Institutions in the form of Term Loan.

** At the Extra Ordinary General Meeting held on 29th October 2012, the name of the Company has Changed from Panchratna Securities Limited to Muthoot Microfin Limited.*

At the Extra Ordinary General Meeting held on 11th June 1994, the name of the Company has Changed from Panchratna Stock & Investment Consultancy Services Limited to Panchratna Securities Limited.

At the Extra Ordinary General Meeting held on 30th April 1994, the name of the Company has Changed from Panchratna Stock & Investment Consultancy Services Private Limited to Panchratna Stock & Investment Consultancy Services Limited consequent to the conversion of the Company from Private Limited to Public Limited.

***At the Extra Ordinary General Meeting held on 21st January 2013, the Main Object clause of the Company has been changed to replace the existing Clause III (A) with the new Clause III (A).*

(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:

2. To provide consultation for the management or manage the capital consisting of investment shares, stocks, securities.
3. To lend and advance money to such persons, firms, or Companies and upon such terms and subjects to such conditions as may seem expedient.
4. To carry on and transact every kind of guarantee and indemnity business and to undertake obligations of every kind and description and also to undertake trusts of all kinds.
5. To lend money with or without security and to make advances upon, hold in trust, issue, buy, sell or otherwise acquire or dispose of on commission or otherwise any of the securities or investments of the kinds aforementioned or to act as agent for any of the above like purpose.
6. To give guarantee to do counter guarantee business, in particular guarantee the payment of any principal moneys interest or their moneys secured by or payable under any debentures, bonds, mortgages, charges, contracts, obligations and securities.
7. To provide and to deal in all kinds of financial documents like commercial paper Certificates of Deposits, bills of exchange, hundies, I.O.U.s, Promissory notes and other negotiable instruments including bill discounting.
8. To act as trustee of any deed, constituting or securing any debentures, debenture stocks or other securities, or obligations and to undertake and execute any other trust including Depository Trust and also to undertake the office or exercise the power of executor, administrator, custodian and trustee corporation and act as representatives of international and Indian Companies or Corporations and also International or Indian financial institutions.
9. To receive money on deposit at interest, securities and valuables of all kinds for fixed periods or for custody and to lend money to such person on such terms and conditions as may be expedient and to transact the guarantee business with customers of the Company or other persons or corporations having dealings with the Company. The Company shall not carry on the business of banking as defined by the Banking Regulation Act, 1949, or any statutory modifications thereof, subject to the provisions of Section 58A of the Companies Act, 1956.
10. To constitute any trusts with a view to issue of preferential deferred or any other special stocks, securities, certificates or documents based on or representing any shares, stocks or other assets appropriated for the purposes of any such trust.
11. To negotiate loans of every description, to discount or arrange and negotiate international export credits, import credits, buyer and seller credits worldwide and to arrange finance for projects in India and abroad.
12. To negotiate loans, to draw, accept, endorse, discount, buy, sell and deal in bills of exchange, promissory notes, bonds, debentures, coupons and other negotiable instruments and securities.

