



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE IPO COMMITTEE OF THE BOARD OF DIRECTORS OF MUTHOOT MICROFIN LIMITED AT THEIR MEETING HELD ON WEDNESDAY NOVEMBER 29, 2023 THROUGH VIDEO CONFERENCING AT THE DEEMED VENUE AT 05TH FLOOR, MUTHOOT TOWERS, M.G. ROAD, KOCHI -682 035

Approval and adoption of the updated Draft Red Herring Prospectus in relation to the initial public offer by the Company

“RESOLVED THAT, the copy of the UDRHP, modified and updated, including for factual developments post the filing of the DRHP as well as pursuant to the applicable observation letters issued by SEBI including the Final SEBI Observation Letter containing the requisite information as prescribed by applicable law including 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 SEBI, the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India, including the Department for Promotion of Industry and Internal Trade and any other applicable laws, rules and regulations, in India or outside India (collectively, the **“Applicable Laws”**) in respect of the proposed initial public offer by the Company of its equity shares bearing face value of ₹10 each (the **“Equity Shares”**) comprising a fresh issue of Equity Shares by the Company (the **“Fresh Issue”**) and an offer for sale of Equity Shares by Thomas John Muthoot, Thomas Muthoot, Thomas George Muthoot, Preethi John Muthoot, Remmy Thomas and Nina George (collectively, the **“Promoter Selling Shareholders”**) and Greater Pacific Capital WIV Ltd (the **“Investor Selling Shareholders”**) (collectively the **“Selling Shareholders”**) (the **“Offer for Sale”**, and together with the Fresh Issue, the **“Offer”**), as placed before the IPO Committee, at a price as may be determined in accordance with the book building process under the SEBI ICDR Regulations and as agreed to by the Company, acting through its IPO Committee in consultation with the book running lead managers to the Offer, containing the requisite information as prescribed by Applicable Laws, has been modified and updated pursuant to the Final SEBI Observation Letter, and accordingly an UDRHP, be and is hereby taken on record and approved for filing with SEBI and such other authorities or persons as may be required.”

“RESOLVED FURTHER THAT, to give effect to the above resolutions, Mr. Thomas Muthoot, (DIN: 00082099) Managing Director of the Company, Mr. Praveen T, Chief Financial Officer of the Company and Ms. Neethu Ajay, Chief Compliance Officer and Company Secretary of the Company be and are hereby severally authorised to finalise or carry out any further alterations to the UDRHP and submit the same with the SEBI 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.”



MUTHOOT MICROFIN LIMITED

CIN: U65190MH1992PLC0060228

Regd. Office: 13th Floor, Parinee 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 company secretary of the Company, be forwarded to concerned authorities for necessary actions.”

**CERTIFIED TRUE COPY
FOR MUTHOOT MICROFIN LIMITED**



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

