



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF MUTHOOT MICROFIN LIMITED AT THE MEETING HELD ON THURSDAY JUNE 29, 2023 THROUGH VIDEO CONFERENCING AT THE DEEMED VENUE AT 05<sup>TH</sup> FLOOR, MUTHOOT TOWERS, M.G. ROAD, KOCHI -682 035.**

**Approval and adoption of the Draft Red Herring Prospectus in relation to the offer**

“RESOLVED THAT, in furtherance of the resolution passed by the board of directors of the Company (the “Board”) on May 6, 2023 and the resolution passed by the shareholders of the Company on June 14, 2023 and subject to applicable laws, the draft of the draft red herring prospectus (the “DRHP”), in respect of the initial public offering of equity shares of face value of ₹ 10 each of the Company (the “Equity Shares”) consisting of fresh issue of such number of equity shares of the Company which aggregates up to ₹ 9,500 million, at such price as may be determined in accordance with the book building process under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and as agreed to by the Company, acting through its IPO Committee, and the Selling Shareholders in consultation with the book running lead managers to the Offer (“BRLMs”), as provided to, and tabled before the Board containing the requisite information as prescribed under applicable laws and regulations, be and is hereby approved for filing with Securities and Exchange Board of India (“SEBI”), BSE Limited, National Stock Exchange of India Limited (which together with BSE Limited shall collectively be referred to as the “Stock Exchanges”) and such other authorities or persons as may be required.”

“RESOLVED FURTHER THAT any Director, Chief Financial Officer and/or Company Secretary and Chief Compliance Officer of the Company or the IPO Committee of the Company be and are hereby severally authorised to make corrections or modifications, if any, and to finalise the DRHP for purposes of filing with SEBI, the Stock Exchanges, registrar of companies and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and do all acts, deeds, matters and things and undertake such other necessary steps to implement the above resolution, including without limitation, to settle any questions, difficulties or doubts that may arise in relation thereto.”

RESOLVED FURTHER THAT, the Directors of the Company and Mr. Praveen T, the Chief Financial Officer, be and hereby authorized to sign the said Draft Red Herring Prospectus on behalf of the Company and file the same with the SEBI for their observations and with the relevant stock exchanges for obtaining their in-principle approval and for listing purposes 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 afore going resolutions.

“RESOLVED FURTHER THAT any Director, Chief Financial Officer and/or Company Secretary and Chief Compliance Officer of the Company be and are hereby authorised to certify the true copy of the aforesaid resolutions.”

**CERTIFIED TRUE COPY  
FOR MUTHOOT MICROFIN LIMITED**

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



**MUTHOOT MICROFIN LIMITED**

CIN: U65190MH1992PLC066228

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