



**Date: 06.01.2017**

**IDBI Trusteeship Services Limited**

Asian Building, Ground Floor,  
17, R. Kamani Marg, Ballard Estate,  
Mumbai – 400001

Dear Sir/Madam,

**Sub: Quarterly Compliance for Muthoot Microfin Ltd**

In accordance with the Debenture Trust Deed, Deed of Hypothecation dated 30.11.2016, we have enclosed the following details for the purpose of Quarterly Compliance for the period ended 31.12.2016

1. Register of Debenture Holders
2. Credit Rating Letters
3. Certificate from Chartered Accountant
4. PAS Challans
5. Provisional Financials for the quarter ended 31.12.2016
6. Quarterly statement of investor complaints for the quarter ended 31.12.2016

Thanking You,

Yours faithfully,

For Muthoot Microfin Limited

  
Company Secretary

**MUTHOOT MICROFIN LIMITED**

CIN: U65190MH1992PLC066228

Regd. Office: 13<sup>th</sup> Floor, Parinee Crescenzo, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051

Administrative Office: 5th Floor, Muthoot Towers, M.G. Road, Kochi, Kerala - 682035 Tel: +91-484-4277500, F: +91-484-2351494 E: info@muthootmicrofin.com

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

**SEBI REGULATORY PERIODICAL COMPLIANCE REPORT FOR THE QUARTER**  
**ENDED 31<sup>ST</sup> DECEMBER, 2016**

<b>Sr</b>	<b>Requirement</b>	<b>Compliance</b> (Enclose proof in support of compliance)
1	Issue size	25 Crores (250 debentures of 10,00,000 each)
2	Public/ Rights/ Privately Placed	Privately Placed
3	Listed/ Unlisted	Listed
4	Secured/ Unsecured	Secured
5	Credit rating at the time of opening of issue and Credit rating as on date state revision if any	CRISIL A-/ STABLE (Rating letter enclosed)
6	Date of opening of issue	30-11-2016
7	Date of closure of issue	30-11-2016
8	Date of allotment	30-11-2016
9	Date of dispatch of Debentures/ Credit of Debentures to Debenture Holder's Demat account CDSL/ NSDL letters to be enclosed	06-12-2016
10	Date of execution of debenture trustee agreement	30-11-2016
11	Date of execution of trust deed	30-11-2016
12	Date of registration of charge with ROC (ROC certificate to be enclosed)	30-11-2016 (ROC Certificate attached)
13	Date of transfer of funds from Escrow account to the Issuer's Account (Letter of Banker's to issue to be enclosed)	NA
14	Names of the exchanges where debentures are listed	BSE Limited
15	Copy of Listing agreement to be enclosed	Enclosed
16	Number of debenture holders on the date of allotment with ISIN	1 - IFMR Capital Finance Private Limited
17	Number of debenture holders at the end of the current quarter	IFMR Capital Finance Private Limited
18	Valuation of properties as done by the approved valuer. Name of the valuer and amount of valuation to be given	NA
19	Auditor's Certificate for utilization of issue proceeds under Regulation 15(1) of the SEBI (Debenture Trustees) Regulations, 1993.	Attached



20	Issue wise (In case of multiple issues) Creation of Debenture Redemption Reserve as stipulated in the debenture trust deed/ Companies Act, 2013/ SEBI Guidelines duly supported by Auditor's Certificate.	Muthoot Microfin Ltd being a Non-Banking Financial Company registered with RBI and the debentures being privately placed, the requirement for creation of Debenture Redemption Reserve is not applicable			
21	Payment of interest up to the last due date (Interest payment confirmation letter written to IDBI Trusteeship Services Ltd. To be attached)	The first interest is due on 30/11/2017			
22	Status of redemption of Debentures on due dates upto the last due date (Redemption confirmation letter written to IDBI Trusteeship Services Ltd. To be attached)	Redemption date (Bullet) is 30-11-2019			
23	The properties secured for the debentures are adequately insured and policies are in the joint names of the Trustees. Please enclose a copy of Insurance Policy	NA			
24	In case of default (Principal & Interest), number of installments defaulted at the end of quarter with amount overdue (give due date wise Principal & Interest separately and reasons therefor)	Nil			
25	Breach of any Covenants of Debenture Trust deed/ Information Memorandum/ Disclosure Document/ Term Sheet (Please specify)	NIL			
26	Minimum Security Cover/ Asset Cover required as per Information Memorandum/ Offer document	Required as per offer document		Maintained as on date.	
		1.0 times		1.14 times	
27	A statement that the assets of the body corporate and the Guarantor, if any which are available by way of security are sufficient to discharge the claims of the debenture holders as and when they become due. (Security Cover Ratio)	Refer Certificate from Chartered Accountant			
28	Redemption Schedule	Sr	Due date	Amount of Installment	Date of payment in r/o due dates fallen due
		1	30.11.2019	25 Crores	
29	List containing names, addresses and email	IFMR Capital Finance Limited,			





