



## 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". Subsequently, by a fresh certificate of incorporation dated May 16, 2007, our name was changed to "Muthoot Finance Private Limited". Our Company was converted into a public limited company on November 18, 2008 with the name "Muthoot Finance Limited" and received a fresh certificate of incorporation consequent to change in status on December 02, 2008 from the Registrar of Companies, Kerala and Lakshadweep. For further details regarding changes to the name and registered office of our Company, see section titled "History and Main Objects" on page 120 of the Shelf Prospectus. The corporate identity number of our Company is L65910KL1997PLC011300.

**Registered and Corporate Office:** 2<sup>nd</sup> Floor, Muthoot Chambers, Opposite Saritha Theatre Complex, Banerji Road, Kochi 682 018, India.  
**Tel:** (+91 484) 239 4712; **Fax:** (+91 484) 239 6506; **Website:** www.muthootfinance.com; **Email:** ncd@muthootgroup.com.  
**Company Secretary and Compliance Officer:** Rajesh A.; **Tel:** (+91 484) 6690255; **Fax:** (+91 484) 239 6506; **E-mail:** cs@muthootgroup.com

**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 ₹ 16,000 MILLION AGGREGATING UP TO ₹ 17,000,000 NCDs AMOUNTING TO ₹ 17,000 MILLION ("TRANCHE III ISSUE LIMIT") ("TRANCHE III ISSUE") WHICH IS WITHIN THE SHELF LIMIT OF ₹ 40,000 MILLION AND IS BEING OFFERED BY WAY OF THIS TRANCHE III PROSPECTUS DATED MARCH 31, 2021 CONTAINING, INTER ALIA, THE TERMS AND CONDITIONS OF THIS TRANCHE III ISSUE ("TRANCHE III PROSPECTUS"), WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED OCTOBER 22, 2020 AND ADDENDUM ADVERTISEMENT TO THE SHELF PROSPECTUS DATED NOVEMBER 04, 2020 ("SHELF PROSPECTUS") FILED WITH THE REGISTRAR OF COMPANIES, KERALA AND LAKSHADWEEP ("ROC"), BSE LIMITED AND SECURITIES AND EXCHANGE BOARD OF INDIA. THE SHELF PROSPECTUS AND THIS TRANCHE III PROSPECTUS CONSTITUTE THE PROSPECTUS ("PROSPECTUS").**

**PROMOTERS: GEORGE ALEXANDER MUTHOOT, GEORGE THOMAS MUTHOOT, GEORGE JACOB MUTHOOT**

### 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 11 to 38 of the Shelf Prospectus and page 88 of this Tranche III Prospectus, and section titled "Material Developments" on page 88 of this Tranche III Prospectus before making an investment in this Tranche III Issue. This document 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.

### ISSUER'S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for, and confirms that this Tranche III Prospectus read together with the Shelf Prospectus for this Tranche III Issue contains all information with regard to the Issuer and this Tranche III Issue, which is material in the context of this Tranche III Issue. The information contained in this Tranche III Prospectus read together with the Shelf Prospectus for this Tranche III Issue is true and correct in all material respects and is not misleading in any material respect and that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Tranche III Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

### CREDIT RATING

The NCDs proposed to be issued under this Tranche III Issue have been rated [ICRA] AA (Stable) by ICRA for an amount of upto ₹ 40,000 million vide its letter dated September 26, 2020 and further revalidated by rating letters dated October 09, 2020 and November 30, 2020, and have been rated CRISIL AA/Positive by CRISIL for an amount upto ₹ 40,000 million vide its letter dated September 22, 2020 and further revalidated by rating letters dated October 08, 2020 and December 01, 2020. ICRA has upgraded the ratings for the Secured NCDs to "[ICRA] AA+/Stable" by way of rating letter dated March 15, 2021 and CRISIL has upgraded the ratings for the Secured NCDs to "CRISIL AA+/Stable" and issued revalidated rating letter dated March 17, 2021. The rating of the NCDs by ICRA and CRISIL indicates high degree of safety regarding timely servicing of financial obligations. The rating provided by ICRA and CRISIL may be suspended, withdrawn or revised at any time by the assigning rating agency and should be evaluated independently of any other rating. These ratings are not a recommendation to buy, sell or hold securities and investors should take their own decisions. Please refer to pages 187 to 228 of this Tranche III Prospectus for rating letter and rationale for the above rating.

### PUBLIC COMMENTS

The Draft Shelf Prospectus dated September 30, 2020 was filed with the Stock Exchange, pursuant to the provisions of the SEBI Debt Regulations and was open for public comments for a period of seven Working Days (i.e., until 5 p.m., October 09, 2020) from the date of filing of the Draft Shelf Prospectus with the Stock Exchange. No comments were received on the Draft Shelf Prospectus until 5 p.m. on October 09, 2020.

### LISTING

The NCDs offered through this Tranche III Prospectus are proposed to be listed on BSE. For the purposes of this Tranche III 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/006/20-21 dated October 16, 2020.

### COUPON RATE, COUPON PAYMENT FREQUENCY, MATURITY DATE, MATURITY AMOUNT & ELIGIBLE INVESTORS

For details relating to Coupon Rate, Coupon Payment Frequency, Maturity Date and Maturity Amount of the NCDs, see section titled "Issue Related Information" starting on page 93 of this Tranche III Prospectus. For details relating to eligible investors please see "The Issue" on page 22 of this Tranche III Prospectus.

### LEAD MANAGERS TO THE ISSUE

### REGISTRAR TO THE ISSUE

### DEBENTURE TRUSTEE\*\*



**Edelweiss Financial Services Limited**  
Edelweiss House  
Off CST Road, Kalina  
Mumbai 400 098  
**Tel:** (+91 22) 4086 3535  
**Fax:** (+91 22) 4086 3610  
**Email:**  
muthoot.ncd@edelweissfin.com

**Investor Grievance Email:**  
customerservice.mb@edelweissfin.com  
**Website:**  
www.edelweissfin.com  
**Contact Person:** Mr. Lokesh Singhi  
**Compliance Officer:** Mr. B Renganathan  
**SEBI Registration No.:**  
INM000010650

**JM Financial Limited**  
7<sup>th</sup> Floor, Energy  
Appasaheb Marathe Marg,  
Prabhadevi, Mumbai - 400  
025  
**Tel:** (+91 22) 6630 3030  
**Fax:** (+91 22) 6630 3330  
**Email:** MFL\_bondissue2020@jmfli.com  
**Investor Grievance Email:**  
grievance.ibd@jmfli.com  
**Website:** www.jmfli.com  
**Contact Person:** Ms. Prachee Dhuri  
**Compliance Officer:** Mr. Sunny Shah  
**SEBI Registration No.:**  
INM000010361

**Equisur Capital Private Limited**  
12th Floor, C Wing,  
Marathon Futorex, N.M.  
Joshi Marg, Lower Parel,  
Mumbai 400 013  
**Tel:** (+91 22) 4332 0700  
**Fax:** (+91 22) 4332 0750  
**Email:** muthoot.ncd@equisur.com  
**Investor Grievance Email:**  
investorgrievance@equisur.com  
**Website:** www.equisur.com  
**Contact person:** Mr. Ankit Jain  
**Compliance Officer:**  
Mr. Jyot Bhat  
**SEBI Registration Number:**  
INM000011286