13. To give any guarantee or indemnity for the payment of money or the performance of any obligation or undertaking.
14. To take part in the formation, supervision or control of the business or operations of any company having similar objects or undertaking and for that purpose to act as an Issue House, Registrars and Share Transfer Agents, Executors and Trustees, Financial Advisers or Financial Consultants or in any other, capacity and to appoint and remunerate any Directors, Administrators or Accountants or other experts or agents and to provide specialized services in Investor Relations relating to the above objects.
15. To borrow or raise money and secure and discharge any debt or obligation binding on the company in such manner as may be thought fit, and in particular by mortgaging of the undertaking and all or any of the immovable property (present or future) and the uncalled capital of the company, or by the creation and issue, on such terms as may be thought expedient, of debentures or debenture stock, perpetual or otherwise, or other securities of any description subject to the directives of Reserve Bank of India and provisions of Sections 58A of the Companies Act, 1956.
16. To employ experts to investigate and examine into the condition, management, prospects, value, character and circumstances of business concerns and undertakings and of any assets, property or rights.
17. To give guarantees and carry on and transact every kind of guarantee and counter guarantee business and in particular to guarantee the payment of any principal moneys, interest or other moneys secured by or payable under any debentures, bonds debenture stocks, mortgages, charges, contracts, obligations and securities and the payment of dividends and the repayment of the capital of stocks and shares.
18. To purchase, take on lease or in exchange, hire and otherwise however acquire any immovable or movable property, patents, licenses, rights and privileges which the company may think necessary or convenient for the purpose of its business and in particular any land, tenements, buildings and easements and to pay for same either in cash or in shares or securities and to sell, let, lease or under lease or otherwise dispose of or grant rights over any immovable property belonging to the company. Nothing herein contained shall authorised the company to deal in immovable properties.
19. To purchase or otherwise acquire, erect, maintain or reconstruct any buildings, offices and other things found necessary or convenient for the purpose of the Company.
20. To undertake and execute any trusts and also to undertake and execute the offices of Executor of the will of any deceased persons, Administrators of any deceased persons, trustee for debenture holders or debenture stock holders of any company and to appoint trustees to hold securities on behalf and to, protect the interest of the Company.
21. To obtain any provisional order of Act of the Government for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution.
22. To open current or other accounts with any banks or merchants, to pay money into and draw money from such accounts.
23. To amalgamate enter into partnership or make any arrangement for sharing profits, union of interest, co-operation, joint ventures or reciprocal concession or for limiting

competition, with any individual, persons or company carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorised to carry on or engage in or which can be carried on in conjunction therewith.

24. To enter into any arrangements with any government or authorities that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority any rights, privileges, licenses and concessions which the Company may consider necessary or desirable to obtain, and to carry out, exercise, use or comply with any such arrangement, rights, privileges or concessions.
25. To distribute any of the Company's property among the members in specie subject to provisions of the Companies Act, 1956 in the event of winding up, subject to the provisions of Companies Act, 1956.
26. To form, promote, subsidise, organise and assist or aid in forming, promoting, subsidising, organising or aiding Companies or partnerships of all kinds having similar objects for the purposes of acquiring and undertaking any property and liabilities of this Company, or advancing directly or indirectly the objects thereof, or for any other purpose which the Company may think expedient.
27. To acquire, purchase, take and/or amalgamate business of Companies having similar objects which under the existing circumstances, from time to time any conveniently or advantageously be combined with the business of the Company, to amalgamate with Companies whose business are so acquired, purchased or taken over and/or to enter into agreements with the object of acquisition of such undertaking and/or business.
28. To acquire and hold by way of investment or resell and let on hire, purchase, lease, rent any metal, bullion, gold, silver, silver articles, diamonds, precious stones, ornaments and jewellery and paintings and coins and manuscripts and objects of art and to pay for same either in cash or otherwise.
29. To invest the surplus funds of the Company from time to time in Government Securities or in securities as may from time to time be determined by the Directors and from time to time to sell or vary all such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.
30. To provide for the welfare of the employees or ex-employees of the Company and wives, widows and families or the dependents of such persons by grant of money pensions, allowances bonus or other payments or by creating and from time to time subscribing or contributing to provident funds institutions, trusts, and by providing or subscribing towards medical or other attendance and other assistance as the Company shall think fit and to subscribe to or to contribute or otherwise assist to charitable, benevolent, national and/or other institutions of objects.
31. To transact or carry on all kinds of agency business and in particular in relation to the investment of money, the sale of property and the collection and receipts of money.
32. To procure the registration, incorporation or recognition of the Company under the laws or regulations of any other country and to do all acts necessary for carrying on any business or activity of the Company in any foreign Country.
33. To pay all costs, charges and expenses incurred or sustained in or about the promotion, incorporation and establishment of the Company or which the Company shall consider

to be preliminary out of the funds of the Company.

