



Date: 09.10.2017

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

Ref : 1. Consent letter No.5249/ITSL/OPR/CL/16-17/DEB/862 dated 25-11-2016

2. Consent letter No.5993/ITSL/OPR/CL/16-17/DEB/983 dated 28-12-2016

In accordance with the Debenture Trust Deed, Deed of Hypothecation dated 30.11.2016 and 29-12-2016, we have enclosed the following details for the purpose of Quarterly Compliance for the period ended 30.09.2017

1. Periodical Compliance report
2. Credit Rating Letters
3. Certificate from Chartered Accountant
4. Quarterly statement of investor complaints for the quarter ended 30.09.2017

Thanking You,

Yours faithfully,

For Muthoot Microfin Limited


Praveen T
Chief Financial Officer

MUTHOOT MICROFIN LIMITED

CIN: U65190MH1992PLC066228

Regd. Office: 13th 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



**SEBI REGULATORY PERIODICAL COMPLIANCE REPORT FOR THE QUARTER
ENDED 30th SEPTEMBER 2017 –**

NCD I - (Consent letter No.5249/ITSL/OPR/CL/16-17/DEB/862 dated 25-11-2016)

| Sr | Requirement | Compliance (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. No revision in rating till date |
| 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 already submitted) |
| 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 | Already submitted |
| 16 | Number of debenture holders on the date of allotment with ISIN | 1 - IFMR Capital Finance Private Limited ISIN - INE046W07032 |
| 17 | Number of debenture holders at the end of the current quarter | 1.Trivellore Thattai Varadarajan 2.Rohit Amritlal Kapadia 3.Almas Nazim Manekia |
| 18 | Valuation of properties as done by the approved valuer. Name of the valuer and amount of valuation to be given | NA |

For Muthoot Microfin Limited

Praveen T

Chief Financial Officer

MUTHOOT MICROFIN LIMITED

CIN: U65190MH1992PLC066228

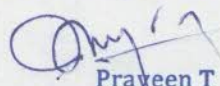
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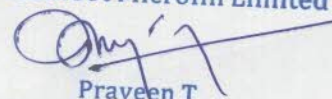
| | | | |
|----|--|--|------------------------|
| 19 | Auditor's Certificate for utilization of issue proceeds under Regulation 15(1) of the SEBI (Debenture Trustees) Regulations, 1993. | Attached | |
| 20 | Issue wise (In case of multiple issues) Creation of Debenture Redemption Reserve as stipulated 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 | |

For Muthoot Microfin Limited


Praveen T
Chief Financial Officer

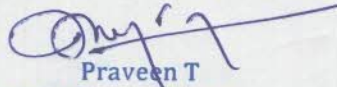
| | | | | | |
|----|--|--|------------|-----------------------|---|
| 28 | Redemption Schedule | Sr | Due date | Amount of Installment | Date of payment in r/o due dates fallen due |
| | | 1 | 30.11.2019 | 25 Crores | |
| 29 | List containing names, addresses and email ids of debenture holders at the end of quarter i.e as on 30/06/2017, to be enclosed. | Attached | | | |
| 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. | No major change in composition of Board of Directors | | | |
| 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. | Will be submitted | | | |
| 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. | Already submitted | | | |
| 34 | Form PAS 5 along with Information Memorandum filed with SEBI along with acknowledgement receipt. (if applicable). Confirmation the said | Already submitted | | | |

For Muthoot Microfin Limited


Praveen T
Chief Financial Officer

| | | |
|----|--|---|
| | filing has been done within 30 days from the date of Information Memorandum. | |
| 35 | Form MGT 14 in respect of the shareholder and board resolution for issue of debentures along with challan filed with Registrar of Companies. | Already submitted |
| 36 | Accounts for this quarter. | September provisional will be submitted before Oct 31st. |
| 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 30th September 2017 in the following format:-</p> <p>(a) Valuation/amount of receivables charged for each issue</p> <p>(b) Less Valuation/ amount of Receivables charged stands repaid</p> <p>(c) Less Valuation/ amount of charged Non Performing Receivables</p> <p>(d) Net value of charged Standard/ Performing/ No default Receivables</p> <p>(e) Security cover for the debentures</p> <p>(iii) Certificate from Statutory Auditor giving the value of book debts/ receivables for the Financial year 2015-16 (As on 31st March 2016) and 2016-17 (As on 31st March, 2017)</p> | <p>Certificate from CFO attached</p> <p>Attached</p> |