**A. K. Capital Services Limited**  
30-38, Free Press House  
3rd floor, Free Press Journal  
Marg  
215, Nariman Point  
Mumbai - 400 021, India  
**Tel:** (+91 22) 6754 6500  
**Fax:** (+91 22) 6610 0594  
**Email:** mflncd2020@akgroup.co.in  
**Investor Grievance Email:**  
investor.grievance@akgroup.co.in  
**Website:** www.akgroup.co.in  
**Contact Person:** Ms. Aanchal Wagle/ Mr. Mrunal Jadhav  
**Compliance Officer:** Mr. Tejas Davda  
**SEBI Registration No.:**  
INM000010411

**LINK INTIME INDIA PRIVATE LIMITED**  
C-101, 247 Park, L B S Marg,  
Vikhroli West,  
Mumbai 400 089, India  
**Tel:** (+91 22) 4918 6200  
**Fax:** (+91 22) 4918 6195  
**Email:** mfl.ncd2020@linkintime.co.in  
**Investor Grievance Email:**  
mfl.ncd2020@linkintime.co.in  
**Website:** www.linkintime.co.in  
**Contact Person:** Shanti Gopalakrishnan  
**SEBI Registration No.:**  
INR000004058

**IDBI TRUSTEESHIP SERVICES LIMITED**  
Asian Building, Ground Floor  
17 R, Kamani Marg, Ballard  
Estate  
Mumbai 400 001, India  
**Tel:** (+91 22) 4080 7000  
**Fax:** (+91 22) 6631 1776  
**Email:** anjalee@idbitrustee.com  
**Website:** www.idbitrustee.co.in  
**Contact Person:** Anjalee Athalye  
**SEBI Registration No.:**  
IND000000460

### TRANCHE III ISSUE PROGRAMME \*

TRANCHE III ISSUE OPENS ON APRIL 08, 2021

TRANCHE III ISSUE CLOSES ON APRIL 29, 2021

\*The subscription list shall remain open for subscription on Working Days from 10 A.M. to 5 P.M., during the period indicated above, except that the Tranche III Issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company ("Board") or NCD Committee. In the event of such an early closure or extension of subscription list of the Issue, our Company shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in a national daily newspaper with wide circulation on or before such earlier date or extended date of closure. Application Forms for the Issue will be accepted only from 10:00 a.m. till 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE, on Working Days during the Issue Period. On the Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. (Indian Standard Time) and uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5 PM on one Working Day post the Tranche III Issue Closing Date. For further details, see "General Information - Tranche III Issue Programme" on page 20.

\*\* IDBI Trusteeship Services Limited under regulation 4(4) of the SEBI Debt Regulations has by its letter dated September 30, 2020 given its consent for its appointment as Debenture Trustee to the Tranche III Issue and for its name to be included in this Tranche III Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to this Tranche III Issue.

A copy of the Shelf Prospectus dated October 22, 2020 has been filed, and a copy of this Tranche III Prospectus shall be filed with the Registrar of Companies, Kerala and Lakshadweep in terms of section 26 and 31 of the Companies Act, 2013, along with the endorsed/certified copies of all requisite documents. For further details please refer to the section titled "Material Contracts and Documents for Inspection" beginning on page 183 of this Tranche III Prospectus.

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## SECTION I: GENERAL

### DEFINITIONS / ABBREVIATIONS

#### Company related terms

Term	Description
“We”, “us”, “our”, “the Company”, and “Issuer”	Muthoot Finance Limited, a public limited company incorporated under the Companies Act, 1956 and having its registered office at Muthoot Chambers, Opposite Saritha Theatre Complex, 2 <sup>nd</sup> Floor, Banerji Road, Kochi 682 018, Kerala, India.
AOA/Articles of Association	Articles of Association of our Company.
Board / Board of Directors	The Board of Directors of our Company and includes any Committee thereof from time to time.
Equity Shares	Equity shares of face value of ₹ 10 each of our Company.
Limited Review Financial Results	The unaudited standalone and consolidated financial information for the quarter ended June 30, 2020, for the quarter and half year ended September 30, 2020 and for the quarter and nine months ended December 31, 2020.
Memorandum of Association / MOA	Memorandum of Association of our Company.
NCD Committee	The committee constituted by our Board of Directors by a board resolution dated May 16, 2018.
NBFC	Non-Banking Financial Company as defined under Section 45-IA of the RBI Act, 1934.
NPA	Non Performing Asset.
Promoters	George Alexander Muthoot, George Thomas Muthoot and George Jacob Muthoot
Reformatted Financial Information	The reformatted standalone summary statement of assets and liabilities of the Company as of March 31, 2020, 2019, 2018, 2017 and 2016 and the related reformatted standalone summary statement of profit and loss and reformatted standalone statement of cash flows for the period ended March 31, 2020, 2019, 2018, 2017 and 2016 (collectively, together with the annexures thereto, the “ <b>Reformatted Standalone Financial Information</b> ”) and the reformatted consolidated summary statement of assets and liabilities of the Company as of March 31, 2020, 2019, 2018, 2017 and 2016 and the related reformatted consolidated summary statement of profit and loss and reformatted consolidated statement of cash flows for the period ended March 31, 2020, 2019, 2018, 2017 and 2016 (collectively, together with the annexures thereto, the “ <b>Reformatted Consolidated Financial Information</b> ”).  The Audited Standalone Financial Information and Statutory Auditors reports thereon form the basis of the Reformatted Standalone Financial Information. The Audited Standalone Financial Information for the periods up to March 31, 2017 were audited by the Previous Auditor. The Audited Consolidated Financial Information and Statutory Auditors reports thereon form the basis of the Reformatted Consolidated Financial Information. The Audited Consolidated Financial Information for the periods up to March 31, 2017 were audited by the Previous Auditor.
ROC	The Registrar of Companies, Kerala and Lakshadweep.
₹/ Rs./ INR/ Rupees	The lawful currency of the Republic of India.
Previous Auditor	M/s. Rangamani & Co, Chartered Accountants, FRN: 003050S, 17/598, 2nd Floor, Card Bank Building, West of YMCA, VCSB Road, Allepey - 688 011, Kerala, India retired at the 20 <sup>th</sup> Annual General Meeting of the Company held on September 20, 2017.
Statutory Auditors	M/s. Varma & Varma, Chartered Accountants, FRN: 004532S, “Sreeraghavam”, Kerala Varma Tower, Bldg No. 53/2600 B, C, D & E, Off Kunjanbava Road, Vyttila P.O., Kochi- 682019 were appointed as Statutory Auditors of the Company at the 20 <sup>th</sup> Annual General Meeting held on September 20, 2017 to hold office for a term of five years, subject to ratification of their appointment by the Members at every Annual General Meeting thereafter.
Subsidiary(ies)	(i) Asia Asset Finance PLC, a company registered in the Republic of Sri Lanka, under the Companies Act No.7, of 2007, having its registered office at No.76/1, Dharmapala Mawatha, Colombo 03, Sri Lanka.  (ii) Muthoot Homefin (India) Limited, a company registered in India, having its registered office at Muthoot Chambers, Kurians Tower Banerji Road, Ernakulam North, Kochi, Ernakulam, Kerala- 682018.  (iii) Belstar Microfinance Limited (formerly known as Belstar Microfinance Private Limited), a company registered in India, having its registered office at New No. 33, Old No. 14, 48th Street, 9th Avenue, Ashok Nagar, Chennai, Tamil Nadu- 600083.  (iv) Muthoot Insurance Brokers Private Limited, a company registered in India, having its registered office at 3rd Floor, Muthoot Chambers, Banerji Road Ernakulam, Kerala- 682018.  (v) Muthoot Money Limited (formerly known as Muthoot Money Private Limited), a company registered in India, having its registered office at 41 4108 A 18 Opp Saritha Theatre Banerji Road, Ernakulam- 682018.  (vi) Muthoot Asset Management Private Limited, a company registered in India, having its registered office at F801, Lotus Corporate Park, Western Express Highway, Goregaon East, Mumbai - 400063.  (vii) Muthoot Trustee Private Limited, a company registered in India, having its registered office at F801, Lotus Corporate Park, Western Express Highway, Goregaon East, Mumbai - 400063.

