

GREATER PACIFIC CAPITAL WIV LTD

PO Box 309, UGLAND HOUSE, GEORGE TOWN
GRAND CAYMAN, KY1-1104, CAYMAN ISLANDS

CONSENT FROM THE SELLING SHAREHOLDER

Date: 26 June, 2023

To,

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

Ladies and Gentlemen,

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”)

1. We, Greater Pacific Capital WIV Ltd, a company incorporated under the laws of Cayman Islands, having our company number as MC-353423 and having our registered office at PO Box 309, Uglan House, Grand Cayman, KY1-1104, Cayman Islands hereby give our consent to the following:
 - (i) Inclusion of up to such number of Equity Shares held by us in the Company for an amount aggregating up to ₹ 1,000.00 million (the “Offered Shares”, which reference includes, prior to their conversion, such number of compulsorily convertible preference shares currently held by us which will be converted into Equity Shares, in the manner disclosed under the Offer Documents), as part of the offer for sale 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 eligible categories of persons in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and other applicable laws.
 - (ii) Inclusion of our name as a 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 (“DRHP”) 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 (“RHP”) and the prospectus (“Prospectus”, and together with the DRHP and RHP, the “Offer Documents”), 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, and any other document to be filed or issued in relation to the Offer.
2. We 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.
3. We hereby consent to our entire pre-Offer shareholding, excluding the Offered Shares which are successfully sold and transferred as part of the Offer, being 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 such shareholding, in each case under the SEBI ICDR Regulations.

4. We 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.
5. This consent shall be co-terminus with the Offer Agreement and shall stand automatically terminated upon the termination of the Offer Agreement. It is clarified that upon such termination, this consent shall automatically cease to be effective, except that the Book Running Lead Managers can continue to rely upon the consent in connection with any defences available to them under applicable law or contracts pertaining to the Offer, including, without limitation, any due diligence defences.
6. We confirm that we will immediately communicate any changes in writing in the above information to the Company and the Book Running Lead Managers (as defined in the Offer Agreements) 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.
7. We 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 (as defined in the Offer Documents).
8. This letter is for information and for inclusion (in part or full) in 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 (“**Legal Counsels**”) only for the purpose of the closing opinion and filing letter to be provided by the Legal Counsels to the Book Running Lead Managers in relation to the Offer. We 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 in accordance with applicable law.

[Signature page follows]

Thanking you

Yours faithfully,
For Greater Pacific Capital WIV Ltd



Name: **JOSEPH SEALY**
Designation: **AUTHORISED SIGNATORY**

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
Mumbai 400 025
Maharashtra, India

SBI Capital Markets Limited
202, Maker Tower 'E'
Cuffe Parade
Mumbai 400 005
Maharashtra, India

Legal Counsel to the Company as to Indian Law

Cyril Amarchand Mangaldas
3rd 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
7th Floor, Embassy Icon,
Infantry Road, Vasanth Nagar,
Bengaluru, Karnataka 560051