



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF MUTHOOT MICROFIN LIMITED AT THEIR 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.**

**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 draft red herring prospectus, 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.”

**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, 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 at any point of time during the three years period prior to the date of filing of the draft red herring prospectus with the Securities and Exchange Board of India and the Stock Exchanges, and have been verified and audited by Rangamani & Co, Chartered Accountants pursuant to the certificate dated June 29, 2023 as set out in **Annexure B**, are disclosed in the “*Basis for Offer Price*” section of the draft red herring prospectus.

**RESOLVED FURTHER THAT** in accordance with the applicable provisions of the SEBI ICDR Regulations and other applicable laws, the KPIs which have been used historically by the Company to understand and analyze the business 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 Company that have a bearing for arriving at the basis for issue price, along with explanation for KPI metrics, are hereby approved.

**RESOLVED FURTHER THAT**, pursuant to the amendments in the SEBI ICDR Regulations, the KPIs, as placed before the members of the Committee and initialled by the Chairman for identification purposes and disclosed under ‘Basis for Offer Price’ section of the draft red herring prospectus, be and are hereby approved and may be disclosed in the Offer Documents.

**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 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.

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

**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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