



Muthoot Finance Limited

Registered Office :
2nd floor, Muthoot Chambers,
Banerji Road, Kochi - 682 018
Kerala, India.
CIN : L65910KL1997PLC 011300

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Ref: SEC/MFL/BSE/2014/1186

Date: April 22, 2014

SCRIPCODE: 533398

To,
The General Manager
Dept. of Corporate Services
Bombay Stock Exchange Limited
Rotunda Building, 1st Floor,
Mumbai Samachar Marg, Mumbai - 400 001.

Dear Sir,

Sub: Institutional Placement Programme (IPP) of upto 25,351,062 Equity Shares of Rs. 10 each for cash through the book-building route

In respect of the captioned subject, we would like to inform you that our IPP of equity shares would open for subscription on April 25, 2014 and close on April 25, 2014. The price band/ floor price for this purpose has been fixed at Rs. 155 to Rs. 165. We have appointed ICICI Securities Limited, Kotak Mahindra Capital Company Limited and Espirito Santo Securities India Private Limited as the Book Running Lead Managers and Kotak Securities Limited as the Syndicate Member to the issue.

For this purpose, we would like to use the electronic Book-building facility of BSE for placing ASBA bids through Banks & Syndicate and Sub-Syndicate Members at various centers. We request you to kindly allow us to use BSE screen based facilities for registering bids and its terminals for our Book-building exercise. We also request you to inform us the formalities to be completed in this regard.

Thanking you.

Yours faithfully,
For Muthoot Finance Limited

Authorized Signatory





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CERTIFIED TRUE COPY OF THE RESOLUTION FROM THE MEETING OF THE SECURITIES ISSUANCE COMMITTEE OF THE BOARD OF DIRECTORS OF MUTHOOT FINANCE LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY ON APRIL 22, 2014, 6.00 PM, AT 2ND FLOOR MUTHOOT CHAMBERS, OPPOSITE SARITHA THEATRE COMPLEX, BANERJI ROAD, ERNAKULAM – 682 018 TO APPROVE THE ISSUE OPENING DATE, ISSUE CLOSING DATE AND PRICE BAND OF INSTITUTIONAL PLACEMENT PROGRAMME

The Committee is hereby informed that the Company has been granted approval by SEBI vide letter dated April 11, 2014 ("**SEBI Exemption**") to (i) allot Equity Shares under the Issue to such minimum number of allottees; and (ii) allot Equity Shares under the Issue as per the pricing provisions; prescribed under Chapter VIII of the SEBI Regulations. In case the Company decides not to take the benefit of the SEBI exemption the Company will comply with the minimum number of allottees and pricing provisions prescribed under Chapter VIII-A of the Regulations.

"**RESOLVED THAT** pursuant to authority delegated by way of the resolution passed by the Board of Directors of Muthoot Finance Limited ("**Company**") at its meeting held on January 30, 2014 and special resolution passed by the shareholders of the Company under Section 81(1A) of the Companies Act, 1956 through postal ballot, the results of which were declared on March 10, 2014, to issue, offer and allot equity shares ("**Equity Shares**") to qualified institutional buyers through an institutional placement programme ("**Issue**") under Chapter VIII – A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**Regulations**"), for the issue size of 25,351,062 Equity Shares, the consent and approval of the Securities Issuance Committee be and is hereby accorded to open the Issue;

RESOLVED FURTHER THAT the Company will not take the benefit of the SEBI Exemption and comply with the minimum number of allottees and pricing provisions prescribed under Chapter VIII-A of the Regulations;

RESOLVED FURTHER THAT the price band with respect to the Issue shall be Rs. 155 to Rs. 165;

RESOLVED FURTHER THAT in respect of the Issue, the Issue Opening Date shall be April 25, 2014 and the Issue Closing Date shall be April 25, 2014,;

RESOLVED FURTHER THAT the common seal of the Company, if required to be affixed on any documents in respect of the Issue, as per the articles of association of the Company and further that the common seal of the Company, if so required to be removed for the aforesaid purpose, from the registered office of the Company;

RESOLVED FURTHER THAT George Alexander Muthoot, Managing Director, Oommen K Mammen, Chief Financial Officer, Maxin James, Company Secretary, Shanthi N Ranjan, Assistant General Manager- Finance and Molty Majeed, Senior Manager be and is hereby severally authorised to certify the true copy of these resolutions and forward the same to any person or authority for their record and necessary action."

//CERTIFIED AS TRUE//



For MUTHOOT FINANCE LIMITED

(Signature)
MAXIN JAMES
Company Secretary
Memb. No. ACS 31328