

RANGAMANI & Co.,
CHARTERED ACCOUNTANTS

E-mail : sreenivasan2121@gmail.com
Mob : 9847051915
Phone : 2261542
17/598, IInd FLOOR
CARD BANK BUILDING
WEST OF Y. M. C. A. BRIDGE
V. C. S. B. ROAD
ALLEPPEY - 688 001

Certificate on Related Party Transactions

11-12-2023

To,

The Board of Directors
Muthoot Microfin Limited
13th Floor
Parinee Crescenzo
Bandra Kurla Complex
Bandra East, Mumbai 400 051
Maharashtra, India
(the "Company")

ICICI Securities Limited
ICICI Venture House
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

Axis Capital Limited
1st Floor, Axis House,
C-2 Wadia International Centre,
PB Marg, Worli,
Mumbai 400 025
Maharashtra, India

JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi
Mumbai 400 025
Maharashtra, India

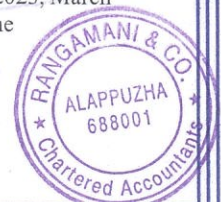
SBI Capital Markets Limited
1501, 15th Floor, Parinee Crescenzo,
G Block, Bandra Kurla Complex, Bandra (East),
Mumbai- 400051
Maharashtra, India

(collectively, with any other book running lead managers that may be appointed in connection with the Offer, the "Book Running Lead Managers")

Dear Ladies and Gentlemen,

Re: Proposed initial public offering of equity shares of ₹10 each (the "Equity Shares") of the Company and such offering, the "Offer".

We, Rangamani & Co., Chartered Accountants, (Firm Registration Number: 003050S) Independent Chartered Accountant of the Company, have reviewed the restated financial statements of the Company, as of and for the six month periods ended September 30, 2023 and September 30, 2022 and the years ended March 31, 2023, March 31, 2022 and March 31, 2021, prepared in accordance with the Companies Act, 2013, as amended (the

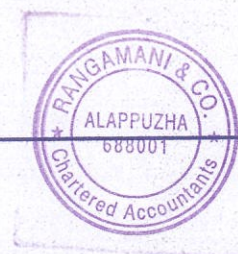


“Companies Act”) and Indian Accounting Standards (“Ind AS”) prescribed under the Companies Act (Indian Accounting Standards) Rules, 2015 and restated in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”) and the reports issued thereon (the “Restated Financial Statements”). We have also reviewed the books of accounts, agreements, invoices, terms of engagement, statutory records maintained by the Company, minutes of the meetings of the board of directors of the Company, minutes of annual general meeting and extra-ordinary general meetings of the Company, relevant statutory registers, process note for identification of related party transactions and evaluation of arm’s length with respect to transactions entered into and reconciliation of balances, basis of evaluation of transactions undertaken at arm’s length as certified by the management and supporting documents for justification of the arm’s length price for such related party transactions including transfer pricing reports under the Income Tax Act, 1961, balance confirmations from related parties and reconciliation therewith and other relevant documents presented to us, and enquired with and received written representation from Mr. Praveen.T, the Chief Financial Officer of the Company who is responsible for financial and accounting matters, on the nature of the related party transactions entered into by the Company, and changes in terms of evaluation of transactions at arm’s length by the Company.

Based on the above, we hereby certify and confirm that, for the aforementioned period:

- (i) Other than the transactions included in the **Annexure A** (Restated Statement of Related Party Transactions) as per the Restated Financial Statements of the Company, there are (i) no other related parties of the Company (as defined under Section 2(76) of the Companies Act, 2013 and the Indian Accounting Standard 24) (“**Related Parties**”); there are no other transactions (whether eliminated on consolidation or not) of the Company, which qualify as transactions entered into with Related Parties (the “**Related Party Transactions**”);
- (ii) transactions entered into with the related parties identified by the Company, are disclosed in the financial statements as required by the applicable Indian accounting standards;
- (iii) All Related Party Transactions have, unless otherwise disclosed in the Restated Financial Statements, been entered into in accordance with applicable laws and at an arm’s length basis, and are legitimate business transactions;
- (iv) Profits, if any, and as far as such profits are computable, arising out of any Related Party Transactions have arisen from legitimate business transactions;
- (v) There are no Related Party Transactions that are not disclosed, or that are not fully disclosed in the Restated Financial Statements;
- (vi) There have been no transactions with parties with whom the Company, or its related parties have a relationship that enables such parties to negotiate terms that may not be available for other independent parties on an arm’s length basis;
- (vii) All Related Party Transactions eliminated due to consolidation have been accurately disclosed in the Restated Financial Statements;
- (viii) All necessary consents and approvals including from the Central Government, Board of Directors or from the Shareholders of the Company for Related Party Transactions with the entities covered under the Companies Act, 2013 have been obtained by the Company; and
- (ix) All Related Party Transactions are in compliance with Section 188 of Companies Act, 2013, as amended.

