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

Phone : +91 484 2396478, 2394712
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www.muthootgroup.com

The Muthoot Group

Ref: SEC/MFL/SE/2016/2074

Symbol: MUTHOOTFIN
Scrip code: **533398**
February 6, 2016

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: **Intimation of Public Issue of Redeemable Non Convertible Debentures by Muthoot Finance Limited which was determined in meeting of Board of Directors on May 26, 2014.**

Board of Directors on their meeting dated May 26, 2014 had decided to issue Redeemable Non Convertible debentures (NCD) upto Rs. 3000 Crores in one or more tranche though Public Issue(s). Further Board of Directors in its meeting have also authorised NCD Public Issue Committee of Board of Directors to decide on tranche and other allied matters related to Public Issue of said NCD' s within overall limits and on terms and conditions as specified in its resolution.

Copy of the said resolution is enclosed for reference.

Request you to kindly take on record the information.

Kindly acknowledge the receipt.

Thank you.

For Muthoot Finance Limited

MUTHOOT FINANCE LIMITED KOCHI-18

Maxin James
Company Secretary

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF MUTHOOT FINANCE LIMITED AT THEIR MEETING HELD AT THE REGISTERED OFFICE OF THE COMPANY AT MUTHOOT CHAMBERS, 2nd FLOOR, OPP. SARITHA THEATRE COMPLEX, ERNAKULAM 682018 ON MAY 26, 2014

RESOLVED THAT pursuant to the provisions of Section 179(3) and other applicable provisions of the Companies Act, 2013, as amended ("Companies Act"), applicable provisions of Companies Act, 1956, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended("SEBI Regulations") and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the overall limit upto which the board of directors of the Company (hereinafter referred to as the "Board", which expression shall deem to include any committee thereof) may borrow monies for the purpose of business of the Company, as determined vide the resolution of the shareholders of the Company passed pursuant to section 293(1)(d) of the Companies Act, 1956 the Annual General Meeting convened and duly held on September 28, 2011 and resolution under Section 293(1)(a)of the Companies Act, 1956 the Extraordinary General Meeting convened and duly held on March 7, 2011, and subject to such approvals, sanctions, consents and/or permissions of the Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI"), the Indian stock exchanges and/or such other appropriate authorities, institutions or bodies, as the case may be, and further subject to such terms, conditions, modifications as may be prescribed or imposed while granting such approvals, permissions and/or sanctions and as may be agreed to by the Board, the Board do hereby approve of the issue of non-convertible debt instruments in the form of secured debentures and/or subordinated debts, to the public and which do not qualify as a 'public deposit' in terms of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998, as amended ("RBI Directions" and such debentures as "Debentures"), from time to time, upto a maximum sum of Rs. 30,000 million (the "Issue"), and which may be listed on one or more of the recognized Indian stock exchanges at such interest rates and on such terms and conditions as provided herein and as may be determined by the NCD Public Issue Committee (including any right to retain oversubscription) in accordance with the SEBI Regulations, subject to due compliance with the RBI Directions to the extent applicable and also any other law, rules, directions issued by the Government or any other regulatory authority, in this regard.

RESOLVED FURTHER THAT NCD Public Issue Committee constituted by the Board at its meeting held on July 25, 2011 be and is hereby authorized to determine and approve, by a resolution passed at a meeting of the NCD Public Issue Committee or by circular, the terms and conditions and nature of the Secured debentures and/or subordinated debts to be issued, the nature/type/pricing/tranches of the issue, to approve the draft prospectus, prospectus , shelf prospectus and/or any other document(s) (here and hereinafter the term

For MUTHOOT FINANCE LIMITED

MAXIN JAMES
Company Secretary
Memb. No. ACS 31328

any other document includes but not limited to Tranche Documents, Information memorandum post filing of Shelf Prospectus, if any, or any other offer document related to Public Issue) and the issue thereof and to approve all other matters relating to the Issue and do all such acts, deeds, matters and things as it may, at its discretion, deem necessary for such purpose including without limitation the utilisation of the Issue proceeds and more particularly mentioned in the Board resolution dated July 25, 2011.

RESOLVED FURTHER THAT the Secured debentures and/or subordinated debts be issued on the following broad terms and conditions:

Issue Size	Amount not exceeding Rs. 30,000 million in one or more tranche as decided by NCD Public Issue Committee.
Rate of interest/Coupon Rate	As may be decided by the NCD Public Issue Committee.
Tenor	As may be decided by the NCD Public Issue Committee.
Secured Debenture	First paripassu charge on the identified immovable property and a first paripassu charge on current assets, book debts, loans and advances, and receivables including gold loan receivables, both present and future, of the Company.
Subordinated Debts	Unsecured
Stock Exchanges proposed for listing of the NCDs	BSE and/or NSE
Issuance and Trading	In physical and dematerialised form with the National Securities Depository Limited (NSDL) and/or Central Depository Services (India) Limited (CDSL)
Purpose of the Issue	To augment the long-term resources of the Company, working capital purposes, financing (including loans and investment), repayment of existing debt and capital expenditure or as may be decided by the NCD Public Issue Committee.
Creation of Debenture Redemption Reserve	Upto 25% of the total Secured debentures and/or subordinated debts issued as per Section 71 of the Companies Act, 2013 read

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	with relevant rules issued by Ministry of Corporate Affairs/ Reserve Bank of India/ SEBI Regulations.