34. To refer to or agree to refer any claims, demand, dispute or any other question by or against the Company or in which the Company is interested or concerned and whether between the Company and the member or members or his representatives or between the Company and third parties, to arbitration and to observe and perform and to do all acts, matters and things to carry out or enforce the awards.
35. To apply for promote and obtain any statue, order, regulation or other authorisation or enactment and to oppose any bills, proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
36. To sell, dispose of, or transfer the business, property and undertakings of the Company or any part thereof for any consideration which the Company may seem fit to accept.
37. To aid financially in India or elsewhere all or any one or more of the following business namely, buying, selling, dealing in, letting on hire purchase or easy payment system of household or office furniture and domestic or business appliances, installation fittings, machinery and wagons, cycles, bicycles, carriages, coaches and all other vehicles of all kinds, agricultural implements, utensils, appliances and similar articles as the Company may think fit.
38. To procure the incorporation, registration or other recognition of the Company in any country, state or place and to establish and regulate agencies for the purpose of the Company's business and to apply or join in applying to any Parliament, local Government, municipal or other authority or body, Indian or foreign for any acts of Parliament, laws, decrees, concessions, orders, rights or privileges that may seem conducive to the Company's objects or any of them and to oppose any proceedings or application which may seem calculated directly to prejudice the Company's interest.
39. To act as administrators or managers of any investment trusts or funds including any growth funds, income or capital funds, taxable or tax exempt funds, provident pension gratuity and superannuation funds, charitable funds, unit trusts, or consortium, to act as trustees for bond holders, debenture holders and for other purposes herein.
40. To carry on and undertake the business of equipment leasing, to give on lease or on leave and license basis, or in any other manner and carry on all other operations incidental thereto of all types of equipments, property and assets including all kinds of goods, articles or things including vehicles, ships, travellers vessels, aircraft, aeroplanes, flying machines, office, equipment, computers, satellites and any other capital equipment, and whether movable or immovable.
41. To carry on the business of promotion, organising, procuring incorporation of and giving financial or other assistance in India or abroad independently or in association with any person, Government or any other agencies whether incorporated or not, for any business of the Company.
42. To manage land, buildings and other property both movable and immovable belonging to the Company and to collect rents and income and to supply to tenants, users and occupiers, attendants, servants, waiting rooms, reading rooms and other conveniences and other services as may be necessary.
43. To develop, and turn into account any land acquired by the company or in which it is

interested and in particular by laying on and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting and improving buildings and letting building on lease and by advancing money to and entering into contracts and arrangements with and of all kinds of builders and other.

44. To apply for, promote and obtain any order, directive, instructions, regulations, ordinance or other authorisation or enactment of the Central or any state Government or any other authority for enabling the Company to pursue any of its objects, or for effecting any modification or change in any of the Company's business or constitutions; and to oppose any bills, proceedings or applications which may seem to prejudice the Company's business or interests.
45. To acquire and hold or more memberships in stock/security exchanges, trade associations, commodity exchanges, clearing houses or association or otherwise in India or any part of the world, to secure membership privileges therefrom and to acquire and hold membership in any association of bankers, merchant bankers, insurance companies, brokers, security dealers, or commodity dealers or any other association, membership of which will or is likely in any way to facilitate the conduct of the Company's business.
46. To carry on the business in any of the objects specified above, whether within or outside India and whether by itself or by forming any subsidiary wholly by itself or along with other/others in India or anywhere in the world.