In addition to the processes carried out by us above, we have also read the unaudited management accounts of the Company for the period from October 1, 2023 to October 31, 2023. In addition, we have (i) read the minutes of the meetings of the shareholders and the board of directors and its committees, of the Company, held since October 1, 2023 as set forth in the minute books through October 31, 2023; (ii) inquired of the Chief Financial Officer of the Company, Mr. Praveen T, who is responsible for financial and accounting matters, on the nature of the related party transactions entered into by the Company, post November 1, 2023, until 11-12-2023



Based on the procedures carried out by us as mentioned above, we confirm that from October 1, 2023 to December 11, 2023:

- a. all related party transactions entered into from October 1, 2023 till December 11, 2023 have been entered into by the Company in compliance with applicable laws;
- b. all such related party transactions have been at an arm's length basis and are legitimate business transactions;
- c. all such related party transactions have been entered into in ordinary course of business only;
- d. there have been no transactions with parties with whom the Company, or its related parties have a relationship that enables such parties to negotiate terms that may not be available for other independent parties on an arm's length basis; and
- e. all necessary consents and approvals, including from the Central Government, from the board of directors or the shareholders of the Company, for related party transactions with the entities covered under the Companies Act, 2013 have been duly obtained.

We have conducted our examination in accordance with the 'Guidance Note on Audit Reports and Certificates for Special Purposes (Revised 2016)' issued by the Institute of Chartered Accountants of India

We hereby confirm that while providing this certificate we have complied with the Code of Ethics and the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the Institute of Chartered Accountants of India.

We confirm that the information in this certificate is true and correct, and is in accordance with the requirements of the Companies Act, ICDR Regulations and other applicable law, and there is no untrue statement or omission which would render the contents of this certificate misleading in any material aspect.

This certificate is for information and for inclusion (in part or full) in the the red herring prospectus ("RHP") and the prospectus ("Prospectus") filed in relation to the Offer (collectively, the "Offer Documents") or any other Offer-related material, and may be relied upon by the Company, the Book Running Lead Managers and the legal advisors appointed by the Company and the Book Running Lead Managers in relation to the Offer. We hereby consent to the submission of this certificate as may be necessary to SEBI, the Registrar of Companies, Maharashtra at Mumbai ("RoC"), the relevant stock exchanges, any other regulatory authority and/or for the records to be maintained by the Book Running Lead Managers and in accordance with applicable law. We hereby consent to this certificate being disclosed by the Book Running Lead Managers, if required (i) by reason of any law, regulation or order of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

We confirm that we will immediately communicate any changes in writing in the above information to the Book Running Lead Managers until the date when the Equity Shares commence trading on the relevant stock exchanges. In the absence of any such communication from us, the Book Running Lead Managers and the legal advisors, each to the Company and the Book Running Lead Managers, can assume that there is no change to the above information until the Equity Shares commence trading on the relevant stock exchanges pursuant to the Offer.

We also consent to the inclusion of this certificate as a part of "Material Contracts and Documents for Inspection" in connection with this Offer, which will be available for public for inspection.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents.



RANGAMANI & Co.,
CHARTERED ACCOUNTANTS

Continuation Sheet No.

Yours faithfully,

For and on behalf of Rangamani & Co., Chartered Accountants

Partner
R.Sreenivasan
Membership No.: 003050S
ICAI Firm Registration No: 020566
UDIN: 23020566BGSMCB6203
Date: 11-12-2023

For RANGAMANI & Co.
Chartered Accountants
FRN: 003050 S

R. Sreenivasan
R. SREENIVASAN
Partner
M. No:020566



Encl: As above

Cc:

Cyril Amarchand Mangaldas
3rd Floor, Prestige Falcon Tower
19, Brunton Road, Off M.G. Road
Bengaluru 560 025
Karnataka, India

Sidley Austin LLP
Level 31, Six Battery Road
Singapore 049909

AZB & Partners
AZB House, Peninsula Corporate Park
Ganpatrao Kadam Marg, Lower Parel
Mumbai 400 013
Maharashtra, India

AZB & Partners
7th Floor, Embassy Icon
Infantry Road, Vasanth Nagar
Bengaluru, 560 001
Karnataka, India

ANNEXURE A

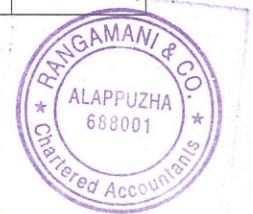
Transactions with Related Parties (₹ in Mn) :

