



**CERTIFIED TRUE COPY OF RESOLUTION PASSED BY BOARD OF DIRECTRS (THE “BOARD”) OF MUTHOOT MICROFIN LIMITED (THE “COMPANY”) AT THE MEETING HELD ON MONDAY THE 11<sup>TH</sup> DAY OF DECEMBER, 2023 AT 5<sup>TH</sup> FLOOR, MUTHOOT TOWERS, M.G ROAD, KOCHI - 682 035 THROUGH VIDEO CONFERENCING.**

**To approve and adopt the Red Herring Prospectus**

“**RESOLVED THAT** in furtherance of the resolutions of the Board dated June 30, 2023 and November 29, 2023, approving the filing of the DRHP and updated draft of the draft red herring prospectus, respectively, the in-principle approvals dated September 27, 2023 and September 28, 2023 respectively from BSE and NSE, a copy of the red herring prospectus (“**RHP**”), containing the interim observations from SEBI dated letter dated October 26, 2023 and the Final Observation Letter requisite information as prescribed under the applicable provisions of the Companies Act, 2013, and the rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), as amended, the applicable provisions of the Securities and Exchange Board of India Act, 1992, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the Securities Contracts (Regulation) Act, 1956, as amended the Securities Contracts (Regulations) Rules, 1957, as amended and any other regulations issued by the SEBI, in respect of the proposed initial public offer of equity shares of face value of ₹10 each (“**Equity Shares**”) of the Company comprising of a Fresh Issue aggregating up to ₹7,600.00 million and an offer for sale of up to such Equity Shares aggregating up to ₹2,000.00 million by the Selling Shareholders (as defined in the RHP) (collectively, the “**Offer**”), at such price as may be determined in accordance with the book building process under the SEBI ICDR Regulations and as agreed to by the Company in consultation with the book running lead managers to the Offer being ICICI Securities Limited, Axis Capital Limited, JM Financial Limited and SBI Capital Markets Limited (collectively, the “**Book Running Lead Managers**” or “**BRLMs**”), within the price band to be decided by the Company, acting through its IPO Committee and the Selling Shareholders (as defined in the RHP) in consultation with the BRLMs, as placed before the Board and containing the requisite information as prescribed by applicable laws and regulations, be and is hereby taken on record and approved for filing with the RoC, the SEBI, the Stock Exchanges and such other authorities or persons as may be required.”

“**RESOLVED THAT** the preliminary international wrap dated 11<sup>th</sup> December 2023 which is placed before the Board in respect of the Offer, be and is hereby approved.”

“**RESOLVED FURTHER THAT**, Mr. Thomas Muthoot, Managing Director, Mr. Sadaf Sayeed, Chief Executive Officer, Mr. Praveen T, Chief Financial Officer and Ms. Neethu Ajay, Company Secretary and Chief Compliance Officer be and are hereby severally authorised to make any further or subsequent alterations, additions, omissions, variations, amendments or corrections to the RHP, if any, and to finalise the RHP and to submit the same with the RoC, SEBI, the Stock Exchanges and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and undertake such other necessary steps to implement the above resolution.”

“**RESOLVED FURTHER THAT**, each of the directors of the Company Mr. Sadaf Sayeed, Chief Executive Officer, Mr. Praveen T, Chief Financial Officer and Ms. Neethu Ajay, Chief Compliance Officer and Company Secretary, be and are hereby severally authorized to sign the RHP for and on behalf of the Company.”

**MUTHOOT MICROFIN LIMITED**

CIN: U65190MH1992PLC006228

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Administrative Office: 5<sup>th</sup> Floor, Muthoot Towers, M.G. Road, Kochi, Kerala - 682035, Tel: +91-404-4277500, +91-404-4300127, F: +91-404-4100127, E: info@muthootmicrofin.com  
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**“RESOLVED FURTHER THAT,** any amendment, supplement, corrigenda or notice to investors issued by the Company in relation to the RHP that may be filed with the RoC, SEBI, the Stock Exchanges or any other regulatory authority, be and is hereby approved in accordance with applicable law.”

**“RESOLVED FURTHER THAT,** Mr. Thomas Muthoot, Managing Director, Mr. Sadaf Sayeed, Chief Executive Officer, Mr. Praveen T, Chief Financial Officer and Ms. Neethu Ajay, Chief Compliance Officer and Company Secretary be and are hereby severally authorized to undertake necessary steps to implement the above resolutions and execute all such deeds, documents, agreements, forms, instruments and writings, and to do all such acts, deeds and things as may be required, necessary, expedient or incidental to give effect to the above resolutions, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company in accordance with the applicable laws and regulations and in consultation with the legal advisors and the Book Running Lead Managers appointed in this respect.”

**“RESOLVED FURTHER THAT,** all monies received out of the Offer (as defined in the RHP) shall be transferred to a separate bank account maintained with the scheduled bank as per the provisions of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT,** a copy of the above resolution, certified to be true by any director or the company secretary, be forwarded to concerned authorities for necessary actions.”

**//CERTIFIED TRUE COPY\\  
FOR MUTHOOT MICROFIN LIMITED**



**NEETHU AJAY  
COMPANY SECRETARY AND COMPLIANCE OFFICER  
MEMBERSHIP NO. A34822**