## Issue related terms

Term	Description
Abridged Prospectus	A memorandum containing the salient features of the Shelf Prospectus and the relevant Tranche Prospectus
Acknowledgement slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application Form.
Addendum Advertisement to the Draft Shelf Prospectus	Advertisement issued by the Company dated October 14, 2020 which was published on October 15, 2020 in national daily newspaper with wide circulation and subsequently forwarded to the BSE and SEBI on October 15, 2020, setting out the addendum and amendments to the Draft Shelf Prospectus
Addendum Advertisement to the Shelf Prospectus	Advertisement issued by the Company dated November 04, 2020 which was published on November 05, 2020 in national daily newspaper with wide circulation and subsequently forwarded to the BSE and SEBI on November 05, 2020, setting out the addendum and amendments to the Shelf Prospectus
Allotment / Allotted Allottee(s)	Unless the context otherwise requires, the allotment of the NCDs pursuant to the Issue to the Allottees. The successful applicant to whom the NCDs are being/have been allotted in full or proportionate basis.
Allotment Advice	The communication sent to the Allottees conveying details of NCDs allotted to the Allottees in accordance with the Basis of Allotment
Amendment to the Issue Agreement	Agreement dated October 14, 2020 executed between the Company and the Lead Managers
Amendment to the Registrar MOU	Agreement dated October 14, 2020 executed between the Company and the Registrar amending the , the memorandum of understanding dated September 30, 2020 with the Registrar to the Issue.
Applicant / Investor	The person who applies for issuance and Allotment of NCDs through ASBA process or through UPI Mechanism pursuant to the terms of the Prospectus and Abridged Prospectus and the Application Form for the respective Tranche Issue .
Application	An application for Allotment of NCDs made through the ASBA process or through the UPI Mechanism offered pursuant to the Tranche III Issue by submission of a valid Application Form and authorising an SCSB to block the Application Amount in the ASBA Account.
Application Amount	The aggregate value of the NCDs applied for, as indicated in the Application Form for the respective Tranche Prospectus.
Application Form/ASBA Form	Form in terms of which an Applicant shall make an offer to subscribe to NCDs through the ASBA process or through the UPI Mechanism and which will be considered as the Application for Allotment of NCDs in terms of the Draft Shelf Prospectus, in terms of the Shelf Prospectus and respective Tranche Prospectus.
ASBA Application or “Application Supported by Blocked Amount”	The Application in terms of which the Applicant apply by authorising SCSB to block the Application Amount in the specified bank account maintained with such SCSB or to block the Application Amount using the UPI Mechanism, where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by retail investors for an Application Amount of upto INR 2,00,000.
ASBA Account	An account maintained with an SCSB which will be blocked by such SCSB to the extent of the Application Amount of an Applicant and will include a bank account of a retail individual investor linked with UPI, for retail individual investors submitting application value upto INR 2,00,000.
Banker to the Issue	Axis Bank Limited
Base Issue	₹ 1,000 million.
Basis of Allotment	The basis on which NCDs will be allotted to applicants under the Tranche III Issue and which is described in “ <i>Issue Procedure – Basis of Allotment</i> ” on page 139 of this Tranche III Prospectus.
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Application Forms, i.e., Designated Branches of SCSB, Specified Locations for Members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Broker Centres	Broker centres notified by the Stock Exchange where Applicants can submit the ASBA Forms (including ASBA Forms under UPI in case of RIBs) to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Trading Members are available on the respective websites of the Stock Exchange at www.bseindia.com and www.nseindia.com.
Credit Rating Agencies	For the present Issue, the credit rating agencies, being CRISIL and ICRA
Client ID	Client identification number maintained with one of the Depositories in relation to the demat account.
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications in the Issue, at the Designated CDP Locations.
Coupon Rate	Please see the section titled “ <i>Terms of the Issue</i> ” on page 93 of this Tranche III Prospectus.
CRISIL	CRISIL Limited (formerly known as Credit Rating Information Services of India Limited).
Debenture Holder (s) / NCD Holder(s)	The holders of the NCDs whose name appears in the database of the relevant Depository.
Debt Listing Agreement	The listing agreement entered into between our Company and the relevant stock exchange(s) in connection with the listing of Secured NCDs of our Company.
Debenture Trust Agreement	Agreement dated September 30, 2020 and further amended by amendment agreement dated March 30, 2021, entered into between our Company and the Debenture Trustee.
Debenture Trust Deed	The trust deed to be executed by our Company and the Debenture Trustee for creating the security over the NCDs issued under the Tranche III Issue
Demographic Details	Details of the investor such as address, bank account details, UPI ID and occupation, which are based on the details provided by the Applicant in the Application Form.
Deemed Date of Allotment	The date on which the Board or the NCD Committee of the Board constituted by resolution of the Board dated May 16, 2018 approves the Allotment of the NCDs for the Tranche III Issue. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs (as specified for the Tranche III Issue by way of this Tranche III Prospectus) shall be available to the Debenture holders from the Deemed Date of Allotment.
Depositories Act	The Depositories Act, 1996, as amended from time to time.