(C) OTHER OBJECTS:

47. To form, promote, subsidise, organise, assist, maintain and conduct or aid in forming, promoting, subsidising, organising, assisting, maintaining research laboratories, experimental workshops or conducting studies research, tests and experiments on scientific technical, economic, commercial or any other subject and undertake all types of technical, economic and financial investigations with any institutions, university, company, partnership firm or person of persons undertaking or conducting such research, study, and provide, subsidise, endow, assist, laboratories, workshops, libraries, meetings, lectures and conferences and by providing for the remuneration of professors or teachers on any subject, and by providing for the remuneration of professors or teachers on any subject, scholarships, prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests, and inventions of any kind that may be considered to assist any of the business of the Company.
48. To provide information and guidance on governmental policies and regulations and to assist in obtaining various consents, approvals, from Government or other authorities or agencies which may be required for establishing an undertaking or in its diversification, expansion.
49. To study and advise Governments in formulating incentive schemes to attract industries, investments.
50. To advise Governments or any other body or persons for setting up industrial estates.
51. To undertake, carryout, promote and sponsor any activity for publication of any books

literature, newspapers, or for organising lectures, conferences for giving merit awards, scholarships, loans or any other assistance to institutes, deserving students or academic pursuits or researchers and for establishing, conducting, assisting any institutions, fund, trust.

52. To acquire, lease or let sophisticated office machineries such as computers, tabulators, equipments, addressing machines and other office equipments and leasing or lending such equipments for providing services of these machines to various clients.
53. To carry on the business of hotel keepers, lodging houses and restaurant keepers, cafe, tavern, beer house and refreshment room keepers, licenced victuallers, wine beer and spirit merchants, brewers, malsters, distillers, purveyors, caterers, manufacturers and dealers in sweets, toffees, chocolates and biscuits of all kinds and the business of bakers and ice manufacturers.
54. To carry on the business as proprietors and hires of motors and other vehicles, including taxi caterers for public amusement, hairdressers, perfumers, chemists, proprietors of clubs, baths, dressing rooms, laundries, reading writing, newspaper and smoking rooms, libraries places or amusements, recreation, sports, entertainment and instruments of all kinds, departmental stores, agents for railway, shipping and airplane companies and carriers, theatrical and opera box office proprietors, insurance agents and any other business which can be conveniently carried on in connection therewith.
55. To carry on the business of travel agency and to act as tourist agents and contractors and to facilitate travelling and provide for tourists and travellers or promote the provisions of conveniences of all kinds.
56. To carry on the business of proprietors and publishers of newspaper, journals, magazines, books and other literary works and undertakings.
57. To finance industrial Enterprises and to provide venture capital, seed capital, loan capital and to participate in equity/preference/deferred/participating share capital, mortgaged backed securities or bonds, or to give guarantees on behalf of the Company in the matter and to promote companies engaged in Industrial and Trading business.
58. To carry on all or any of the business of printers, stationers, lithographers, typefounders, stereo-typers, photographic printers, photolithographers, chromolithographers, engravers, diesinkers, book-binders, designers, draughtsman, paper and book sellers, publishers, advertising agents, engineers and dealers.
59. To carry on the business as timber merchants, saw mills proprietors, furnishers and buy, sell grow, prepare for market, manipulate, import, export and deal in timber of all kinds and to manufacture and deal in articles, furniture of all kinds.
60. To carry on the business of exporters and importers, function as an export house and deal in all varieties of commodities and for this purpose to also engage in ancillary services such as shipping, forwarding, road transport, inland transport.
61. To carry on all or any of the business of manufacturers of and dealers in organic inorganic chemicals, petrochemicals, fertilizers, manures, pesticides, calcium carbide, ethylalcohol, coaltar, ointments, essences, acids, toilet requisites, soaps, detergents, cosmetics, perfumes, dyes, paints, colours, pigments, varnishers, inks, explosives, ammunition, fuels, oils, greases lubricants.

