



Muthoot Finance Limited

Corporate Office :
2nd floor, Muthoot Chambers,
Banerji Road, Kochi - 682 018
Kerala, India.

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www.muthootgroup.com

Ref: SEC/MFL/BSE/2014/1159

16.04.2014

Scrip Code: 533398

Department of Corporate Services
BSE Limited
P.J Tower, Dalal Street,
Mumbai 400 001

Dear Sir,

Sub: Disclosure under Clause 36: Muthoot Finance Limited

We are herewith attaching the SEBI Exemption letter received on April 11, 2014 pursuant to our application on March 11, 2014, with regard to request for exemption from the application of certain conditions imposed on an Institutional Placement Programme (IPP) under Chapter VIII-A of SEBI ICDR Regulations, 2009.

Kindly acknowledge the receipt.

Thanking You,

For Muthoot Finance Limited


Maxin James
Company Secretary





Chitra Bhandari
Assistant Manager
Corporation Finance Department
Tel: +91 22 26449462 || +91 22 40459462
Fax: +91 22 26449022 || Email: chitrab@sebi.gov.in

भारतीय प्रतिभूति
और विनिमय बोर्ड
**Securities and Exchange
Board of India**
CFD/POLICYCELL/CBI/10737/2014
April 11, 2014

Muthoot Finance Limited
2nd floor, Muthoot Chambers
Banerji road, Kochi-682018

Dear Sir,

Sub: Request for exemption from the application of certain conditions imposed on an Institutional Placement Programme (IPP) under Chapter VIII-A of SEBI ICDR Regulations from Muthoot Finance Limited ("Company")

1. This is with reference to your letter dated March 11, 2014 and further email dated April 02, 2014 from ICICI securities on the captioned subject.
2. In this regard, it has been decided to accede to your request with regard to the minimum number of allottees in the proposed IPP subject to the following conditions:
 - i. The allotment shall be in line with the extant provisions on minimum number of allottees in Qualified Institutions Placement (QIP).
 - ii. No single allottee shall be allotted more than 25% of the offer size
 - iii. The proposed IPP would be subject to the pricing provisions as applicable to QIP
3. The approval is under SEBI circular No. CIR/CFD/DIL/11/2012 dated August 29, 2012, solely for the purpose of achieving minimum level of public shareholding as required under Securities Contracts (Regulation) Rules, 1957 (SCRR) and it shall not be treated as a precedent.
4. You are also advised to intimate the contents of this letter to the Stock Exchanges in accordance with clause 36 of Listing Agreement.
5. Further, you are advised to comply with the requirement of minimum public shareholding as mandated under the SCRR within the stipulated timeline (i.e. by May 05, 2014) and intimate SEBI of the same.
6. This letter is being issued with the approval of the competent authority.

Yours faithfully,


Chitra Bhandari

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अनुवर्ती:
Continuation :

भारतीय प्रतिभूति
और विनियम बोर्ड
**Securities and Exchange
Board of India**

Copy for information to:

1. **ICICI Securities**
ICICI Centre, H T Parekh Marg, Churchgate
Mumbai-400020
2. **The Managing Director and CEO**
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400001
3. **The Managing Director**
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai - 400051

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