Term	Description
Depository(ies)	National Securities Depository Limited (NSDL) and /or Central Depository Services (India) Limited (CDSL).
Direct Online Application	An online interface enabling direct applications through UPI by an app based/web interface, by investors to a public issue of debt securities with an online payment facility.
DP / Depository Participant	A depository participant as defined under the Depositories Act.
Designated Branches	Such branches of SCSBs which shall collect the Applications and a list of which is available on <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> or at such other website as may be prescribed by SEBI from time to time.
Designated CDP Locations	Such locations of the CDPs where Applicants can submit the Application Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the respective websites of the Stock Exchange ( <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> ) as updated from time to time
Designated Date	The date on which Registrar to the Issue issues instruction to SCSBs for transfer of funds from the ASBA Account to the Public Issue Account and/or Refund Account in terms of this Tranche III Prospectus and the Public Issue Account Agreement.
Designated Intermediaries	The Members of the Syndicate, SCSBs, Trading Members, RTAs and CDPs who are authorized to collect Application Forms from the Applicants, in relation to the Tranche III Issue.  In relation to ASBA applicants authorising an SCSB to block the amount in the ASBA Account, Designated Intermediaries shall mean SCSBs.  In relation to ASBA applicants submitted by Retail Individual Investors where the amount was blocked upon acceptance of UPI Mandate Request using the UPI Mechanism, Designated Intermediaries shall mean the CDPs, RTAs, Members of the Syndicate, Trading Members and Stock Exchange where applications have been submitted through the app/web interface as provided in the Debt UPI Circular.
Designated RTA Locations	Such locations of the RTAs where Applicants can submit the Application Forms to RTAs, a list of which, along with names and contact details of the RTAs eligible to accept Application Forms are available on the website of the Stock Exchange at <a href="http://www.bseindia.com">www.bseindia.com</a> .
Designated Stock Exchange	BSE i.e. BSE Limited
Direct Online Application	An online interface enabling direct applications through UPI by an app based/web interface, by investors to a public issue of debt securities with an online payment facility.
Draft Shelf Prospectus	The Draft Shelf Prospectus dated September 30, 2020 was filed with the Designated Stock Exchange for receiving public comments and with SEBI in accordance with the provisions of the Act/relevant provisions of the Companies Act, 2013 applicable as on the date of filing the Draft Shelf Prospectus and the SEBI Debt Regulations and amended by way of addendum advertisement dated October 14, 2020.
ICRA	ICRA Limited.
Insurance Companies	Insurance companies registered with the IRDA.
Issue	Public issue by the Company of secured redeemable non-convertible debentures of face value of ₹ 1,000.00 each for an amount upto the Shelf Limit. The Secured NCDs will be issued in one or more tranches, on terms and conditions as set out in the relevant Tranche Prospectus for any Tranche Issue. The Issue is being made pursuant to the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended, the Companies Act, 2013 and rules made thereunder as amended to the extent notified.
Issue Agreement	Agreement dated September 30, 2020 executed between the Company and the Lead Managers, further amended by way of amendment agreement dated October 14, 2020.
Lead Brokers	Axis Capital Limited, Edelweiss Broking Limited, Integrated Enterprises (India) Private Limited, ICICI Securities Limited, Muthoot Securities Limited, SMC Global Securities Limited, IIFL Securities Limited, RR Equity Brokers Private Limited, Kotak Securities Limited, A. K. Stockmart Private Limited, JM Financial Services Limited, Equirus Securities Private Limited and Bajaj Capital Limited
Lead Broker Agreement	Memorandum of understanding dated March 25, 2021 executed between the Company, the Lead Brokers and the Lead Managers for the Tranche III Issue.
Lead Managers	Edelweiss Financial Services Limited, JM Financial Limited, Equirus Capital Private Limited and A. K. Capital Services Limited.
Market Lot	1 NCD.
Members of the Syndicate	The Lead Managers and the Lead Brokers.
Members of the Syndicate Bidding Centres	Members of the Bidding Centres established for acceptance of Application Forms.
Mobile App(s)	The mobile applications listed on the website of Stock Exchange as may be updated from time to time, which may be used by RIBs to submit Bids using the UPI Mechanism
NCD	Non-convertible debentures
Options	An option of NCDs which are identical in all respects including, but not limited to terms and conditions, listing and ISIN and as further stated to be an individual Option in the Shelf Prospectus and this Tranche III Prospectus.  Collectively, the options of NCDs being offered to the Applicants as stated in the section titled ' <i>Issue Related Information</i> ' beginning on page 93 of this Tranche III Prospectus.
Offer Document Prospectus	The Draft Shelf Prospectus, the Shelf Prospectus, this Tranche III Prospectus and the Abridged Prospectus.
Public Issue Account	Account(s) opened with the Banker to the Issue to receive monies from the ASBA Accounts on the Designated Date as specified in this Tranche III Prospectus.
Public Issue Account Agreement	Agreement dated March 25, 2021 executed between the Company, the Public Issue Account Bank, the Refund Bank, the Sponsor Bank the Lead Managers and the Registrar to the Issue.
Record Date	The date for payment of interest in connection with the NCDs or repayment of principal in connection therewith which

<b>Term</b>	<b>Description</b>
	shall be 15 days prior to the date on which interest is due and payable, and/or the date of redemption under this Tranche III Prospectus. In case the Record Date falls on a day when the Stock Exchange is having a trading holiday, the immediate subsequent trading day will be deemed as the Record Date.
Recovery Expense Fund	An amount which would be deposited by our Company with the Designated Stock Exchange, equal to 0.01% of the issue size, subject to a maximum of deposit of ₹25,00,000 at the time of making the application for listing of NCDs.
Redemption/ Maturity Amount	Please see the section titled “ <i>Terms of the Issue</i> ” on page 93 of this Tranche III Prospectus
Redemption/ Maturity Date	Please see the section titled “ <i>Terms of the Issue</i> ” on page 93 of this Tranche III Prospectus
Refund Account(s)	The account(s) opened by our Company with the Refund Bank, from which refunds of the whole or part of the Application Amounts, if any, shall be made.
Refund Bank	Axis Bank Limited
Registrar to the Issue	Link Intime India Private Limited
Registrar and Share Transfer Agents or RTA	Registrar and share transfer agents registered with SEBI and eligible to procure Applications, at the Issue at the Designated RTA Locations.
RIB	Resident Indian individuals or Hindu Undivided Families investing in the Tranche III Issue for an amount aggregate up to and including INR 1,000,000 (in the Tranche III Issue) and shall include individual investors who have submitted bids for an amount of not more than INR 200,000 in any of the bidding options in the Tranche III Issue (excluding non-resident Indians) through UPI Mechanism.
SEBI Debt Regulations	SEBI (Issue and Listing of Debt Securities) Regulations, 2008, issued by SEBI, effective from June 06, 2008 as amended from time to time.
SEBI ICDR Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
Secured NCD(s)	Secured, redeemable non-convertible debentures for an amount of upto ₹ 40,000 million offered through the Shelf Prospectus and the relevant Tranche Prospectus of face value of ₹ 1,000 each.
Senior Citizen	A person who on the date of the Tranche III Issue has attained the age of 60 years or more.
Self Certified Syndicate Banks or SCSBs	The banks registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 offering services in relation to ASBA and UPI, a list of which is available on <a href="https://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries%20for%20ASBA%20and%20UPI">https://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries for ASBA and UPI</a> or at such other web-link as may be prescribed by SEBI from time to time. A list of the branches of the SCSBs where ASBA Applications submitted to the Lead Managers, Lead Brokers or the Trading Member(s) of the Stock Exchange, will be forwarded by such Lead Managers, Lead Brokers or the Trading Members of the Stock Exchange is available at <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> or at such other web-link as may be prescribed by SEBI from time to time.
Shelf Limit	The aggregate limit of the Issue, being ₹ 40,000 million to be issued under the Draft Shelf Prospectus, Shelf Prospectus and the respective Tranche Prospectus(es) through one or more Tranche Issues.
Shelf Prospectus	The Shelf Prospectus dated October 22, 2020 filed by our Company with the SEBI, BSE and the RoC in accordance with the provisions of the Companies Act, 2013 and the SEBI Debt Regulations and the addendum advertisement to the Shelf Prospectus dated November 04, 2020.
Specified Cities / Specified Locations	Bidding Centres where the Member of the Syndicate shall accept Application Forms from Applicants a list of which is available on the website of the SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.
Sponsor Bank	A banker to the Issue, registered with SEBI, which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the retail individual investors into the UPI for retail individual investors applying through the app/web interface of the Stock Exchange(s) with a facility to block funds through UPI Mechanism for application value upto INR 2,00,000 and carry out any other responsibilities in terms of the UPI Mechanism Circular.
Stock exchange	BSE
Syndicate ASBA Application Locations	Applications through the Designated Intermediaries.
Syndicate ASBA Branches	Bidding centres where the Designated Intermediaries shall accept Application Forms from Applicants, a list of which is available on the website of the SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.
Syndicate SCSB Branches	In relation to Applications submitted to a Designated Intermediary, such branches of the SCSBs at the Syndicate ASBA Application Locations named by the SCSBs to receive deposits of the Application Forms from the members of the Syndicate, and a list of which is available on <a href="http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries">http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries</a> or at such other website as may be prescribed by SEBI from time to time.
Tenor	Please refer to the section titled “ <i>Issue Structure</i> ” beginning on page 98 of this Tranche III Prospectus.
Tier I capital	Tier I capital means, owned fund as reduced by investment in shares of other NBFCs and in shares, debentures, bonds, outstanding loans and advances including hire purchase and lease finance made to and deposits with subsidiaries and companies in the same group exceeding, in aggregate, ten percent of the owned fund.
Tier II capital	Tier-II capital includes the following: (a) preference shares other than those which are compulsorily convertible into equity; (b) revaluation reserves at discounted rate of 55%; (c) general provisions and loss reserves to the extent these are not attributable to actual diminution in value or identifiable potential loss in any specific asset and are available to meet unexpected losses, to the extent of one and one fourth percent of risk weighted assets; (d) hybrid debt capital instruments; and (e) subordinated debt to the extent the aggregate does not exceed Tier-I capital.
Transaction Registration Slip or TRS	The slip or document issued by any of the Designated Intermediaries as the case may be, to an Applicant upon demand as proof of registration of his Application.
Trading Members	Individuals or companies registered with SEBI as “trading members” who hold the right to trade in stocks listed on the Stock Exchange, through whom investors can buy or sell securities listed on the Stock Exchange, a list of which are available on <a href="http://www.bseindia.com">www.bseindia.com</a> (for Trading Members of BSE).

