

This is an advertisement issued pursuant to Regulation 30(1) of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as amended, for information purpose only.



Muthoot Finance Limited

Our Company was originally incorporated at Kochi, Kerala as a private limited company on March 14, 1997 under the provisions of the Companies Act, 1956, with the name "The Muthoot Finance Private Limited".

Corporate Identity number: L65910K1997PLC011300; PAN: AABCT0343B
Registered and Corporate Office: 2nd Floor, Muthoot Chambers, Opposite Saritha Theatre Complex, Banerji Road, Kochi - 682 018, India.

PUBLIC ISSUE BY MUTHOOT FINANCE LIMITED ("COMPANY" OR THE "ISSUER") OF SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 EACH ("NCDs") FOR AN AMOUNT OF ₹ 1,000 MILLION ("BASE ISSUE SIZE") WITH AN OPTION TO RETAIN OVERSUBSCRIPTION UP TO ₹ 4,000 MILLION AGGREGATING UP TO ₹ 5,000 MILLION ("TRANCHE I ISSUE LIMIT").

PROMOTERS

George Alexander Muthoot
Tel: (+91 484) 6690215, Email: ga.muthoot@muthootgroup.com

George Jacob Muthoot
Tel: (+91 471) 2329058, Email: gj.muthoot@muthootgroup.com

George Thomas Muthoot
Tel: (+91 481) 2581012, Email: gt.muthoot@muthootgroup.com

CREDIT RATING: "[ICRA] AA+/(Stable)" by ICRA LIMITED

The NCDs proposed to be issued under this Issue have been rated [ICRA] AA+/(Stable) (pronounced as ICRA Double A plus rating with stable outlook) by ICRA vide its letter dated February 23, 2022 and further revalidated by rating letter dated March 23, 2022.

The Tranche I issue is being made pursuant to the provisions of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (the "SEBI NCS Regulations"), the Companies Act, 2013 and the Rules made thereunder to the extent notified.

Brief terms of the NCDs offered pursuant to the Tranche I Issue are as follows:

Table with columns: Terms and conditions in connection with Secured NCDs (Options), I, II, III, IV, V, VI, VII, VIII. Rows include: Frequency of Interest Payment, Who can apply, Minimum Application, In multiples of, Face Value of NCDs (₹/NCD), Issue Price (₹/NCD), Tenor from Deemed Date of Allotment, Base Coupon Rate (% per annum) (A), Additional Incentive on Base Coupon Rate (% per annum) on any Record Date as applicable to Category III and Category IV investors (B)^(1), Coupon Rate (Aggregate of the Base Coupon Rate and the additional incentive on the Base Coupon Rate on any Record Date as applicable to Category III and Category IV investors ((A) + (B))), Effective Yield (Per annum)^(2), Mode of Payment, Amount (₹/NCD) on Maturity^(3), Maturity Date (From Deemed Date of Allotment), Nature of indebtedness.

* With respect to Options where interest is to be paid on a monthly basis, relevant interest will be calculated on the face value of the NCDs from the first day till the last date of every month during the tenor of such NCDs, and paid on the first day of every subsequent month.

** With respect to Options where interest is to be paid on an annual basis, relevant interest will be paid on each anniversary of the Deemed Date of Allotment on the face value of the NCDs. The last interest payment under annual Options will be made at the time of redemption of the NCDs.

(1) Please refer to Annexure 2 of the Tranche I Prospectus for details pertaining to the cash flows of the Company in accordance with the SEBI Operational Circular.

(2) As regards the payment of additional incentive, such additional incentive shall be payable to only such NCD Holders who shall be individuals as on the Record Date.

(3) On Options I and II, monthly interest payment is not assumed to be reinvested for the purpose of calculation of Effective Yield (per annum).

(4) Subject to applicable tax deducted at source, if any.

^ Our Company would offer the Option III NCDs, as specified in the Tranche I Prospectus to all valid Applications, wherein the Applicants have not indicated their choice of the relevant option of NCD.

IN THE EVENT OF INTEREST / PAYOUT OF TOTAL COUPON/ REDEMPTION AMOUNT IS A FRACTION AND NOT AN INTEGER, SUCH AMOUNT WILL BE ROUNDED OFF TO THE NEAREST INTEGER.

NCD ALLOTMENT WILL BE MADE IN DEMATERIALIZED FORM ONLY. ALLOTMENTS IN CONSULTATION WITH THE LEAD MANAGER AND DESIGNATED STOCK EXCHANGE SHALL BE MADE ON FIRST COME FIRST SERVE BASIS BASED ON THE DATE OF UPLOAD OF EACH APPLICATION INTO THE ELECTRONIC PLATFORM OF THE STOCK EXCHANGE, IN EACH PORTION SUBJECT TO THE ALLOCATION RATIO.