62. To carry on all or any of the business of manufacturing, processing and dealing in iron and steel, ferro alloys, special steels, aluminium, copper, lead, zinc and dealing in industrial machinery, boilers, internal combustion engines, ball, roller and tapered bearings, tubes, cables, wires, pipers, cookers, printing machinery and textile machinery and their components and accessories.
63. To carry on all or any of the business of makers of and dealers in scientific and industrial instruments of all kinds for indicating, recording, controlling, measuring and timing machine tools, precision tools, surgical instruments and appliances and artificial limbs, dental and optical equipment and goods, anatomical, orthopaedic and surgical appliances of all kinds and providers of all requisites for hospital, patients and invalids.
64. To carry on and undertake business, undertaking, transaction, or operation commonly carried on or undertaken by financiers.
65. To organize information cell and Data Bank relating to industrial, agricultural and other economic activities and to provide information for the development of industries to entrepreneurs.
66. To carry on the business of advertising contractors and agents to acquire and dispose of advertising time, space or opportunities in any media, to undertake advertising and promotional campaigns of every nature to acquire and provide promotional requisites.
67. To carry on the business in and to own, buy, sell, possess, develop, construct, demolish, rebuild, renovate, divide, subdivide, repair, maintain, let out, hire, rent, lease, pledge, mortgage or otherwise deal in land, building, appartments and other immovable properties and to promote industrial estates, formation of Co-operative housing societies, companies, trusts or other associations and to .provide accommodations for residence and business of all types or for any other purpose.
68. To carry on the business of owing, furnishing, letting, leasing, leasing executive cabins, conferences facilities and rendering various services, telephone services, executive centres, secretarial services, travel services and other facilities to executives.
69. To produce, manufacture, treat, process, refine, import, export, purchase, sell, and generally to deal in, and to act as brokers, agents, stockists, distributors and suppliers of all kinds of cement whether ordinary, white coloured, portland, pozzolana, alumina, blast furnaces, silica or otherwise, cement products of any description, such as pipes, poles, slabs, asbestos sheets, blocks, tiles, garden-wares, and otherwise, and articles, things, compounds and preparations connected with the aforesaid products and in connection therewith to take on lease or acquire, erect, construct, establish, work, operate and maintain cement factories, quarries, mines, workshops and other works.
70. To set up factories and deal in the crushing and marketing of various minerals, e.g. red oxide, oches, siennas, barytes, calcite, gypsum, lime stone, china clay, soapstone, quartz and silica, etc. by taking on lease or otherwise various mines and putting up machinery for pulverizing the various minerals.
71. To carry on business, buyers, sellers, and manufacturer, all or any of the building material inclusive of lime, lime stone, related products, ceramic products, bricks, tiles, cement, badarpur, pipes, pre-fabricating paving, lining roofing materials, iron, coal, and coal burns and to buy, sell, manufacture, prepare, mix, formulate and deal in stones, limes, clays, cement, bricks, pozzolanes and all kinds of materials and chemicals.