Term	Description
Tranche III Issue	Public Issue by the Company of secured redeemable non-convertible debentures of face value of ₹ 1,000 each (“NCDs”) for an amount of ₹ 1,000 million (“Base Issue”) with an option to retain oversubscription up to ₹ 16,000 million aggregating upto 17,000,000 NCDs amounting to ₹ 17,000 million (“Tranche III Issue Limit”) (“Tranche III Issue”) which is within the shelf limit of ₹ 40,000 million and is being offered by way of this Tranche III Prospectus dated March 31, 2021, containing, inter alia, the terms and conditions of this Tranche III Issue (“Tranche III Prospectus”), which should be read together with the Shelf Prospectus dated October 22, 2020 (“Shelf Prospectus”) filed with the Registrar of Companies, Kerala and Lakshadweep, the Stock Exchange and the SEBI.
Tranche III Issue Opening Date	April 08, 2021
Tranche III Issue Closing Date	April 29, 2021 or such early or extended date as may be decided by the NCD Committee of the Board.
Tranche III Issue Period*	The period between the Tranche III Issue Opening Date and the Tranche III Issue Closing Date inclusive of both days.
Tranche I Prospectus	The Tranche I Prospectus dated October 22, 2020 containing the details of the NCDs issued pursuant to the Tranche I Issue.
Tranche II Prospectus	The Tranche II Prospectus dated December 07, 2020 containing the details of the NCDs issued pursuant to the Tranche II Issue.
Tranche III Prospectus	This Tranche III Prospectus dated March 31, 2021 containing the details of the NCDs issued pursuant to the Tranche III Issue.
Tranche Prospectus(es)	The Tranche Prospectus(es) containing the details of NCDs including interest, other terms and conditions, recent developments, general information, objects, procedure for application, statement of tax benefits, regulatory and statutory disclosures and material contracts and documents for inspection, in respect of the relevant Tranche Issue.
Trustees / Debenture Trustee	Trustees for the Debenture Holders in this case being IDBI Trusteeship Services Limited.
UPI/UPI Mechanism	Unified Payments Interface mechanism in accordance with SEBI Circular no. SEBI/HO/DDHS/CIR/P/2020/233 dated November 23, 2020 as amended from time to time, to block funds for application value upto INR 2,00,000 submitted through Designated Intermediaries.
UPI ID	Identification created on Unified Payment Interface (UPI) for single window mobile payment system developed by the National Payments Corporation of India (“NPCI”)
UPI Mandate Request/Mandate Request	A request initiated by the Sponsor Bank on the Retail Individual Investor to authorise blocking of funds in the relevant ASBA Account through the UPI Mobile App/web interface (using UPI Mechanism) equivalent to the bid amount and subsequent debit of funds in case of allotment.
UPI PIN	Password to authenticate UPI transaction
Working Day	All days excluding the second and the fourth Saturday of every month, Sundays and a public holiday in Kochi or Mumbai or at any other payment centre notified in terms of the Negotiable Instruments Act, 1881, except with reference to Issue Period where working days shall mean all days, excluding Saturdays, Sundays and public holidays in India or at any other payment centre notified in terms of the Negotiable Instruments Act, 1881. Furthermore, for the purpose of post issue period, i.e. period beginning from Issue Closing Date to listing of the NCDs, Working Days shall mean all trading days of Stock Exchange excluding Sundays and bank holidays in Mumbai.

\*The subscription list shall remain open for subscription on Working Days from 10 A.M. to 5 P.M., during the period indicated above, except that the Tranche III Issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company (“Board”) or NCD Committee. In the event of such an early closure or extension of subscription list of the Issue, our Company shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in a national daily newspaper with wide circulation on or before such earlier date or extended date of closure. Application Forms for the Issue will be accepted only from 10:00 a.m. till 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE, on Working Days during the Issue Period. On the Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. (Indian Standard Time) and uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5 PM on one Working Day post the Tranche III Issue Closing Date. For further details, see “General Information – Tranche III Issue Programme” on page 20.

## Industry related terms

Term	Description
ALCO	Asset Liability Committee.
ALM	Asset Liability Management.
CRAR	Capital to Risk Adjusted Ratio.
ECGC	Export Credit Guarantee Corporation of India Limited.
Gold Loans	Personal and business loans secured by gold jewelry and ornaments.
IBPC	Inter Bank Participation Certificate.
KYC	Know Your Customer.
NBFC	Non Banking Financial Company.
NBFC-ND	Non Banking Financial Company- Non Deposit Taking.
NBFC-ND-SI	Non Banking Financial Company- Non Deposit Taking-Systemically Important.
NPA	Non Performing Asset.
NRI/Non-Resident	A person resident outside India, as defined under the FEMA
NSSO	National Sample Survey Organisation.
PPP	Purchasing Power Parity.
RRB	Regional Rural Bank.
SCB	Scheduled Commercial Bank.

## Conventional and general terms

Term	Description
AADHAR	12-digit unique number which the Unique Identification Authority of India {UIDAI} issues for all residents of India.
AGM	Annual General Meeting.

