

**THOMAS MUTHOOT
PROMOTER
MUTHOOT, 7/59 A, CHERUKAD, EROOR P O,
NEAR KANIYAMPUZHA BRIDGE,
ERNAKULAM, 682 306, KERALA, INDIA**

CONSENT FROM THE SELLING SHAREHOLDER

Date: June 26, 2023

To,

The Board of Directors
Muthoot Microfin Limited
13th 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 ₹ 700 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 Draft Red Herring Prospectus to be filed by the Company with the SEBI and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the "**Stock Exchanges**"), 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 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 draft red herring prospectus ("**DRHP**"), 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,



Thomas Muthoot

Cc:

Book Running Lead Managers

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

Axis Capital Limited
1st Floor, Axis House
Wadia International Centre
P.B. Marg, Worli
Mumbai 400 025
Maharashtra, India

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

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Maharashtra, India

Legal Counsel to the Company as to Indian Law

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