

2023-24 / MML / TAK / 52

Certificate on Promoters' contribution

To,

The Board of Directors

Muthoot Microfin Limited

13th Floor

Parinee Crescenzo

Bandra Kurla Complex

Bandra East, Mumbai 400 051

Maharashtra, India

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**")

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

Dear Sir / Madam,

We, Sharp & Tannan Associates, Chartered Accountants, (Firm registration number: 109983W), Statutory Auditor of the Company, have received a request from the Company to certify details in relation to the Promoters' Contribution (*defined below*).

Management's responsibility

The preparation of the statement annexed to this certificate is the responsibility of the management of the Company including the preparation and maintenance of all accounting and other records supporting its contents. This responsibility includes the design, implementation of internal control relevant to the preparation and presentation of the statement and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.

The Company is responsible for preparation of the Restated Financial Statements of the Company, as of and for the six months period ended September 30, 2023 and September 30, 2022 and for the fiscals ended March 31, 2023, March 31, 2022 and March 31, 2021, in accordance with the Companies Act, 2013, as amended and Indian Accounting Standards 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.

The Management is also responsible for ensuring compliance with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations").

Auditor's responsibility

We have examined following documents for the relevant period to the extent applicable/available:

- (a) board resolutions,
- (b) share holding pattern as filed by the company with the stock exchange,
- (c) forms filed with the relevant registrar of companies in connection with the allotments made,
- (d) share transfer slip and share transfer register in connection with transfer of shares,
- (e) Traced the details mentioned in the accompanying annexure with above-mentioned records.

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.



Opinion

Based on the above-mentioned audit procedures carried out by us and on the basis of the information, explanations and written representation provided to us by the management of the Company, we note that the Promoters are required to provide such number of Equity Shares available for contributing to 20% of the post Offer paid-up Equity Share capital in connection with the Offer towards promoters' contribution (the "**Promoters' Contribution**") as per Regulations 14 and 15 of ICDR Regulations. Accordingly, we certify that the Equity Shares, as per the **Annexure**, are eligible to be included as part of Promoters' Contribution.

We confirm that the Promoters' Contribution has been brought in to the extent of not less than the specified minimum number of Equity Shares and from persons defined as promoters as per the ICDR Regulations. All Equity Shares which are to be locked-in as Promoters' Contribution, are eligible for computation of Promoters' Contribution in accordance with the ICDR Regulations, and will be locked-in for a period of eighteen months from the date of Allotment in the Offer, provided that in case the majority of issue proceeds excluding the portion of offer for sale is proposed to be utilized for capital expenditure, then the lock-in shall be three years from the date of allotment in the Offer, or for such other time as may be required under the ICDR Regulations. In relation to this, we confirm that the Equity Shares considered as the Promoters' Contribution:

- (i) have not been acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalisation of intangible assets and have not been issued against Equity Shares, which are otherwise ineligible for promoters' contribution;
- (ii) are not resulting from a bonus issue during the preceding three years by utilisation of revaluation reserves or unrealised profits of the Company or from bonus issue against Equity Shares which are otherwise ineligible for promoters' contribution;
- (iii) are not subject to any pledge, lien or any other encumbrance or any non-disposal undertaking;
- (iv) are not acquired during the preceding year, at a price lower than the Offer Price;
- (v) are not arising out of securities acquired during the preceding year, at a price lower than the Offer Price;
- (vi) are not ineligible to be included as part of Promoters' contribution as per Regulation 15 of the ICDR Regulations; and
- (vii) are held in dematerialized form.

Further, we confirm that the Company has not been formed by conversion of a partnership firm or limited liability partnership firm into a company.



We confirm that the information in this certificate is true and correct, and is in accordance with ICDR Regulations, including Regulations 14,15 and 16, and Schedule VI thereof, including Para 8(B)(k) thereof and there is no untrue statement or omission, which would render the contents of this certificate misleading in any material aspect.

Restriction on use

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 undertake to inform the Book Running Lead Managers promptly, in writing of any changes, intimated to us by the management of the Company in writing, to the above information until the Equity Shares commence trading on the relevant stock exchanges, pursuant to the Offer. In the absence of any such communication from us, the above information should be considered as updated information until the Equity Shares commence trading on the 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.

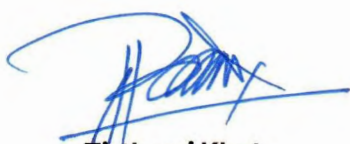
All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents.

Yours faithfully,

For **Sharp & Tannan Associates,**

Chartered Accountants

Firm registration no: 109983W



Tirtharaj Khot

Partner

Membership no.: (F) 037457

Mumbai, December 11, 2023

UDIN: 23037457BGYRPO9453



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 - Certificate on Promoter's Contribution

Date of allotment/ transfer	Number of Equity Shares	Nature of transaction	Date on which Equity Shares were fully paid-up	Nature of consideration	Face value per Equity Share (₹)	Issue price/ transfer price per Equity Share (₹)	Percentage of the pre-Offer Equity Share capital on fully diluted basis* (%)	Percentage of the post-Offer Equity Share capital* (%)	No. of Equity Shares locked-in*	Date up to which the Equity Shares are subject to lock-in*
Muthoot Fincorp Limited										
29-Sep-12	47,00,000	Preferential allotment	29-Sep-12	Cash	10	10	3.26	[*]	[*]	[*]
15-Jan-14	5,00,000	Preferential allotment	15-Jan-14	Cash	10	10	0.35	[*]	[*]	[*]
27-May-15	94,54,540	Rights issue in the ratio of one Equity Share for every one Equity Share	27-May-15	Cash	10	10	6.55	[*]	[*]	[*]
15-Jun-15	3,45,00,000	Preferential allotment	15-Jun-15	Cash	10	10	23.9	[*]	[*]	[*]
21-Jan-16	1,00,00,000	Preferential allotment	21-Jan-16	Cash	10	10	6.93	[*]	[*]	[*]
29-Apr-16	1,00,00,000	Preferential allotment	29-Apr-16	Cash	10	10	6.93	[*]	[*]	[*]
21-Dec-16	8,71,992	Preferential allotment	21-Dec-16	Cash	10	114.68	0.6	[*]	[*]	[*]
19-Dec-17	2,61,597	Preferential allotment	19-Dec-17	Cash	10	114.68	0.17	[*]	[*]	[*]
31-Mar-18	23,37,120	Rights issue in the ratio of 1,663 Equity Shares for every 10,000 Equity Shares	31-Mar-18	Cash	10	150	1.09	[*]	[*]	[*]
Total	7,26,25,449						50.31	[*]	[*]	[*]

*This information should be updated as on the date of the Prospectus.