Term	Description
AS	Accounting Standard.
BSE	BSE Limited.
CAGR	Compounded Annual Growth Rate.
CDSL	Central Depository Services (India) Limited.
Companies Act, 2013	The Companies Act, 2013, to the extent notified by the Ministry of Corporate Affairs, Government of India, including modification, reactment and rules prescribed thereunder.
DRR	Debenture Redemption Reserve.
EGM	Extraordinary General Meeting.
EPS	Earnings Per Share.
FDI Policy	The Government policy and the regulations (including the applicable provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000) issued by the Government of India prevailing on that date in relation to foreign investments in the Company's sector of business as amended from time to time.
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time.
FEMA Regulations	Foreign Exchange Management (Non Debt Instruments) Rules, 2019, as amended from time to time.
Financial Year / FY	Financial Year ending March 31.
GDP	Gross Domestic Product.
GoI	Government of India.
HUF	Hindu Undivided Family.
IFRS	International Financial Reporting Standards.
IFSC	Indian Financial System Code.
Indian GAAP	Generally Accepted Accounting Principles in India.
IndAS	Indian Accounting Standards
IRDAI	Insurance Regulatory and Development Authority of India.
IT Act	The Income Tax Act, 1961, as amended from time to time.
MCA	Ministry of Corporate Affairs, Government of India.
MICR	Magnetic Ink Character Recognition.
NACH	National Automated Clearing House
NEFT	National Electronic Funds Transfer.
NSDL	National Securities Depository Limited.
NSE	National Stock Exchange of India Limited.
PAN	Permanent Account Number.
RBI	The Reserve Bank of India.
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time.
RTGS	Real Time Gross Settlement.
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time.
SCRR	The Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992.
SEBI Act	The Securities and Exchange Board of India Act, 1992 as amended from time to time.
SEBI Regulations	LODR Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
TDS	Tax Deducted at Source.
WDM	Wholesale Debt Market.

Notwithstanding anything contained herein, capitalised terms that have been defined in the sections titled “*Statement of Tax Benefits*”, and “*Issue Procedure*” on beginning pages 47 and 118 of this Tranche III Prospectus, respectively will have the meanings ascribed to them in such sections.



## FORWARD-LOOKING STATEMENTS

This Tranche III Prospectus contains certain “forward-looking statements”. These forward looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “future”, “goal”, “plan”, “contemplate”, “propose” “seek to” “project”, “should”, “will”, “will continue”, “will pursue”, “will likely result” or other words or phrases of similar import. All forward-looking statements are based on our current plans and expectations and are subject to a number of uncertainties and risks and assumptions that could significantly and materially affect our current plans and expectations and our future financial condition and results of operations. Important factors that could cause actual results, including our financial conditions and results of operations to differ from our expectations include, but are not limited to, the following:

- The impact of the COVID-19 pandemic on the economy , our business and operations;
- Instability of global and Indian economies and banking and financial sectors could affect the liquidity of our Company, which could have a material adverse effect on our Company’s financial condition;
- General economic and business conditions in India and globally;
- Our ability to successfully sustain our growth strategy;
- Our ability to compete effectively and access funds at competitive cost;
- Unanticipated turbulence in interest rates, equity prices or other rates or prices; the performance of the financial and capital markets in India and globally;
- The outcome of any legal or regulatory proceedings we are or may become a party to;
- Any disruption or downturn in the economy of southern India;
- Our ability to control or reduce the level of stage 3 assets in our loan portfolio;
- General political and economic conditions in India;
- Change in government regulations;
- Competition from our existing as well as new competitors;
- Our ability to compete with and adapt to technological advances; and
- Occurrence of natural calamities or natural disasters affecting the areas in which our Company has operations.

For further discussion of factors that could cause our actual results to differ, see the section titled “*Risk Factors*” on page 11 of the Shelf Prospectus and page 88 of this Tranche III Prospectus.

All forward-looking statements are subject to risks, uncertainties and assumptions about our Company that could cause actual results and valuations to differ materially from those contemplated by the relevant statement. Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed under the sections titled “*Industry Overview*” and “*Our Business*” on pages 82 and 96 of the Shelf Prospectus. The forward-looking statements contained in this Tranche III Prospectus are based on the beliefs of management, as well as the assumptions made by and information currently available to management. Although our Company believes that the expectations reflected in such forward-looking statements are reasonable at this time, it cannot assure investors that such expectations will prove to be correct or will hold good at all times. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materialise, or if any of our Company’s underlying assumptions prove to be incorrect, our Company’s actual results of operations or financial condition could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to our Company are expressly qualified in their entirety by reference to these cautionary statements.

Neither our Company, its Directors and officers, nor any of their respective affiliates or associates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI Debt Regulations, the Company and the Lead Managers will ensure that investors in India are informed of material developments between the date of filing of this Tranche III Prospectus with the Stock Exchange and the date of the receipt of listing and trading permission being obtained from the Stock Exchange.

## PRESENTATION OF FINANCIAL AND OTHER INFORMATION

In this Tranche III Prospectus, unless otherwise specified or the context otherwise indicates or implies the terms, all references to “Muthoot Finance Limited”, “Issuer”, “we”, “us”, “our” and “our Company” are to Muthoot Finance Limited.

Unless stated otherwise, all references to page numbers in this Tranche III Prospectus are to the page numbers of this Tranche III Prospectus.

Unless stated otherwise, all references to financial numbers are on a standalone basis.

Unless the context otherwise indicates or implies, references to “you”, “offeree,” “purchaser”, “subscriber”, “recipient”, “investors” and “potential investor” are to the prospective investors in this Tranche III Issue.

All references to “India” are to the Republic of India and its territories and possessions, and all references to the "Government", the "Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

Unless otherwise stated, references in this Tranche III Prospectus to a particular year are to the calendar year ended on December 31 and to a particular “financial year” are to the financial year starting from April 01 and ending on March 31.

Unless otherwise stated all figures pertaining to the financial information in connection with our Company are on an unconsolidated basis.

### ***Presentation of Financial Information***

Our Company publishes its financial statements in Rupees. Our Company’s financial statements for the year ended March 31, 2018, March 31, 2017 and March 31, 2016, have been prepared in accordance with Indian GAAP including the Accounting Standards notified under the Companies Act read with Companies (Indian Accounting Standard) Rules, 2015, as amended and General Circular 8/2014 dated April 4, 2014 (“**IGAAP**”). With effect from April 01, 2018, as per the roadmap issued by the Ministry of Corporate Affairs for Non-Banking Finance Companies dated January 18, 2016, for financial reporting purposes, the Company has followed the Accounting Standards issued by the ICAI specified under Section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standard) Rules, 2015 (“**Ind AS**”). Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for period ending as on March 31, 2020, March 31, 2019, together with the comparative period data as at and for the year ended March 31, 2018.

The impact of transition has been recorded in the opening reserves as at April 1, 2017 and the corresponding figures, presented in the standalone financial statements of the Company for the year ended March 31, 2018, have been restated/reclassified. Therefore, our standalone and consolidated financial statements for the year ended March 31, 2020 and March 31, 2019 are prepared in accordance with Ind AS and are not comparable to our historical financial statements. There are significant differences between RBI regulations and Ind AS and the RBI has not issued any clarifications with respect to these differences. From April 1, 2018, the Company has computed key parameters including capital adequacy ratio, risk weighted assets, net owned fund, gross NPA, provision for non-performing assets derived from the financial statement prepared in accordance with Ind AS. These computations may undergo changes if the RBI issues any guidelines for such computations with retrospective effect.