RESOLVED FURTHER THAT Company Secretary of the Company be and is hereby appointed as the Compliance Officer of the Company for the purpose of the Issue unless resolved otherwise by NCD Public Issue Committee of Board of Directors of Company.

RESOLVED FURTHER THAT Mr. George Alexander Muthoot, Managing Director, Mr. Bijimon K R, Chief General Manager, Mr. Oommen K Mammen, Chief Financial Officer, Ms. Shanthi N Ranjan, Assistant General Manager– Finance, Mr Maxin James, Company Secretary, Ms MoltyMajeed, Senior Manager and Simi S Pai, Assistant Company Secretary be and are hereby severally authorised to enter into and execute all such agreements/arrangements as may be required for appointing Managers to the Issue (including Lead Managers), Merchant Bankers, Brokers, Legal Advisors, Depositories, Custodians, Registrar and Bankers to the Issue, Printers, Debenture Trustee, Credit Rating Agencies, Advertising Agencies and such other persons/agencies as may be involved or concerned in such offering of Secured debentures and/or subordinated debts and to remunerate all such persons/agencies, including by the payment of commission, brokerage, fees, etc. as may be deemed fit.

RESOLVED FURTHER THAT Mr. George Alexander Muthoot, Managing Director, Mr. Bijimon K R, Chief General Manager, Mr. Oommen K Mammen, Chief Financial Officer, Ms. Shanthi N Ranjan, Assistant General Manager– Finance, Mr Maxin James, Company Secretary, Ms MoltyMajeed, Senior Manager and Ms. Simi S Pai, Assistant Company Secretary be and are hereby severally authorised to file the draft prospectus, shelf prospectus, prospectus and/or any other offer document(s) with SEBI, the Registrar of Companies, RBI and stock exchange(s) and such other authorities as may be required, and to apply for the listing of Secured debentures and/or subordinated debts in one or more stock exchange(s),whether in India or outside India, as may be required by applicable laws and to sign and execute listing application(s), various agreements, undertakings, deeds, declarations, affidavits, certificates, documents, etc. and all other documents and to do all such acts, deeds and things, and to comply with all formalities as may be required in connection with and incidental to the offering of Secured debentures and/or subordinated debts including the post Issue formalities and with power to settle any question, difficulties or doubts that may arise in regard to the issue or allotment of Secured debentures and/or subordinated debts as may be deemed fit.

RESOLVED FURTHER THAT besides the Directors of the Company, Mr. Bijimon K R, Chief General Manager, Mr. Oommen K Mammen, Chief Financial Officer, Ms. Shanthi N Ranjan, Assistant General Manager– Finance, Mr Maxin James, Company Secretary, Ms MoltyMajeed, Senior Manager and Ms Simi S Pai, Assistant Company Secretary be and are hereby severally authorised to allot the Secured debentures and/or subordinated debts, execute the Debenture Trust Deed, create and register charges and execute such other documents as may be required in connection with the Issue.

For MUTHOOT FINANCE LIMITED

MAXIN JAMES
Company Secretary
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RESOLVED FURTHER THAT the NCD Public Issue Committee be and is hereby authorized to delegate all or any of the powers herein conferred in such manner as may be deemed fit.

RESOLVED FURTHER THAT besides the Directors of the Company, Mr. Bijimon K R, Chief General Manager, Mr. Oommen K Mammen, Chief Financial Officer, Ms. Shanthi N Ranjan, Assistant General Manager– Finance, Mr Maxin James, Company Secretary, Ms MoltyMajeed, Senior Manager and Ms Simi S Pai, Assistant Company Secretary be and are hereby severally authorised to make such changes, as may be required to the draft prospectus, prospectus, shelf prospectus and/or other offer document(s) as approved by the NCD Public Issue Committee and to sign and issue the draft prospectus, prospectus, shelf prospectus and/or other offer document(s), for and on behalf of the Company and sign such agreements, documents, papers, certificates, affidavits, declarations, etc. and do all such acts, deeds and things as may be necessary or incidental for giving effect to the resolution.

RESOLVED FURTHER THAT the NCD Public Issue Committee be and is hereby authorized and shall be deemed to have always been authorized to create such mortgages, charges, hypothecation or other encumbrances on all or any part of the immovable or movable properties, including current assets, book debts, loans and advances and receivables including gold loan receivables, both present and future such charge to rank paripassu in favour of such debenture holders/secured lenders, to secure all amounts borrowed from them along with interest, cost, charges and other incidental expenses and to register all security documents with the required authorities and make all necessary filings and reportings for the perfection of such security.

RESOLVED FURTHER THAT the common seal of the Company to be affixed to any document and agreement, if required, in accordance with the provisions of the Articles of Association of the Company, in the presence of any Director or Company Secretary.

RESOLVED FURTHER THAT the acts, deeds and actions already undertaken by the Board / NCD Public Issue Committee/ any designated officer of the Company in connection with the Issue be and is hereby confirmed, approved and ratified.

//CERTIFIED TRUE COPY//

For MUTHOOT FINANCE LIMITED

MAXIN JAMES
Company Secretary
Memb No ACS 31328