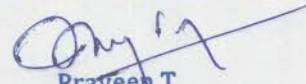
For Muthoot Microfin Limited


 Praveen T
 Chief Financial Officer

LIST OF DEBENTURE HOLDERS

| ISIN | Name of Debenture holder | Address | Email ID |
|--------------|-----------------------------------|---|--|
| INE046W07032 | TRIVELLORE THATTAI VARADARAJAN | HSBC SECURITIES SERVICES 11TH FLR, BLDG NO.3, NESCO - IT PARK NESCO COMPLEX, W E HIGHWAY, GOREGAON EAST, MUMBAI -400063 | custody.corpact.in@hsbc.co.in |
| INE046W07032 | ROHIT AMRITLAL KAPADIA | | |
| INE046W07032 | ALMAS NAZIM MANEKIA | | |

For Muthoot Microfin Limited



Praveen T
Chief Financial Officer



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 30.09.2017

I, Praveen T, Chief Financial Officer of Muthoot Microfin Ltd hereby confirm the following for the quarter ended 30.09.2017:

| 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 30.09.2017 as given in Annexure I |

Thanking You,

Yours faithfully,

For Muthoot Microfin Limited

Praveen T
Chief Financial Officer
Ernakulam

09-10-2017

MUTHOOT MICROFIN LIMITED

CIN: U65190MH1992PLC066228

Regd. Office: 13th Floor, Parinee Crescenzo, Bandra Kuria Complex, Bandra East, Mumbai, Maharashtra - 400051

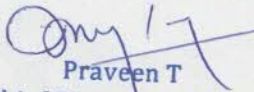
Administrative Office: 5th Floor, Muthoot Towers, M.G. Road, Kochi, Kerala - 682035 Tel: +91-484-4277500, F: +91-484-2351494 E: info@muthootmicrofin.com

www.muthootmicrofin.com

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 Sep 30 th 2017, under the Debenture Trust Deed executed on 30.11.2016 | Rs.25 Crores |
| Amount of receivables charged (earmarked) for the above issue | Rs.28.50 Crores |
| Security Cover for the Debenture | 114% |

For Muthoot Microfin Limited


Praveen T
Chief Financial Officer

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 30th September 2017:

| 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 30.09.2017 as given in Annexure I |

This certificate is issued for the purpose of submission to IDBI Trusteeship Services limited.

Kochi

10.10.2017



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

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

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 September 30 th 2017, under the Debenture Trust Deed executed on 30.11.2016 | Rs.25 Crores |
| Amount of receivables charged (earmarked) for the above issue | Rs.28.5 Crores |
| Security Cover for the Debenture | 114% |



CONFIDENTIAL

MUMILI/168033/NCD/111604259
November 29, 2016

Mr. Sadaf Sayeed
Chief Executive Officer
Muthoot Microfin Limited
Muthoot Towers, 5th Floor
M.G. Road
Kochi - 682035

Dear Mr. Sadaf Sayeed,

Re: CRISIL Rating on the Rs.650 Million Non-Convertible Debentures of Muthoot Microfin Limited

We refer to your request for a rating for the captioned Non-Convertible Debentures.

CRISIL has, after due consideration, assigned its "**CRISIL A-/Stable**" (pronounced as CRISIL A minus rating with Stable outlook) rating to the captioned debt instrument. Instruments with this rating are considered to have adequate degree of safety regarding timely servicing of financial obligations. Such instruments carry low credit risk.

For the purpose of issuance of the captioned debt instrument, this letter is valid for 180 calendar days from the date of the letter. In the event of your company not placing the above instrument within this period, or in the event of any change in the size/structure of your proposed issue, the rating shall have to be reviewed and a letter of revalidation shall have to be issued to you. Once the instrument is issued, the above rating is valid throughout the life of the captioned debt instrument.