	ids of debenture holders at the end of quarter i.e as on 31/12/2016, to be enclosed.	10th Floor-Phase 1, IIT-Madras Research Park Kanagam Village, Taramani, Chennai 600 113  Prasanna.Kumar@ifmr.co.in
30	The number and nature of complaints/ grievances received, number of complaints/ grievances resolved and number of complaints/ grievance pending at the end of quarter. Please enclose list containing the names of complainants, nature of complaints, date of resolution of complaints etc.	Please refer the quarterly statement of Investor Complaints submitted to BSE, annexed herewith
31	Any major change in composition of Board of Directors, which may amount to change in control as defined in SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.	Three new directors have been appointed during the month of December. The revised list has been attached.
32	Submission Half yearly communications to stock exchanges on half yearly basis under Regulation 52(4) and 52(5) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 duly countersigned by the trustee.	Not applicable for the current quarter
33	Form GNL 2, PAS 3 along with Information Memorandum (in PAS 4) and PAS 5 along with challan filed with Registrar of Companies. Confirmation the said filing has been done within 30 days from the date of Information Memorandum.	Attached
34	Form PAS 5 along with Information Memorandum filed with SEBI along with acknowledgement receipt. (if applicable). Confirmation the said filing has been done within 30 days from the date of Information Memorandum.	Attached
35	Form MGT 14 in respect of the shareholder and board resolution for issue of debentures along with challan filed with Registrar of Companies.	Attached
36	Accounts for this quarter.	Attached
37	Cash flows of the Issuer are adequate for payment of interest and redemption of principal with details thereof.	The First Interest payment is due on November 30,2017 and the redemption date is November 30,2019



38	<p>(i) Certificate from Director/ Managing Director of the issuer company and</p> <p>(ii) Certificate from an Independent Chartered Accountant certifying the value of book debts/ receivables as on 31<sup>st</sup> December, 2016 in the following format:-  (a) Valuation/amount of receivables charged for each issue  (b) Less Valuation/ amount of Receivables charged stands repaid  (c) Less Valuation/ amount of charged Non Performing Receivables  (d) Net value of charged Standard/ Performing/ No default Receivables  (e) Security cover for the debentures</p> <p>(iii) Certificate from Statutory Auditor giving the value of book debts/ receivables for the Financial year 2014-15 (As on 31<sup>st</sup> December, 2015) and 2015- 16 (As on 31<sup>st</sup> December, 2016)</p>	<p>Certificate from CFO attached</p> <p>Attached</p>
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For Muthoot Microfin Limited

  
Company Secretary





**Date: 06.01.2017**

**IDBI Trusteeship Services Limited**

Asian Building, Ground Floor,  
17, R. Kamani Marg, Ballard Estate,  
Mumbai – 400001

Dear Sir/Madam,

**Sub: Confirmation to IDBI Trusteeship Services Limited for the Quarter ended 31.12.2016**

I, Praveen T, Chief Financial Officer of Muthoot Microfin Ltd hereby confirm the following for the quarter ended 31.12.2016:

Particulars	Observations
The Security Cover is available and is maintained in accordance with the terms of issue of Debentures	The security Cover as stated in the Trust deed dated 30.11.2016, is available and maintained as on 31.12.2016 as given in Annexure I
The utilisation of the proceeds of Debentures issued including the deviations, if any	The funds are utilised to augment long term resources of the Company as per the terms of Trust deed dated 30.11.2016

**MUTHOOT MICROFIN LIMITED**

CIN: U65190MH1992PLC066228

Regd. Office: 13<sup>th</sup> Floor, Parinee Crescenzo, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051

Administrative Office: 5<sup>th</sup> Floor, Muthoot Towers, M.G. Road, Kochi, Kerala - 682035 Tel: +91-484-4277500, F: +91-484-2351494 E: info@muthootmicrofin.com

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**ANNEXURE I**

Particulars	
Type of Security	Secured, Rated, Listed, Redeemable, Non Convertible Debentures (Series MML III)
Allotted on	30.11.2016
Total Nominal Value	Rs.25 Crores
Total Paid up Value	Rs.25 Crores
Trustee	IDBI Trusteeship Services Limited
Outstanding principal amount of debentures as on December 31 <sup>st</sup> 2016, under the Debenture Trust Deed executed on 30.11.2016	Rs.25 Crores
Amount of receivables charged (earmarked) for the above issue	Rs.28.41 Crores
Security Cover for the Debenture	114%





**CERTIFICATE**

We have verified the books of accounts and other relevant records, produced before us by **M/s. Muthoot Microfin Ltd** (hereinafter referred to as "the Company"), having its **Registered Office at 13th Floor, Parinee Crescenzo, Bandra Kurla Complex, Bandra East, Mumbai 400051**. On the basis of such verification and information and explanations given to us, we certify the following, for the quarter ending 31st December 2016:

Particulars	Observations
The Security Cover is available and is maintained in accordance with the terms of issue of Debentures	The security Cover as stated in the Trust deed dated 30.11.2016, is available and maintained as on 31.12.2016 as given in Annexure-I
The utilisation of the proceeds of Debentures issued including the deviations, if any	The funds are utilised to augment long term resources of the Company as per the terms of Trust deed dated 30.11.2016

This Certificate is issued at the request of the company for the purpose of submission to IDBI Trusteeship Services limited.

Kochi

07.01.2017



**For Krishna & Vinod**  
**F.R.N. 013152 S**  
**Chartered Accountants**

**VINOD. N. FCA**  
**Partner**  
**(M. No. 225862)**



**ANNEXURE-I**

<b>Particulars</b>	
Type of Security	Secured, Rated, Listed, Redeemable, Non Convertible Debentures (Series MML III)
Allotted on	30.11.2016
Total Nominal Value	Rs.25 Crores
Total Paid up Value	Rs.25 Crores
Trustee	IDBI Trusteeship Services Limited
Outstanding principal amount of debentures as on December 31st 2016, under the Debenture Trust Deed executed on 30.11.2016	Rs.25 Crores
Amount of receivables charged (earmarked) for the above issue	Rs.28.41 Crores
Security Cover for the Debenture	114%

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07.01.2017