72. To obtain, lease and sub-lease, mining leases, prospecting licences and quarry leases, bricklins leases from any government or party for purpose of exploiting major or minor mineral rules or any other rules in force in any area.
73. To open, develop, dig, explore, prospect for minerals and open pits, mines both open cast and underground and to do all the business carried on by quarries.
74. To act as consultant in respect of lime, lime stone, ceramics, bricks, cement and other building materials.
75. To carry on all or any of the business of manufacturers of and dealers in cement, lime, plasters, ceramic, sanitary fittings, asbestos sheets, chinaware, whitening clay, gravel, sand, minerals, earth, coke, fuel and stone and builders requisites and conveniences of all kinds.
76. To enter into agreement, contract or, undertake or otherwise arrange for receiving, mailing or forwarding any circulars, notices, reports, brochures, materials, articles and things belonging to any other company or person or persons by means of delivery hand or otherwise.
77. To trade manufacture, import or deal in and/or undertake process in gold, silver, diamonds, rough diamonds, precious and semi precious stones and to export jewellery made out of it such other articles and goods and to establish factories to manufacture cut, cleave, polish set or otherwise prepare for the market of such rough diamonds, precious and semi precious stones or metals either as principals, agents, brokers or otherwise and to carry on all or any of the business of goldsmiths, importers, exporters, manufacturers or traders of all kinds of diamonds, precious and semi precious stones and metals bullion gold, ornaments, jewellery, silver, utensils.
78. To manufacture, import or export jewelleries of gold, platinum, silver, brass, nickel, copper, aluminium, zinc and allied metals, plain or stones set with such as diamonds, pearls real, cultured or imitation, precious and semi-precious stones, cubic zirconia or similar other types of man made gems synthetic, imitation, crystal and glass stones and beads and other shapes.
79. To electroplate, to refine, rhodium plate, with metals such as gold, platinum rhodium silver, nickel, brass, copper, zinc and allied metals.
80. To manufacture, import, export, gold filled gold overlayed silver overlayed silver filled silver overlayed jewelleries and costume jewelleries, watch cases watch straps and gift items of any specifications such as key chains, man's cufflinks, belts, tie clips, buttons, ladies belts and handbags.
81. To import, manufacture, export gem and jewellery geological instruments and tools and watch making machinery and tools, gold, rodium, silver and all non-precious metals electroplating and filling and overlying, wax casting, die casting, engraving, enginturning, epoxing, etching enamelling, lost wax burning ovens and allied machineries and jewellery tools and machinery.
82. To carry on the business as goldsmiths, silversmiths, jewelers, gems merchants, importers and exporters of bullion, dealers in gold, platinum, silver, and metals of every description and to deal in all such other articles, goods and things as the Company may consider capable of being conveniently in relation to its business and any other trade or

business whatsoever which can, in the opinion of Company, be advantageously or conveniently carried on by the Company by way of extension of or in connection with any such business aforesaid or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property, rights.

83. To buy, import, manufacture, sell and export rough and cut and polished diamonds, precious and semi-precious stones and pearls of every description and type whatsoever.
84. To carry on the business of jewellery and watches and clocks including watch and clock making.
85. To mine rough diamonds, precious and semi-precious stones, to manufacture man made, synthetic, created and imitation and plastic stone.
86. To give advise on or to offer, give, take, circulate and/or otherwise organise, accept or implement any takeover bids, mergers, amalgamations, acquisitions, diversifications, rehabilitation or restructuring of any business, concern, undertaking, Company, body corporate, partnership firm or any other association of persons whether incorporated or not, by acquisition of shares or assets and liabilities, and whether as a going concern or as a part of the concern or otherwise as may be required having regard to business exigencies; and to promote or procure incorporation formation or setting up of concerns and undertakings whether as company, body corporate, partnership or any other association of persons for engaging in any industrial, commercial or business activities.
87. To aid financially, and transact all kinds of agency and contract business and represent importers and exporters in the Union of India or elsewhere.

IV. The Liability of the members is Limited.

- V. The Authorised Share Capital of the Company is Rs. 250,00,00,000/- (Rupees Two Hundred and Fifty Crores only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of Rs. 10/- (Rupees Ten) each and 5,00,00,000 (Five Crores) Compulsorily Convertible Preference Shares of Rs.10/- (Rupees Ten) each, with power to increase or reduce the capital, to divide the shares in the capital for the time being into several classes as permitted by the Companies Act, 2013.***

*** AT the 31st Annual General Meeting held on 14th June 2023, the Authirised Share Capital has increased from ₹ 200,00,00,000/- Comprising of 15,00,00,000 equity shares of Rs. 10/- each and 5,00,00,000 Compulsorily Convertible Preference Shares of Rs. 10/- each to ₹ 250,00,00,000/- comprising of 20,00,00,000 Equity Shares of Rs. 10/- each and 5,00,00,000 Compulsorily Convertible Preference Shares of Rs.10/- each.

At the Extra Ordinary General Meeting held on 16th November 2016, the Authirised Share Capital has increased from ₹ 150,00,00,000/- Comprising of 15,00,00,000 equity shares of Rs. 10/- each to ₹ 200,00,00,000/- comprising of 15,00,00,000 Equity Shares of Rs. 10/- each and 5,00,00,000 Compulsorily Convertible Preference Shares of Rs.10/- each.