As per our Rating Agreement, CRISIL would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL reserves the right to suspend, withdraw or revise the ratings assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information or other circumstances, which CRISIL believes, may have an impact on the rating.

As per the latest SEBI circular (reference number: CIR/IMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at debtissue@crisil.com. This will enable CRISIL to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt rated by us, as required by SEBI. Feel free to contact us for any clarifications you may have at debtissue@crisil.com

Should you require any clarifications, please feel free to get in touch with us.

With warm regards,

Yours sincerely,



Suresh Krishnamurthy
Director - CRISIL Ratings



Nivedita Shibu
Associate Director - CRISIL Ratings



A CRISIL rating reflects CRISIL's current opinion on the likelihood of timely payment of the obligations under the rated instrument and does not constitute an audit of the rated entity by CRISIL. CRISIL ratings are based on information provided by the issuer or obtained by CRISIL from sources it considers reliable. CRISIL does not guarantee the completeness or accuracy of the information on which the rating is based. A CRISIL rating is not a recommendation to buy, sell, or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. All CRISIL ratings are under surveillance. Ratings are revised as and when circumstances so warrant. CRISIL is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of this product. CRISIL Ratings rating criteria are available without charge to the public on the CRISIL web site, www.crisil.com. For the latest rating information on any instrument of any company rated by CRISIL, please contact Customer Service Helpdesk at 1800-267-1301.

CRISIL Limited

Corporate Identity Number: L67120MH1987PLC042363

Details of the Rs.650 Million Non-Convertible Debentures of Muthoot Microfin Limited

| | 1st tranche | | 2nd tranche | | 3rd tranche | |
|-------------------------------|-------------|--------|-------------|--------|-------------|--------|
| Instrument Series: | | | | | | |
| Amount Placed: | | | | | | |
| Maturity Period: | | | | | | |
| Put or Call Options (if any): | | | | | | |
| Coupon Rate: | | | | | | |
| Interest Payment Dates: | | | | | | |
| Principal Repayment Details: | Date | Amount | Date | Amount | Date | Amount |
| | | | | | | |
| Investors: | | | | | | |
| Trustees: | | | | | | |

In case there is an offer document for the captioned Debt issue, please send us a copy of it.

A CRISIL rating reflects CRISIL's current opinion on the likelihood of timely payment of the obligations under the rated instrument and does not constitute an audit of the rated entity by CRISIL. CRISIL ratings are based on information provided by the issuer or obtained by CRISIL from sources it considers reliable. CRISIL does not guarantee the completeness or accuracy of the information on which the rating is based. A CRISIL rating is not a recommendation to buy, sell, or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. All CRISIL ratings are under surveillance. Ratings are revised as and when circumstances so warrant. CRISIL is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of this product. CRISIL Ratings rating criteria are available without charge to the public on the CRISIL web site, www.crisil.com. For the latest rating information on any instrument of any company rated by CRISIL, please contact Customer Service Helpdesk at 1800-267-1301.

CRISIL Limited

Corporate Identity Number: L67120MH1987PLC042363



To,

BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

Dear Sir/Madam,

Pursuant to the Regulation 13(3) of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations 2015, we enclose a statement of investor complaints for the quarter ended 30.09.2017.

Thanking you,

Yours faithfully,

For Muthoot Microfin Limited


Company Secretary

Ernakulam
09-10-2017

MUTHOOT MICROFIN LIMITED

CIN: U65190MH1992PLC066228

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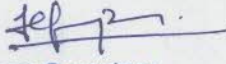
www.muthootmicrofin.com

MUTHOOT MICROFIN LIMITED

STATEMENT OF INVESTOR COMPLAINTS For the quarter ended 30.09.2017

| Investor Complaints | |
|---|-----|
| Pending at the beginning of the quarter | Nil |
| Add: Received during the quarter | Nil |
| Less: Disposed during the quarter | Nil |
| Unresolved at the end of the quarter | Nil |
| Total | Nil |

