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

Phone : +91 484 2396478, 2394712
Fax : +91 484 2396506, 2397399
mails@muthootgroup.com
www.muthootgroup.com

Ref: SEC/MFL/NSE/2014/1201

26.04.2014

Symbol: **MUTHOOTFIN**

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

Dear Sir,

Sub: Disclosure under Clause 36: Muthoot Finance Limited

We are herewith attaching the resolution passed by the Securities Issuance Committee to approve the Issue price of 25,351,062 equity shares offered vide Institutional Placement Programme under Chapter VIII-A of SEBI ICDR Regulations, 2009.

Kindly acknowledge the receipt.

Thanking You,

For Muthoot Finance Limited

MUTHOOT FINANCE LTD. KOCHI-18

Maxin James
Company Secretary

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

Phone : +91 484 2396478, 2394712
Fax : +91 484 2396506, 2397399
mails@muthootgroup.com
www.muthootgroup.com

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SECURITIES ISSUANCE COMMITTEE OF THE BOARD OF DIRECTORS OF MUTHOOT FINANCE LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY ON APRIL 26, 2014 AT MUTHOOT CHAMBERS, OPPOSITE SARITHA THEATRE COMPLEX, BANERJI ROAD, ERNAKULAM

Pursuant to the registration of the red herring prospectus dated April 21, 2014 ("**RHP**") with the Registrar of Companies, Kerala and Lakshadweep and the corrigendum to the RHP dated April 23, 2014, the institutional placement of 25,351,062 equity shares of the Company of face value of Rs. 10 each ("**Equity Shares**") under Chapter VIII-A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**Issue**"), the Issue opened and closed on April 25, 2014. Based on the electronic files received from the National Stock Exchange of India Limited and the BSE Limited ("**Stock Exchanges**") for bids in the Issue and a presentation by ICICI Securities Limited, Kotak Mahindra Capital Company Limited, and Espirito Santo Securities India Private Limited ("**BRLMs**"), in relation to the response to the Issue, the pricing of the Equity Shares to be allotted pursuant to the Issue was placed before the Committee for its perusal.

After discussions with the BRLMs regarding the issue price for the Equity Shares to be issued and allotted pursuant to the Issue, the Committee passed the following resolutions.

"**RESOLVED THAT** in consultation with the BRLMs, the final price at which the Equity shares of the Company, pursuant to the Issue, in terms of the RHP is fixed at Rs 165;

"RESOLVED FURTHER THAT the date of this resolution be regarded as the 'Pricing Date' as defined in the RHP;

"**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, Molty Majeed, Senior Manager and Simi S Pai, Assistant Company Secretary, be and are hereby severally authorised to execute all such deeds, documents, agreements, forms, instruments and writings, and to do all such acts, deeds and things as may be required, necessary, expedient or incidental to give effect to the above resolution, including all such acts, deeds and things as may be required by the Stock Exchanges or any other governmental or regulatory authority in connection with the above."

//CERTIFIED TRUE COPY//

MUTHOOT FINANCE LIMITED KOCHI-18

For MUTHOOT FINANCE LIMITED

MAXIN JAMES
Company Secretary
Memb. No. ACS 31328