At the Extra Ordinary General Meeting held on 01st June 2016, the Authirised Share Capital has increased from ₹ 75,00,00,000/- Comprising of 7,50,00,000 equity shares of Rs. 10/- each to ₹ 150,00,00,000/- comprising of 15,00,00,000 Equity Shares of Rs. 10/- each.

At the Extra Ordinary General Meeting held on 23rd December 2015, the Authirised Share Capital has increased from ₹ 50,00,00,000/- Comprising of 5,00,00,000 equity shares of Rs. 10/- each to ₹ 75,00,00,000/- Comprising of 7,50,00,000 equity shares of Rs. 10/- each.

At the Extra Ordinary General Meeting held on 25th March 2015, the Authirised Share Capital has increased from ₹ 10,00,00,000/- Comprising of 1,00,00,000 equity shares of Rs. 10/- each to ₹ 50,00,00,000/- Comprising of 5,00,00,000 equity shares of Rs. 10/- each.

At the 20th Annual General Meeting held on 30th June 2012, the Authirised Share Capital has increased from ₹ 3,50,00,000/- Comprising of 35,00,000 equity shares of Rs. 10/- each to ₹ 10,00,00,000/- Comprising of 1,00,00,000 equity shares of Rs. 10/- each.

At the Extra Ordinary General Meeting held on 22nd December 1994, the Authirised Share Capital has increased from ₹ 1,00,00,000/- Comprising of 10,00,000 equity shares of Rs. 10/- each to ₹ 3,50,00,000/- Comprising of 35,00,000 equity shares of Rs. 10/- each.

At the Extra Ordinary General Meeting held on 28th November 1994, the Authirised Share Capital has increased from ₹ 25,00,000/- Comprising of 2,50,000 equity shares of Rs. 10/- each to ₹ 1,00,00,000/- Comprising of 10,00,000 equity shares of Rs. 10/- each.

At the Extra Ordinary General Meeting held on 14th July 1994, the Authirised Share Capital has increased from ₹ 5,00,000/- Comprising of 50,000 equity shares of Rs. 10/- each to ₹ 25,00,000/- Comprising of 2,50,000 equity shares of Rs. 10/- each.

We, the several persons, whose name addresses and occupations are subscribed here under, are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Name, address, description and occupation of each subscriber	Number of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature of Witness and his name, address description and occupation
1) DIVYESH PRAVINCHANDRA SHAH S/O. PRAVINCHANDRA R.SHAH 2, LALIT BHAVAN, C.D.BARFIWALA MARG, ANDHERI (WEST), BOMBAY 400 058. BUSINESS	10 (Ten)	Sd/-	
2) RAJIT PRAVINCHANDRA SHAH S/O. PRAVINCHANDRA R.SHAH 2, LALIT BHAVAN, C.D.BARFIWALA MARG, ANDHERI (WEST), BOMBAY 400 058. BUSINESS	10 (Ten)	Sd/-	WITNESS TO ALL Sd/- VISHWAS.K.BAVISI S/O. KHUSHALCHAND B.BAVISI, 2 ND FLR., BOWEN CHURCH BLDG, APPOLO BUNDER, COLABA, BOMBAY 400 039 BUSINESS
3) AMRISH R. DAFTARY, S/O. RAMESHCHANDRA P. DAFTARY, A/3, RIDGE APARTMENTS, 18, RIDGE ROAD, BOMBAY 400 006. BUSINESS	10 (Ten)	Sd/-	
4) MEHUL SURESHBHAI SANGHAVI, S/O.SURESHBHAI G.SANGHAVI, A-204, SHYAM KUTIR, 132, AZAD ROAD, VIIE PARLE (EAST), BOMBAY 400 057 BUSINESS	10 (Ten)	Sd/-	
Total c/f	40 (Forty Only)		

Place: Bombay

Dated: 28th October, 1994.