For Muthoot Microfin Limited


Company Secretary



**SEBI REGULATORY PERIODICAL COMPLIANCE REPORT FOR THE QUARTER
ENDED 30th SEP, 2017-**

NCD II- . Consent letter No.5993/ITSL/OPR/CL/16-17/DEB/983 dated 28-12-2016

| Sr | Requirement | Compliance (Enclose proof in support of compliance) |
|----|---|---|
| 1 | Issue size | 40 Crores (400 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 | 29-12-2016 |
| 7 | Date of closure of issue | 29-12-2016 |
| 8 | Date of allotment | 29-12-2016 |
| 9 | Date of dispatch of Debentures/ Credit of Debentures to Debenture Holder's Demat account CDSL/ NSDL letters to be enclosed | 13-01-2017 |
| 10 | Date of execution of debenture trustee agreement | 29-12-2016 |
| 11 | Date of execution of trust deed | 29-12-2016 |
| 12 | Date of registration of charge with ROC (ROC certificate to be enclosed) | 27/02/2017 (ROC Certificate already submitted) |
| 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 | Already submitted |
| 16 | Number of debenture holders on the date of allotment with ISIN | 1 - Hinduja Leyland Finance Limited |
| 17 | Number of debenture holders at the end of the current quarter | Hinduja Leyland Finance 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) | Already submitted in previous quarter compliance |

For Muthoot Microfin Limited

MUTHOOT MICROFIN LIMITED

CIN: U65190MH1992PLC066228

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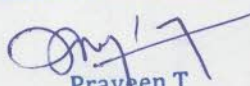
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Praveen T
Chief Financial Officer

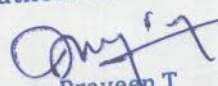
| | | | | | |
|----|--|--|----------|------------------------|-----------------|
| | of the SEBI (Debenture Trustees) Regulations,1993. | | | | |
| 20 | Issue wise (In case of multiple issues) Creation of Debenture Redemption Reserve as stipulated in the debenture trust deed/ Companies Act, 2013/ SEBI 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 was due on 28/03/2017, second on 28/06/2017 and third on 28/09/2017. The same was paid on due date. Confirmation letter attached. Next interest is due on 29/12/2017 | | | |
| 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 27-12-2019 | | | |
| 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. | |
| | | 1.10 times | | 1.19 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 |

For Muthoot Microfin Limited


Praveen T
Chief Financial Officer

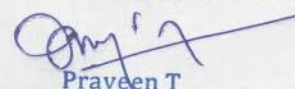
| | | | | | in r/o due dates fallen due |
|----|--|---|------------|-----------|---|
| | | 1 | 27.12.2019 | 40 Crores | |
| 29 | List containing names, addresses and email ids of debenture holders at the end of quarter i.e as on 30/09/2017, to be enclosed. | Hinduja Leyland Finance Limited, Regd Office:No.1, Sardar Patel Road, Guindy, Chennai -600032 Compliance@hindujaleylandfinance.com | | | |
| 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. | No major change in composition of BOD | | | |
| 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. | Will be submitted | | | |
| 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. | Already submitted | | | |
| 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 | Already submitted | | | |

For Muthoot Microfin Limited


Praveen T
Chief Financial Officer

| | | |
|----|---|--|
| | from the date of Information Memorandum. | |
| 35 | Form MGT 14 in respect of the shareholder and board resolution for issue of debentures along with challan filed with Registrar of Companies. | Already submitted |
| 36 | Accounts for this quarter. | Sep provisional will be submitted before Oct 31st |
| 37 | Cash flows of the Issuer are adequate for payment of interest and redemption of principal with details thereof. | Sep provisional will be submitted before Oct 31st |
| 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 30th Sep, 2017 in the following format:-</p> <p>(a) Valuation/amount of receivables charged for each issue</p> <p>(b) Less Valuation/ amount of Receivables charged stands repaid</p> <p>(c) Less Valuation/ amount of charged Non Performing Receivables</p> <p>(d) Net value of charged Standard/ Performing/ No default Receivables</p> <p>(e) Security cover for the debentures</p> <p>(iii) Certificate from Statutory Auditor giving the value of book debts/ receivables for the Financial year 2015-16 (As on 31st March 2016) and 2016-17 (As on 31st March, 2017)</p> | <p>Certificate from CFO attached</p> <p>Attached</p> |