HOWEVER ON THE DATE OF OVER SUBSCRIPTION, THE ALLOTMENT SHOULD BE MADE TO THE APPLICANTS ON PROPORTIONATE BASIS. FOR FURTHER DETAILS PLEASE REFER TO SHELF PROSPECTUS DATED MARCH 30, 2022 AND TRANCHE I PROSPECTUS DATED MARCH 30, 2022.

CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS: INVESTORS ARE REQUESTED TO REFER CLAUSE III OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY FOR THE MAIN OBJECTS AND THE OBJECTS INCIDENTAL AND ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS OF THE COMPANY. THE MEMORANDUM OF ASSOCIATION OF THE COMPANY IS A MATERIAL DOCUMENT FOR INSPECTION IN RELATION TO THE ISSUE. FOR FURTHER DETAILS, SEE THE SECTION TITLED "MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION" ON PAGE 280 OF THE SHELF PROSPECTUS AND ON PAGE 126 OF THE TRANCHE I PROSPECTUS.

LIABILITY OF THE MEMBERS OF THE COMPANY: LIMITED BY SHARES

AMOUNT OF CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE:
THE ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL OF THE COMPANY AS ON DECEMBER 31, 2021 IS AS FOLLOWS:

Table with 2 columns: Particulars, Amount in ₹. Rows include: Authorized share capital, Issued, subscribed and paid-up share capital.

NAMES OF SIGNATORIES OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF SHARES SUBSCRIBED BY THEM:

GIVEN BELOW ARE THE NAMES OF THE SIGNATORIES OF THE MEMORANDUM OF ASSOCIATION AND THE NUMBER OF EQUITY SHARES SUBSCRIBED BY THEM AT THE TIME OF SIGNING OF THE MEMORANDUM OF ASSOCIATION.

Table with 2 columns: Name of the Subscriber, Number of Equity Shares of Face Value of ₹10 each. Rows include: M.G. George Muthoot, George Thomas Muthoot, George Jacob Muthoot, George Alexander Muthoot.

TRANCHE I ISSUE OPENS ON : APRIL 7, 2022 (THURSDAY)
TRANCHE I ISSUE CLOSES ON : APRIL 28, 2022 (THURSDAY)*

*The Tranche I Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m. (Indian Standard Time), during the period indicated in this Tranche I Prospectus, except that the Tranche I Issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company ("Board") or the NCD Committee of the Board of Directors of the Company.

ADDENDUM TO THE TRANCHE I PROSPECTUS

As per NCD Committee Resolution dated April 1, 2022, Company has decided to change the Tranche I Issue closure date to April 28, 2022 from April 29, 2022. Accordingly the Tranche I Issue Closing Date stands changed to April 28, 2022 on Cover page and page numbers 8, 20, 25, 27, 46, 53, and 54 of Tranche I Prospectus dated March 30, 2022.

ASBA | Simple, Safe, Smart way of Application!!! | Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. For further details, check section on ASBA below. Mandatory in public issues from October 1, 2018. No cheque will be accepted.

UPI - Now available in ASBA for Retail Individual Investors. Bidders are required to ensure that the bank account used for bidding is linked to their PAN.

PROPOSED LISTING: The NCDs offered through the Tranche I Prospectus are proposed to be listed on BSE. For the purposes of the Tranche I Issue, BSE shall be the Designated Stock Exchange. Our company has received an "in-principle" approval from BSE vide their letter no. DCS/BM/PI-BOND/029/21-22 dated March 25, 2022.

DISCLAIMER CLAUSE OF BSE: "It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the Prospectus has been cleared or approved by BSE Limited nor does it certify the correctness or completeness of any of the contents of the Prospectus.

DISCLAIMER CLAUSE OF USE OF BSE ELECTRONIC PLATFORM: "It is to be distinctly understood that the permission given by BSE to use their network and software of the Online system should not in any way be deemed or construed that the compliance with various statutory requirements approved by the Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.