The Limited Review Standalone and Consolidated Financial Results of the Company for the quarter ended June 30, 2020 submitted by the Company to the BSE and NSE pursuant to the requirements of Regulation 33 of the SEBI LODR Regulations are included in the Shelf Prospectus in Annexure B titled “*Limited Review Financial Results*” beginning at pages B-1 and the Limited Review Standalone and Consolidated Financial Results of the Company for the quarter and half year ended September 30, 2020 and for the quarter and nine months ended December 31, 2020 submitted by the Company to the BSE and NSE pursuant to the requirements of Regulation 33 of the SEBI LODR Regulations are included in Annexure A beginning at page A-1 of this Tranche III Prospectus titled “*Limited Review Financial Results*”

The Reformatted Standalone Financial Information and the Reformatted Consolidated Financial Informations are included in the Shelf Prospectus and collectively referred to hereinafter as the “Reformatted Financial Information”. The examination reports on the Reformatted Financial Information as issued by our Company’s Statutory Auditor, M/s. Varma & Varma, Chartered Accountants, are included in Annexure A titled “*Financial Information*” beginning at page A-1 of the Shelf Prospectus.

Unless stated otherwise, the financial data upto and for the year ended March 31, 2017 and March 31, 2016 used in the Prospectus is derived from our Company’s “Reformatted Financial Information” prepared under IGAAP and the financial data for the year ended March 31, 2020, March 31, 2019 and March 31, 2018 used in the Shelf Prospectus is derived from our Company’s “Reformatted Financial Information” prepared under Ind AS.

Unless stated otherwise, the financial data for the quarter and half year ended September 30, 2020 and for the quarter and nine months ended December 31, 2020 used in this Tranche III Prospectus is derived from our Company’s “**Limited Review Financial Results**” prepared under IND AS.

Any discrepancies in the tables included herein between the amounts listed and the total thereof are due to rounding off.

### **Currency and Unit of Presentation**

In this Tranche III Prospectus, references to “₹”, “Indian Rupees”, “INR”, “Rs.” and “Rupees” are to the legal currency of India, references to “US\$”, “USD”, and “U.S. dollars” are to the legal currency of the United States of America, as amended from time to time. Except as stated expressly, for the purposes of this Tranche III Prospectus, financial data will be given in ₹ in Millions.

Except where stated otherwise in this Tranche III Prospectus, all financial data have been expressed in ₹ in Million.

Certain figures contained in this Tranche III Prospectus, including financial information, have been subject to rounding adjustments. Unless set out otherwise, all figures in decimals, including percentage figures, have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Further, any figures sourced from third party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

### **Industry and Market Data**

Unless stated otherwise, macroeconomic and industry data used throughout the Shelf Prospectus and this Tranche III Prospectus has been obtained from publications prepared by providers of industry information, government sources and multilateral institutions. Such publications generally state that the information contained therein has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although the Issuer believes that industry data used in the Shelf Prospectus and this Tranche III Prospectus is reliable, it has not been independently verified. Further, the extent to which the market and industry data presented in the Shelf Prospectus and this Tranche III Prospectus is meaningful depends on the readers’ familiarity with and understanding of methodologies used in compiling such data.

The extent to which the market and industry data used in the Shelf Prospectus and this Tranche III Prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. The methodologies and assumptions may vary widely among different industry sources. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. We have relied on the “*IMaCS Industry Report-Gold Loan Market in India 2019*”, “*IMaCS Industry Report-Gold Loan Market in India 2018*” and “*IMaCS Industry Report-Gold Loan Market in India 2017*” for industry related data that has been disclosed in the Shelf Prospectus and “*ICRA Analytics Industry Report, 2020*” for industry related data that has been disclosed in the Tranche III Prospectus. Accordingly, no investment decision should be made solely on the basis of such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors. We have relied on third party industry reports which have been used for industry related data in the Shelf Prospectus and this Tranche III Prospectus and such data have not been independently verified by us.

Given that we have compiled, extracted and reproduced data from external sources, including third parties, trade, industry or general publications, we accept responsibility for accurately reproducing such data. However, neither we nor the Lead Managers have independently verified this data and neither we nor the Lead Managers make any representation regarding the accuracy of such data. Similarly, while we believe our internal estimates to be reasonable, such estimates have not been verified by any independent sources and neither we nor the Lead Managers can assure potential investors as to their accuracy.

## SECTION II: INTRODUCTION

### GENERAL INFORMATION

Our Company was originally incorporated 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”. Subsequently, by a fresh certificate of incorporation dated May 16, 2007, our name was changed to “Muthoot Finance Private Limited”. Our Company was converted into a public limited company on November 18, 2008 with the name “Muthoot Finance Limited” and received a fresh certificate of incorporation consequent to change in status on December 02, 2008 from the Registrar of Companies, Kerala and Lakshadweep. Muthoot Fincorp Limited is neither a related company nor is a company under the same management within the meaning of the Companies Act, 1956\*. For further details regarding the Promoters and the group companies, please refer to “*Our Promoters*” at page 85 of this Tranche III Prospectus.

\*Disclosure made in accordance with letter from SEBI bearing no. IMD/DOF-1/BM/VA/OW/22785/2013 dated October 30, 2013.

#### Corporate and Registered Office

##### ***Muthoot Finance Limited***

2<sup>nd</sup> Floor, Muthoot Chambers  
Opposite Saritha Theatre Complex  
Ernakulam 682 018  
Kerala, India  
Tel: (+91 484) 239 4712  
Fax: (+91 484) 239 6506  
Website: [www.muthootfinance.com](http://www.muthootfinance.com)  
Email: [ncd@muthootgroup.com](mailto:ncd@muthootgroup.com)

For details of change in registered office, refer to the section titled “*History and Main Objects*” on page 120 of the Shelf Prospectus.

#### Registration

Registration Number: 011300

Corporate Identity Number: L65910KL1997PLC011300 issued by the Registrar of Companies, Kerala and Lakshadweep.

Certificate of registration bearing number N. 16.00167 under Section 45IA of the RBI Act, 1934 from the RBI dated December 12, 2008 from the RBI to carry on the business of a non-banking financial institution without accepting public deposits.

#### Chief Financial Officer

Oommen K. Mammen  
2<sup>nd</sup> Floor, Muthoot Chambers  
Opposite Saritha Theatre Complex  
Ernakulam 682 018  
Kerala, India  
Tel: (+91 484) 2397156  
Fax: (+91 484) 2396506  
Email: [oommen@muthootgroup.com](mailto:oommen@muthootgroup.com)

#### Company Secretary and Compliance Officer

Rajesh A.  
2<sup>nd</sup> Floor, Muthoot Chambers  
Opposite Saritha Theatre Complex  
Ernakulam 682 018  
Kerala, India  
Tel: (+91 484) 6690255

Fax: (+91 484) 2396506  
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.

All grievances relating to the Tranche III Issue may be addressed to the Registrar to the Issue, giving full details such as name, Application Form number, address of the Applicant, number of NCDs applied for, amount paid on application, Depository Participant and the collection centre of the Designated Intermediary where the Application was submitted and ASBA Account number (for Bidders other than Retail Individual Investors bidding through the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or UPI ID in case of Retail Individual Investors bidding through the UPI mechanism.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB, giving full details such as name, address of Applicant, Application Form number, number of NCDs applied for, amount blocked on Application and the Designated Branch or the collection centre of the SCSB where the Application Form was submitted by the Applicant.

