



CERTIFIED TRUE COPY OF RESOLUTION PASSED IN THE MEETING OF AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF MUTHOOT MICROFIN LIMITED HELD ON TUESDAY NOVEMBER 28, 2023 AT 5TH FLOOR, MUTHOOT TOWERS, M.G ROAD, COCHIN, KERALA, INDIA – 682035 THROUGH VIDEO CONFERENCING.

To consider the approval of Key Performance Indicators by the Audit Committee

“RESOLVED THAT, the approval of the Audit Committee is hereby accorded to disclose the Key Performance Indicators (the “KPIs”) as set out in Annexure A, in the red herring prospectus, the prospectus and other documents or material issued in relation to the Offer, including any amendments, addenda or corrigenda issued thereto (collectively, the “Offer Documents”).”

“RESOLVED FURTHER THAT in accordance with the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”) and other applicable laws, the KPIs which have been used historically by the Company to understand and analyze, track and monitor the financial, business and operational performance, which in result, help it in analyzing the growth of various verticals in comparison to its peers, and other relevant and material KPIs of the business of the issuer that have a bearing for arriving at the basis for issue price, along with explanation for KPI metrics, are hereby approved.”

“RESOLVED FURTHER THAT in accordance with the applicable provisions of the SEBI ICDR Regulations, the guidance note issued by ICAI on KPIs and other applicable laws, it is hereby confirmed that the details for all the KPIs that have been disclosed to the earlier investors of the Company for raising funds at any point of time during the three years period prior to the date of filing of the RHP, and which are required to be disclosed in the “Basis for Offer Price” section, have been verified and audited by Rangamani & Co., Chartered Accountants, holding a valid certificate issued by the Peer Review Board of the ICAI, in accordance with SEBI ICDR Regulations pursuant to their certificate dated 28.11.2023, 2023 as set out in Annexure B and as disclosed in the “Basis for Offer Price” section of the Offer Documents as set out in Annexure C.”

“RESOLVED FURTHER THAT, Mr. Praveen T, Chief Financial officer and Ms. Neethu Ajay, Chief Compliance Officer and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as deemed necessary, proper or desirable, and to settle to give effect to the above resolution 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 interests of the Company.”



MUTHOOT MICROFIN LIMITED

CIN: U65190MH1992PLC066228

Regd. Office: 15th Floor, Parinze Crescenzo, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051

Administrative Office: 5th Floor, Muthoot Towers, M.G. Road, Kochi, Kerala - 682035, Tel: +91-404-4277500, +91-404-4300127, F: +91-404-4300127 E: info@muthootmicrofin.com

www.muthootmicrofin.com

“RESOLVED FURTHER THAT, a copy of the above resolution, certified to be true by any director or the Chief Financial Officer and Company Secretary of the Company be forwarded to the concerned authorities for necessary action.”

**\\CERTIFIED TO BE TRUE\\
FOR MUTHOOT MICROFIN LIMITED**



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