DISCLAIMER CLAUSE OF ICRA: "ICRA ratings should not be treated as recommendation to buy, sell or hold the rated debt instruments. ICRA ratings are subject to a process of surveillance, which may lead to revision in ratings. An ICRA rating is a symbolic indicator of ICRA's current opinion on the relative capability of the issuer concerned to timely service debts and obligations, with reference to the instrument rated. Please visit our website www.icra.in or contact any ICRA office for the latest information on ICRA ratings outstanding. All information contained herein has been obtained by ICRA from sources believed by it to be accurate and reliable, including the rated issuer. ICRA however has not conducted any audit of the information provided by it. While reasonable care has been taken to ensure that the information herein is true, such information is provided 'as is' without any warranty of any kind, and ICRA, in particular, makes no representation or warranty, express or implied, as to the accuracy, timeliness or completeness of any such information. Also, ICRA or any of its group companies may have provided services other than rating to the issuer rated. All information contained herein must be construed solely as statements of opinion, and ICRA shall not be liable for any losses incurred by users from any use of this publication or its contents."

DISCLAIMER CLAUSE OF RBI: "The company having a valid Certificate of Registration dated December 12, 2008 issued by The Reserve Bank of India under Section 45 IA of the Reserve Bank of India Act, 1934. However, the RBI does not accept any responsibility or guarantee about the present position as to the financial soundness of the company or for the correctness of any of the statements or representations made or opinions expressed by the company and for repayment of deposits/discharge of liability by the company."

GENERAL RISK: Investors are advised to read the Risk Factors carefully before taking an investment decision in the Issue. For taking an investment decision, the investors must rely on their own examination of the Issuer, and the Issue including the risks involved. Specific attention of the investors is invited to the section titled Risk Factors on pages 14 to 36 of the Shelf Prospectus before making an investment in the Tranche I Issue. The Tranche I Prospectus has not been and will not be approved by any regulatory authority in India, including the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Registrar of Companies at Kerala and Lakshadweep ("RoC") or any Stock Exchange in India.

Table with 4 columns: LEAD MANAGER TO THE ISSUE, REGISTRAR TO THE ISSUE, DEBENTURE TRUSTEE, CREDIT RATING AGENCY. Rows include: A.K. Capital Services Limited, Link Intime India Private Limited, IDBI Trusteeship Services Limited, ICRA Limited.

COMPANY SECRETARY AND COMPLIANCE OFFICER

Rajesh A, Company Secretary, Muthoot Finance Ltd., 2nd Floor, Muthoot Chambers, Opposite Saritha Theatre Complex, Kochi - 682 018, Kerala, India, Tel: (+91 484) 669 0255, Fax: (+91 484) 239 5506, Email: cs@muthootgroup.com. Investors may contact the Registrar to the Issue or the Company Secretary and Compliance Officer in case of any pre-issue or post-issue related issues such as non-receipt of intimation of allotment, demat credit of allotted NCDs or refunds, as the case may be.

**IDBI Trusteeship Services Limited under regulation 8 of the SEBI NCS Regulations has by its letter dated March 14, 2022 given its consent for its appointment as Debenture Trustee to this Issue and for its name to be included in the Shelf Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to this Issue.

AVAILABILITY OF APPLICATION FORMS: MUTHOOT FINANCE LIMITED (Tel: (+91 484) 239 4712, A. K. CAPITAL SERVICES LIMITED TEL: (+91 22) 67546500.

Application Forms will be available for download on the website of BSE at www.bseindia.com and the website of the Lead Manager at www.akgroup.co.in. Application Forms will be available for download on the website of the Company at www.muthootfinance.com. Application Form can be obtained from the Company's Registered Office and Corporate Office as well as the office of the Lead Manager and Lead Brokers.

AVAILABILITY OF PROSPECTUS: Investors are advised to read the Risk Factors on pages 14 to 36 of the Shelf Prospectus before applying to the Issue. The Prospectus is available on the website of the BSE at www.bseindia.com, Company at www.muthootfinance.com, Lead Manager at www.akgroup.co.in and at the website of SEBI at www.sebi.gov.in. Physical copies of the Prospectus can be obtained from the Company's Registered Office and Corporate Office as well as the office of the Lead Manager.

PUBLIC ISSUE ACCOUNT BANK / REFUND BANK / SPONSOR BANK: Axis Bank Limited

DISCLAIMER OF THE ISSUER: Muthoot Finance Limited ("Company"), is proposing, subject to market conditions and other considerations, to make a public issue of secured, redeemable and non-convertible debentures and has filed a Draft Shelf Prospectus dated March 16, 2022 ("Draft Shelf Prospectus") with the Securities and Exchange Board of India ("SEBI"), the BSE Limited ("BSE").

Note: Capitalized terms not defined herein shall have the same meaning as assigned to such terms in the Prospectus.

Place: Kochi
Date: April 01, 2022

For Muthoot Finance Limited
Sd/-
George Alexander Muthoot
Managing Director
DIN: 00016787