For Muthoot Microfin Limited



Praveen T
Chief Financial Officer



To,

BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

Dear Sir/Madam,

Pursuant to the Regulation 13(3) of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations 2015, we enclose a statement of investor complaints for the quarter ended 30.09.2017.

Thanking you,

Yours faithfully,

For Muthoot Microfin Limited


Company Secretary

Ernakulam
09-10-2017

MUTHOOT MICROFIN LIMITED

CIN: U65190MH1992PLC066228

Regd. Office: 13th Floor, Parinee Crescenzo, Bandra Kuria 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

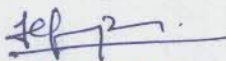
www.muthootmicrofin.com

MUTHOOT MICROFIN LIMITED

STATEMENT OF INVESTOR COMPLAINTS For the quarter ended 30.09.2017

| Investor Complaints | |
|---|-----|
| Pending at the beginning of the quarter | Nil |
| Add: Received during the quarter | Nil |
| Less: Disposed during the quarter | Nil |
| Unresolved at the end of the quarter | Nil |
| Total | Nil |

For Muthoot Microfin Limited


Company Secretary

CONFIDENTIAL

MUMILI/169862/NCD/111604259
December 29, 2016

Mr. Sadaf Sayeed
Chief Executive Officer
Muthoot Microfin Limited
Muthoot Towers, 5th Floor
M.G. Road
Kochi - 682035

Dear Mr. Sadaf Sayeed,

Re: CRISIL Rating on the Rs.400 Million Non-Convertible Debentures of Muthoot Microfin Limited

We refer to your request for a rating for the captioned Non-Convertible Debentures.

CRISIL has, after due consideration, assigned its "**CRISIL A-/Stable**" (pronounced as CRISIL A minus rating with Stable outlook) rating to the captioned debt instrument. Instruments with this rating are considered to have adequate degree of safety regarding timely servicing of financial obligations. Such instruments carry low credit risk.

For the purpose of issuance of the captioned debt instrument, this letter is valid for 180 calendar days from the date of the letter. In the event of your company not placing the above instrument within this period, or in the event of any change in the size/structure of your proposed issue, the rating shall have to be reviewed and a letter of revalidation shall have to be issued to you. Once the instrument is issued, the above rating is valid throughout the life of the captioned debt instrument.

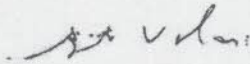
As per our Rating Agreement, CRISIL would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL reserves the right to suspend, withdraw or revise the ratings assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information or other circumstances, which CRISIL believes, may have an impact on the rating.


As per the latest SEBI circular (reference number: CIR/IMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at debtissue@crisil.com. This will enable CRISIL to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt rated by us, as required by SEBI. Feel free to contact us for any clarifications you may have at debtissue@crisil.com

Should you require any clarifications, please feel free to get in touch with us.

With warm regards,

Yours sincerely,


Ajit Velonie
Director- CRISIL Ratings


Nivedita Shibu
Associate Director - CRISIL Ratings

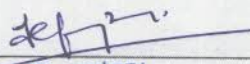


A CRISIL rating reflects CRISIL's current opinion on the likelihood of timely payment of the obligations under the rated instrument and does not constitute an audit of the rated entity by CRISIL. CRISIL ratings are based on information provided by the issuer or obtained by CRISIL from sources it considers reliable. CRISIL does not guarantee the completeness or accuracy of the information on which the rating is based. A CRISIL rating is not a recommendation to buy, sell, or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. All CRISIL ratings are under surveillance. Ratings are revised as and when circumstances so warrant. CRISIL is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of this product. CRISIL Ratings rating criteria are available without charge to the public on the CRISIL web site, www.crisil.com. For the latest rating information on any instrument of any company rated by CRISIL, please contact Customer Service Helpdesk at 1800-267-1301.

