



**Muthoot Finance Limited**

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Ref: SEC/MFL/SE/2014/ 1582

Symbol: MUTHOOTFIN  
Scrip code: 533398

October 21, 2014

Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza,  
Plot no. C/1, G Block,  
Bandra-Kurla Complex, Bandra (E)  
Mumbai - 400 051

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

Dear Sir/Madam,

**Re: Filing under Clause 36 of Listing Agreement: Investment by Muthoot Finance Ltd in Asia Asset Finance PLC, a Intimation of Mandatory Open Offer being offered by Muthoot Finance to shareholders of Asia Asset Finance PLC at Colombo Stock Exchange**

Muthoot Finance Limited (hereinafter referred to as the "MFL"), [the minority shareholder of Asia Asset Finance PLC (hereinafter referred to as the "AAF"), Colombo] have acquired 204,167,027 Ordinary Shares in AAF (by way of an allotment of shares in response to its applications for shares in the recent Rights Issue concluded by AAF) at a price of LKR 1.60 per share.

Pursuant to the present acquisition of 204,167,027 Ordinary Shares together with the 167,785,600 shares already held by the MFL, total holding by MFL have become 44.32% of the total number of shares post Rights Issue in AAF.

Consequently, it became obligatory in terms of Rule 31(1)(a) of the Takeovers and Mergers Code 1995 of Sri Lanka (as amended in 2003) (Code) that the MFL makes a Mandatory Offer to purchase the shares as per requirement of the Code, at a price of LKR 1.60 per share, being the highest price paid by the MFL during the period of one year prior to 20<sup>th</sup> October 2014.

Asia Capital PLC (ACAP) (the majority shareholder, prior to the MFL acquiring the shares) and Mr. H L L M Nanayakkara, Chairman - AAF, have given an undertaking that they would not sell the 236,705,472 shares and 7,500,000 shares, respectively, held by them, constituting a total of approximately 29.09% of the total number of shares in issue in AAF, through the Mandatory Offer, provided however that in the event the MFL not being able to purchase 51% of the shares through the Offer, ACAP would sell out such number of shares



in order to facilitate the MFL to secure a total holding of 51% of the shares in issue in AAF.

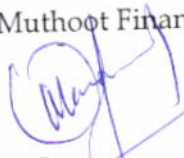
AAF is a Registered Finance Company based in Colombo, Sri Lanka and is listed in Colombo Stock Exchange.

Request you to kindly take on record the information and disseminate the same to the investors through the web site.

Kindly acknowledge the receipt.

Thank you.

For Muthoot Finance Limited

  
Maxin James  
Company Secretary

