

**THOMAS JOHN MUTHOOT**  
**PROMOTER**  
TC 4/1008/(1), KAUDIAR, P.O.,  
TRIVANDRUM, 695 003, KERALA, INDIA

**CONSENT FROM THE SELLING SHAREHOLDER**

Date: 29-11-2023

To,

The Board of Directors  
**Muthoot Microfin Limited**  
13<sup>th</sup> Floor  
Parinee Crescenzo  
Bandra Kurla Complex  
Bandra East, Mumbai 400 051  
Maharashtra, India

Dear Sir/Ma'am,

**Sub: Proposed initial public offering of equity shares of face value of ₹ 10 each (the "Equity Shares") of Muthoot Microfin Limited (the "Company" and such initial public offering, the "Offer")**

I hereby give my consent to the following:

- (i) Inclusion of up to such number of Equity Shares held by me in the Company for an amount aggregating up to ₹ 163.63 million as part of the offer for sale in the Offer (the "**Offered Shares**") in the Offer, subject to the approval of the Securities and Exchange Board of India ("**SEBI**"), and of any other regulatory authority, if required. The Offered Shares may be offered to such category of persons in accordance with the SEBI ICDR Regulations and other applicable laws.
- (ii) Inclusion of my name as a Promoter selling shareholder and any other information (in part or full) as required under the SEBI ICDR Regulations and other applicable laws in the Red Herring Prospectus and the Prospectus which the Company intends to file with the Registrar of Companies, Maharashtra at Mumbai (the "**RoC**") and thereafter file with SEBI and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the "**Stock Exchanges**"), or any other document to be filed or issued in relation to the Offer.

I also authorise you to deliver a copy of this letter of consent to the RoC, pursuant to the provisions of Sections 26 and 32 of the Companies Act, 2013, the Stock Exchanges, SEBI or any other statutory or regulatory authority, as required by law.

I hereby consent that my entire pre-Offer shareholding, excluding the Offered Shares which are successfully sold and transferred as part of the Offer, shall be locked-in from the date of allotment pursuant to the Offer for such period as may be required, and subject to such conditions as may be applicable with respect to pledge or transferability of my shareholding, in each case under the SEBI ICDR Regulations.

I confirm that this consent will remain valid and in force till the date on which Equity Shares of the Company start trading on the Stock Exchanges, in the absence of any written communication from us.

I confirm that the information in this letter is true, fair, correct, complete and accurate and adequate to enable investors to make a well-informed decision, and is in accordance with the requirements of the Companies Act, 2013, the SEBI ICDR Regulations and other applicable law, and there is no untrue statement or omission which would render the contents of this letter misleading in its form or context.

I confirm that I will immediately communicate any changes in writing in the above information to the Company and the Book Running Lead Managers until the date when the Equity Shares are listed and commence trading on Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the Book Running Lead Managers and the legal counsels to each of the Company and Book Running Lead Managers can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

I consent to the inclusion of this letter as a part of "*Material Contracts and Documents for Inspection*" in connection with the Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date.

This letter is for information and for inclusion (in part or full) in 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 counsels appointed by the Company and the Book Running Lead Managers in relation to the Offer. I hereby consent to the aforementioned details being included in the Offer Documents and the submission and disclosure of this certificate as may be necessary to the SEBI, the RoC, the Stock Exchanges and any other regulatory or judicial authorities and/or for any other litigation purposes and/or for the records to be maintained by the Book Running Lead Managers and in accordance with applicable law.

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

Thanking you

Yours faithfully,



Name: Thomas John Muthoot

Place: Trivandrum

Cc:

**Book Running Lead Managers**

**ICICI Securities Limited**

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

**Axis Capital Limited**

1<sup>st</sup> Floor, Axis House  
Wadia International Centre  
P.B. Marg, Worli  
Mumbai 400 025  
Maharashtra, India

**JM Financial Limited**

7<sup>th</sup> 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

**Legal Counsel to the Company as to Indian Law**

**Cyril Amarchand Mangaldas**

3<sup>rd</sup> Floor, Prestige Falcon Tower  
19, Brunton Road, Off M.G. Road  
Bengaluru 560 025  
Karnataka, India

**Legal Counsel to the Book Running Lead Managers as to International Law**

**Sidley Austin LLP**  
Level 31, Six Battery Road  
Singapore 049909

**Legal Counsel to the Book Running Lead Managers as to Indian Law**

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

**AZB & Partners**  
7<sup>th</sup> Floor, Embassy Icon,  
Infantry Road, Vasanth Nagar,  
Bengaluru, Karnataka 560051