Certified True Copy
For Muthoot Microfin Limited

CRISIL Limited

Corporate Identity Number: L67120MH1987PLC042363


Secretary

Details of the Rs.400 Million Non-Convertible Debentures of Muthoot Microfin Limited

| | 1st tranche | | 2nd tranche | | 3rd tranche | |
|-------------------------------|-------------|--------|-------------|--------|-------------|--------|
| Instrument Series: | | | | | | |
| Amount Placed: | | | | | | |
| Maturity Period: | | | | | | |
| Put or Call Options (if any): | | | | | | |
| Coupon Rate: | | | | | | |
| Interest Payment Dates: | | | | | | |
| Principal Repayment Details: | Date | Amount | Date | Amount | Date | Amount |
| | | | | | | |
| Investors: | | | | | | |
| Trustees: | | | | | | |

In case there is an offer document for the captioned Debt issue, please send us a copy of it.

A CRISIL rating reflects CRISIL's current opinion on the likelihood of timely payment of the obligations under the rated instrument and does not constitute an audit of the rated entity by CRISIL. CRISIL ratings are based on information provided by the issuer or obtained by CRISIL from sources it considers reliable. CRISIL does not guarantee the completeness or accuracy of the information on which the rating is based. A CRISIL rating is not a recommendation to buy, sell, or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. All CRISIL ratings are under surveillance. Ratings are revised as and when circumstances so warrant. CRISIL is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of this product. CRISIL Ratings rating criteria are available without charge to the public on the CRISIL web site, www.crisil.com. For the latest rating information on any instrument of any company rated by CRISIL, please contact Customer Service Helpdesk at 1800-267-1301.

CRISIL Limited

Corporate Identity Number: L67120MH1987PLC042363



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 30.09.2017

I, Praveen T, Chief Financial Officer of Muthoot Microfin Ltd hereby confirm the following for the quarter ended 30.09.2017:

| 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 29.12.2016, is available and maintained as on 30.09.2017 as given in Annexure I |

Thanking You,

Yours faithfully,

For Muthoot Microfin Limited


Praveen T
Chief Financial Officer

Ernakulam

09-10-2017

MUTHOOT MICROFIN LIMITED

CIN: U65190MH1992PLC066228

Regd. Office: 13th Floor, Parinee Crescenzo, Bandra Kuria 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

ANNEXURE I

| | |
|---|--|
| Particulars | |
| Type of Security | Secured, Rated, Listed, Redeemable, Non Convertible Debentures (Series MML IV) |
| Allotted on | 29.12.2016 |
| Total Nominal Value | Rs.40 Crores |
| Total Paid up Value | Rs.40 Crores |
| Trustee | IDBI Trusteeship Services Limited |
| Outstanding principal amount of debentures as on Sep 30 th 2017, under the Debenture Trust Deed executed on 29.12.2016 | Rs.40 Crores |
| Amount of receivables charged (earmarked) for the above issue | Rs.47.70 Crores |
| Security Cover for the Debenture | 119% |

For Muthoot Microfin Limited



Praveen T
Chief Financial Officer

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 30th September 2017:

| 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 29.12.2016, is available and maintained as on 30.09.2017 as given in Annexure I |

This certificate is issued for the purpose of submission to IDBI Trusteeship Services limited.

