

RPD/HYC/SEP2019/52(5)

12 DECEMBER 2019

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, Punnen Road, Trivandrum – 695039, 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,



(T.D. Mathai)

Compliance Officer

Enclosures: Certificates from Debenture Trustees

1. SBICAP Trustee Company Limited
2. VISTRA ITCL



Scan & see



Ref.no.3310/SBICTCL/DT/2019-20

Date: 11th December 2019

To,
Muthoot Fincorp Limited
2nd Floor, Muthoot Centre
Punnen Road,
Trivandrum - 695 034.

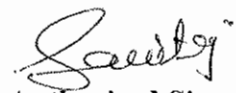
Sub:-Certificate u/r 52(5) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, for NCDs aggregating to 300 Crores and 300 Crores by Muthoot Fincorp Limited ("Issuer"), for the half year ended 30th September 2019.

Dear Sir/ Madam,

We are acting as Debenture Trustee for the captioned Debenture Issues. Pursuant to Regulation 52(4) read with Regulation 52(5) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the issuer is required to submit its half yearly financial results with a certificate of Debenture Trustee, that the Debenture Trustee has noted the contents furnished by the issuer as per the Regulation 52(4).

In pursuance thereof we hereby confirm that we have received the said information vide your email dated December 11, 2019 along with the relevant/ necessary supporting and we have noted the contents of the financial results furnished by the issuer as per the Regulation 52(4) of the Regulations.

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


Authorised Signatory

December 12, 2019



To,

Mr. T. D. Mathai
Company Secretary
Muthoot Fincorp Limited,
Muthoot Centre, Punnen Road,
Trivandrum,
Kerala – 695 039

Dear Sir,

Sub: Certificate of Debenture Trustee under Regulation 52(5) of SEBI (LODR) Regulations, 2015 for September 30, 2019.

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, are acting as a Debenture Trustee for the Rated, Listed, Unsecured, Non-Convertible, Perpetual debt Instruments aggregating to Rs. 264 crores 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).
2. Statement of Unaudited Financial results for the half year ended September 30, 2019 along with Limited Review report dated December 11, 2019.

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

Thanking You.

Yours sincerely,
For Vistra ITCL (India) Limited


Authorized Signatory

Place: Mumbai