Name of the Party	Nature	For the six months ended 30 th September 2023	For the six months ended 30 th September 2022	For the Year Ended 31 st March 2023	For the Year Ended 31 st March 2022	For the Year Ended 31 st March 2021
Muthoot Incorp Limited	Cash Management Charges*	26.42	25.94	50.16	34.11	20.28
	Commission Income*	0.02	0.05	0.07	2.87	22.25
	Rent Expenses*	1.08	1.22	2.31	3.15	3.62
	Rental deposits given/(Refunded)	-	0.21	(0.25)	0.13	0.72
	Travel expenses	-	0.04	0.26	0.35	0.33
Muthoot Exim Private Limited	Commission Income *	6.27	2.63	5.05	3.56	1.09
	Gold Auction	-	0.91	0.91	-	-
Muthoot Pappachan Technologies Limited	Software Support Charges *	6.00	6.00	12.15	12.88	30.24
M-Liga Sports Excellence Private Limited	Marketing Expenses*	-	-	5.00	-	-
Thomas Muthoot	Rent Expenses*	1.55	1.42	2.90	2.69	2.55
	Trade Mark Fees	-	-	0.03	0.20	-
Thomas George Muthoot	Rent Expenses*	3.67	1.65	4.96	3.17	3.03
	Trade Mark Fees	-	-	0.03	0.20	-
Thomas John Muthoot	Rent Expenses *	0.88	0.61	1.29	1.16	1.11
	Trade Mark Fees	-	-	0.03	0.20	-
Muthoot Pappachan Foundation	CSR Expenditure	-	-	6.23	19.93	34.99
Pushpy B Muricken	Sitting Fees	0.33	0.24	0.54	0.66	0.49
T S Vijayan	Sitting Fees	0.36	0.27	0.66	0.63	0.46
Alok Prasad	Sitting Fees	0.45	0.30	0.75	0.78	0.49
Bhama Krishnamurthy	Sitting Fees	0.45	0.27	0.66	0.78	0.56
R.Anand	Sitting Fees	-	-	0.09	-	-
Sadaf Sayeed	Remuneration	28.50	24.93	37.31	43.17	18.31
Praveen T	Remuneration	3.38	2.86	4.95	4.17	3.05
Neethu Ajay	Remuneration	1.32	1.06	1.92	1.62	1.22
The Thinking Machine Media Private Limited	Investment Made in equity Instruments	-	-	-	-	0.45



Balances at the end of the Year ((₹ in Mn) :

Name of the party	Nature	Six Months ended 30 September 2023	Six Months ended 30 September 2022	Year Ended 31 March 2023	Year Ended 31 March 2022	Year Ended March 31 2021
Muthoot Fincorp Limited	Cash management charges and commission payable	4.41	4.25	4.03	3.69	1.29
	Other Receivable(commission Income)	0.01	-	-	0.03	2.89
	Rent Payable	0.20	0.22	0.19	0.29	0.29
	Rental Deposit	0.54	0.59	0.54	0.79	0.82
	Travel charges payable	0.00	-	0.10	-	0.12
Muthoot Exim Private Limited	Other Receivable(commission income)	3.28	0.57	0.23	0.47	0.27
Thomas Muthoot	Rent payable	0.28	0.26	0.27	0.25	0.24
	Rental deposit	0.18	0.18	0.18	0.18	0.18
	Trade mark Fee payable	0.00	0.00	0.04	0.04	-
Thomas George Muthoot	Rent payable	0.66	0.31	0.66	0.29	0.29
	Rental deposit	0.10	0.10	0.10	0.10	0.10
	Trade mark Fee payable	-	-	0.04	0.04	-
Thomas John Muthoot	Rent payable	0.17	0.12	0.14	0.10	0.10
	Rental deposit	0.08	0.08	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	0.45	0.45



Alok Prasad	Sitting Fee payable	-	-	0.02	-	-
Bhama Krishnamurthy	Sitting Fee payable	-	-	0.03	-	-
Pushpy Muricken	Sitting Fee payable	-	-	0.03	-	-
T S Vijayan	Sitting Fee payable	-	-	0.03	-	-
R Anand	Sitting Fee payable	-	-	0.03	-	-

Key management personnel remuneration includes the following expenses:

Nature	Six Months ended 30 September 2023	Six Months ended 30 September 2022	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Short-term employee benefits (current)	32.66	28.30	44.10	48.29	22.54
Post-employment benefits	0.54	0.55	0.08	0.67	0.04
Total	33.20	28.85	44.18	48.95	22.58