Kochi

10.10.2017



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

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

ANNEXURE I

| Particulars | |
|---|--|
| Type of Security | Secured, Rated, Listed, Redeemable, Non Convertible Debentures (Series MML IV) |
| Allotted on | 29.12.2016 |
| Total Nominal Value | Rs.40 Crores |
| Total Paid up Value | Rs.40 Crores |
| Trustee | IDBI Trusteeship Services Limited |
| Outstanding principal amount of debentures as on September 30 th 2017, under the Debenture Trust Deed executed on 29.12.2016 | Rs.40 Crores |
| Amount of receivables charged (earmarked) for the above issue | Rs.47.7 Crores |
| Security Cover for the Debenture | 119% |





To,

IDBI Trusteeship Services Limited
Asian Building, Ground Floor,
17, R. Kamani Marg, Ballard Estate,
Mumbai - 400001
Dear Sir,

Sub: Confirmation of Interest payment for Secured Redeemable Non Convertible Debentures
Ref :No.5993/ITSL/OPR/CL/16-17/DEB/983

We, Muthoot Microfin Limited, a Public Limited Company having its registered office at 13th Floor, Parinee Crescenzo, Bandra Kurla Complex, Bandra East, Mumbai -400051, hereby confirm the interest payment for the following Non Convertible Debentures:

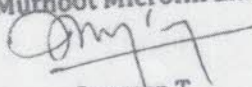
| Consent letter No. | Due Date | Amount Due | Date of payment | Mode of Payment |
|-----------------------------------|------------|-------------|-----------------|-------------------------------|
| No.5993/ITSL/OPR/CL/16-17/DEB/983 | 28-03-2017 | 10082192.00 | 28-03-2017 | NEFT from SBI Current Account |

Kindly take the same on record.

Thanking You

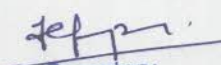
Yours Faithfully,

For Muthoot Microfin Limited


Praveen T
Ernakulam
Chief Financial Officer
30.03.2017

Certified True Copy

For Muthoot Microfin Limited


Company Secretary

MUTHOOT MICROFIN LIMITED

CIN: U65190MH1992PLC066228

Regd. Office: 13th 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



To,

IDBI Trusteeship Services Limited
Asian Building, Ground Floor,
17, R.Kamani Marg, Ballard Estate,
Mumbai - 400001

Dear Sir,

Sub: Confirmation of Interest payment for Secured Redeemable Non Convertible Debentures
Ref: Consent letter No.5993/ITSL/OPR/CL/16-17/DEB/983 dated 28.12.2016

We, Muthoot Microfin Limited, a Public Limited Company having its registered office at 13th Floor, Parinee Crescenzo, Bandra Kurla Complex, Bandra East, Mumbai -400051, hereby confirm the interest payment for the following NCD on due date:

| ISIN | Interest Due date | Amount Due | Date of payment |
|--------------|-------------------|------------|-----------------|
| INE046W07040 | 28-06-2017 | 115,94,521 | 28-06-2017 |

Kindly take the same on record.

Thanking You

Yours Faithfully,
For Muthoot Microfin Limited

Praveen T
Chief Financial Officer
Ernakulam
29.06.2017

Certified True Copy

For Muthoot Microfin Limited

Company Secretary

MUTHOOT MICROFIN LIMITED

CIN: U65190MH1992PLC066228

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

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www.muthootmicrofin.com



To,

IDBI Trusteeship Services Limited
Asian Building, Ground Floor,
17, R.Kamani Marg, Ballard Estate,
Mumbai - 400001

Dear Sir,

Sub: Confirmation of Interest payment for Secured Redeemable Non Convertible Debentures
Ref: Consent letter No.5993/ITSL/OPR/CL/16-17/DEB/983 dated 28.12.2016

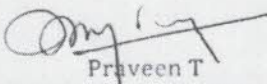
We, Muthoot Microfin Limited, a Public Limited Company having its registered office at 13th Floor, Parinee Crescenzo, Bandra Kurla Complex, Bandra East, Mumbai -400051, hereby confirm the Interest payment for the following NCD on due date:

| ISIN | Interest Due date | Amount Due | Date of payment |
|--------------|-------------------|--------------|-----------------|
| INE046W07040 | 28-09-2017 | 115,94,521/- | 28-09-2017 |

Kindly take the same on record.

Thanking You

Yours Faithfully
For Muthoot Microfin Limited


Praveen T
Chief Financial Officer
Ernakulam
28.09.2017

Certified True Copy

For Muthoot Microfin Limited


Company Secretary

MUTHOOT MICROFIN LIMITED

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