



14 November 2016

**Bombay Stock Exchange Limited**

Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai

Dear Sir

**Sub: Compliance as per Regulation 52 (5) of SEBI (LODR)**

We, Muthoot Fincorp Limited, a public limited company having its registered office at Muthoot Centre, Punnem Road, Trivandrum – 695034, being listed our Secured debentures and sub debts in the Bombay Stock Exchange are hereby submitting the certificates provided by debenture trustees as per Regulation 52(5) certifying that it has taken note of the contents submitted as per Regulation 52 (4).

Thanking you,

Yours faithfully,

A handwritten signature in blue ink, appearing to be 'T.D. Mathai', is written over a blue circular stamp or seal.

(T.D. Mathai)

**Compliance Officer**

Encl:

Certificates from Debenture Trustees

Annexure 1: SBI CAP Trustee Company Limited

Annexure 2: IL&FS Trust Company limited

**MUTHOOT FINCORP LIMITED**

CIN : U65929KL1997PLC011518

Regd. Office: Muthoot Centre, Punnem Road, Trivandrum, Kerala - 695 039, India., T: +91 471 2331427, 3911400, F: +91 471 2331560, E: muthoot@muthoot.com

[www.muthootfincorp.com](http://www.muthootfincorp.com)



**Ref.no.3032/SBICTCL/DT/2016-17**

**Date: 27<sup>th</sup> October, 2016**

To,  
**Muthoot Fincorp Limited**  
**2<sup>nd</sup> Floor, Muthoot Centre**  
**Punnen Road,**  
**Trivandrum - 695 034.**

**Sub:-Certificate u/r 52(5) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, for NCDs aggregating to Rs.200 crores, 300 Crores and 300 Crores by Muthoot Fincorp Limited ("Issuer"), for the half year ended 30<sup>th</sup> September, 2016.**

Dear Sir/ Madam,

We are acting as Debenture Trustee for the captioned Debenture Issue. Pursuant to Regulation 52(5) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, ('Regulations') we state that we have taken note of the disclosures made by the Issuer under Regulation 52(4) of the Regulations.

**Yours faithfully,**  
**For SBICAP Trustee Company Limited**

**Authorised Signatory**

November 03, 2016

To,  
Mr. T. D. Mathai  
Compliance Officer  
Muthoot Fincorp Limited,  
Muthoot Centre, Punnen Raod,  
Trivandrum, Kerala – 695 039.

Dear Sir,

**Sub: Half Yearly Certificate of Debenture Trustee for September 30, 2016**

In compliance of the requirements of Chapter V, Regulation 52, Sub – Regulation (4) and (5) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for Non – Convertible Debt Securities we would like to state as under:

We, Vistra ITCL (India) Limited (formerly known as IL&FS Trust Company Limited), are acting as a Debenture Trustee for the Rated, Listed, Secured, Redeemable, Non-Convertible Debenture issue aggregating to Rs. 130 crores (Rs.100cr. + Rs.30cr.) of Muthoot Fincorp Limited.

With reference to above, we have received the following documents and have noted its contents without verification:

1. Half Yearly Communication as per SEBI (LODR) Regulations, 2015, Regulation 52(4) dated 31<sup>st</sup> October, 2016.
2. CA certificates dated 26<sup>th</sup> October, 2016.

This certificate has been signed and issued by us based on documents (mentioned above) submitted by you.

Thanking You.

Sincerely,  
**For Vistra ITCL (India) Limited**  
**(Formerly known as IL&FS Trust Company Limited)**



**Authorized Signatory**

Place: Mumbai