



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SHARE ISSUE AND ALLOTMENT COMMITTEE OF MUTHOOT CAPITAL SERVICES LIMITED AT THEIR MEETING HELD ON MONDAY, 06TH NOVEMBER, 2017 AT THE REGISTERED OFFICE OF THE COMPANY AT 3RD FLOOR, MUTHOOT TOWERS, M. G. ROAD, KOCHI - 35

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Approval of Preliminary Placement Document, Determination of Relevant Date and Floor Price and issue opening date for QIP

"RESOLVED THAT pursuant to the authority delegated by the Board of Directors through its resolution dated September 9, 2017 and the approval of the shareholders of the Company by way of postal ballot dated October 15, 2017 the qualified institutions placement of equity shares of the Company of face value of Rs. 10 each ("**Equity Shares**"), for an aggregate amount up to Rs. 200 crores (including premium) to qualified institutional buyers ("**QIBs**") by the Company in terms of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations ("**SEBI Regulations**") and Section 42 of the Companies Act, 2013 and the rules made thereunder ("**QIP**"), be and is hereby considered and noted.

RESOLVED FURTHER THAT the preliminary placement document in relation to the QIP ("**Preliminary Placement Document**"), a copy of which was placed before the Share Issue and Allotment Committee ("**Committee**") duly initialed by the Chairman for the purpose of identification, be and is hereby approved for filing with the recognized stock exchanges where the Equity Shares are listed.

RESOLVED FURTHER THAT the relevant date for the determination of the minimum price at which the Equity Shares shall be issued pursuant to the QIP in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**SEBI Regulations**"), shall be the date of this resolution, i.e., November 6, 2017.

RESOLVED FURTHER THAT pursuant to provisions of Regulation 85 of the SEBI Regulations and the certificate received from the statutory auditors for determination of Floor Price, the Committee hereby takes on record the Floor Price of Rs. 628.98 (per equity share having face value of Rs. 10 each including a premium of Rs. 618.98 per Equity Share) for the QIP.

RESOLVED FURTHER THAT Mr. Thomas John Muthoot, Non-Executive Chairman, Mr. Thomas George Muthoot, Managing Director and Mr. Syam Kumar R., Company Secretary & Head - Governance are hereby severally authorized to make any changes to the Preliminary Placement Document that they, in their absolute discretion, think fit and also to effect and/or carry out such alterations, additions, omissions, variations, amendments or corrections in the Preliminary Placement Document as may be necessary or desirable.



RESOLVED FURTHER THAT the final version of the Preliminary Placement Document be signed by Mr. Thomas John Muthoot, Non-Executive Chairman and Mr. Syam Kumar R., Company Secretary & Head - Governance on behalf of the Company.

RESOLVED FURTHER THAT the QIP be and is hereby opened today i.e., November 6, 2017, pursuant to Chapter VIII of the SEBI Regulations.

RESOLVED FURTHER THAT Mr. Thomas George Muthoot, Managing Director, Mr. Madhu Alexiouse, Chief Operating Officer, Mr. Vinodkumar M. Panicker, Chief Finance Officer and Mr. Syam Kumar R., Company Secretary & Head - Governance be are hereby severally authorised to take all steps as may be deemed necessary to give effect to the above resolutions, including all such acts, deeds, matters and things as may be required by BSE Limited and National Stock Exchange of India Limited, Securities and Exchange Board of India or any other governmental or regulatory authority in connection with the QIP.

RESOLVED FURTHER THAT Mr. Thomas George Muthoot, Managing Director, Mr. Madhu Alexiouse, Chief Operating Officer, Mr. Vinodkumar M. Panicker, Chief Finance Officer and Mr. Syam Kumar R., Company Secretary & Head - Governance be and are 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 True Copy//

For MUTHOOT CAPITAL SERVICES LIMITED


Syam Kumar R.

Company Secretary & Head Governance