All grievances related to the UPI process may be addressed to the Stock Exchange, which shall be responsible for addressing investor grievances arising from applications submitted online through the App based/ web interface platform of stock exchanges or through their Trading Members. The intermediaries shall be responsible for addressing any investor grievances arising from the applications uploaded by them in respect of quantity, price or any other data entry or other errors made by them.

### **Lead Managers**

#### **Edelweiss Financial Services Limited**

Edelweiss House  
Off CST Road, Kalina  
Mumbai 400 098  
Tel: +91 22 4086 3535  
Fax: +91 22 4086 3610  
Email: muthoot.ncd@edelweissfin.com  
Investor Grievance Email:  
customerservice.mb@edelweissfin.com  
Website: www.edelweissfin.com  
Contact Person: Mr. Lokesh Singhi  
Compliance Officer: Mr. B Renganathan  
SEBI Registration No.: INM0000010650  
CIN: L99999MH1995PLC094641

#### **JM Financial Limited**

7<sup>th</sup> Floor, Cnergy,  
Appasaheb Marathe Marg, Prabhadevi  
Mumbai – 400 025  
Tel: (+91 22) 6630 3030  
Fax: (+91 22) 6630 3330  
Email: MFL.bondissue2020@jmfl.com  
Investor Grievance Email: grievance.ibd@jmfl.com  
Website: www.jmfl.com  
Contact Person: Ms. Prachee Dhuri  
Compliance Officer: Mr. Sunny Shah  
SEBI Registration No.: INM000010361  
CIN: L67120MH1986PLC038784

**Equirus Capital Private Limited**

12th Floor, C Wing,  
Marathon Futurex, N.M. Joshi Marg,  
Lower Parel, Mumbai 400 013  
Tel: +91 (22) 4332 0700  
Fax: +91-(22)4332 0750  
Email: muthoot.ncd@equirus.com  
Investor Grievance Email: investorsgrievance@equirus.com  
Website: www.equirus.com  
Contact person: Mr. Ankit Jain  
Compliance Officer: Mr. Jyot Bhat  
SEBI Registration Number: INM000011286  
CIN: U65910MH2007PTC172599

**A. K. Capital Services Limited\***

30-38, Free Press House  
3rd floor, Free Press Journal Marg  
215, Nariman Point  
Mumbai - 400 021, India  
Tel: (+91 22) 6754 6500  
Fax: (+91 22) 6610 0594  
Email: mflncd2020@akgroup.co.in  
Investor Grievance Email: investor.grievance@akgroup.co.in  
Website: www.akgroup.co.in  
Contact Person: Ms. Aanchal Wagle/ Mr. Mrunal Jadhav  
Compliance Officer: Mr. Tejas Davda  
SEBI Registration No.: INM000010411  
CIN: L74899MH1993PLC274881

\*A.K. Capital Services Limited was appointed as a Lead Manager to the Issue subsequent to filing of the Draft Shelf Prospectus dated September 30, 2020 with the BSE for public comments. The appointment was authorised by the NCD Committee by way of resolution dated October 14, 2020 and such appointment was intimated to the general public by way of the Addendum Advertisement to the Draft Shelf Prospectus.

**Debenture Trustee****IDBI Trusteeship Services Limited**

Asian Building, Ground Floor  
17 R, Kamani Marg, Ballard Estate  
Mumbai 400 001, India  
Tel: (+91 22) 4080 7000  
Fax: (91 22) 6631 1776  
Email: anjalee@idbitrustee.com  
Website: www.idbitrustee.co.in  
Contact Person: Anjalee Athalye  
SEBI Registration No.: IND000000460

IDBI Trusteeship Services Limited has, pursuant to regulation 4(4) of the SEBI Debt Regulations, by its letter dated September 30, 2020 given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in the Draft Shelf Prospectus, the Shelf Prospectus and this Tranche III Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to this Tranche III Issue.

**Registrar to the Issue****Link Intime India Private Limited**

C-101, 247 Park, L B S Marg,  
Vikhroli West,  
Mumbai 400 089, India  
Tel: (+91 22) 4918 6200  
Fax: (+91 22) 4918 6195  
Email: mfl.ncd2020@linkintime.co.in

Investor Grievance  
Email: [mfl.ncd2020@linkintime.co.in](mailto:mfl.ncd2020@linkintime.co.in)  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)  
Contact Person: Ms. Shanti Gopalakrishnan  
SEBI Registration No.: INR000004058

Link Intime India Private Limited has by its letter dated September 22, 2020 given its consent for its appointment as Registrar to the Issue and for its name to be included in the Draft Shelf Prospectus, the Shelf Prospectus and this Tranche III Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to this Tranche III Issue.

### **Statutory Auditors**

#### **Varma & Varma**

Chartered Accountants  
"Sreeraghavam", Kerala Varma Tower,  
Bldg No. 53/2600 B, C, D & E,  
Off Kunjanbava Road, Vyttila P.O.,  
Kochi- 682019  
Tel: 91 – 484 – 2302223  
Fax: 91 – 484 – 2306046  
Email: [kochi@varmaandvarma.com](mailto:kochi@varmaandvarma.com)  
Firm Registration No.: 004532S

M/s. Varma & Varma, Chartered Accountants, has been the statutory auditor of the Company since September 20, 2017. Previously, M/s. Rangamani & Co. has been the statutory auditor of the Company since September 2002 and continued as the statutory auditor of the Company till September 20, 2017. Members of the Company in their annual general meeting dated September 20, 2017 appointed M/s. Varma & Varma, Chartered Accountants (FRN: 004532S) in place of the retiring auditors M/s. Rangamani & Co.

### **Credit Rating Agencies**

#### **ICRA Limited**

Building No. 8, 2<sup>nd</sup> Floor,  
Tower A, DLF Cyber City, Phase II,  
Gurgaon – 122 002  
Telephone: (+91) (124) 4545 310  
Facsimile: (+91) (124) 4050 424  
Email: [amit.gupta@icraindia.com](mailto:amit.gupta@icraindia.com)  
Contact Person: Mr. Amit Kumar Gupta  
Website: [www.icra.in](http://www.icra.in)  
SEBI Registration Number: IN/CRA/008/2015

#### **CRISIL Limited**

CRISIL House, Central Avenue  
Hiranandani Business Park, Powai  
Mumbai 400 076, India  
Telephone: (+91 22) 3342 3000 (B)  
Facsimile: (+91 22) 3342 3050  
Email: [crisilratingdesk@crisl.com](mailto:crisilratingdesk@crisl.com)  
Contact Person: Mr. Krishnan Sitaraman  
Website: [www.crisil.com](http://www.crisil.com)  
SEBI Registration Number: IN/CRA/001/1999

### **Credit Rating**

The Secured NCDs for an amount of up to ₹ 40,000.00 million proposed to be issued under the Issue were rated “[ICRA] AA/Stable” by ICRA vide its letter dated September 26, 2020 and further revalidated by rating letters dated October 09, 2020 and November 30, 2020. ICRA has upgraded the ratings for the Secured NCDs to “[ICRA] AA+/Stable” and issued revalidated rating letter dated March 15, 2021. The Secured NCDs for an amount of upto ₹ 40,000.00 million proposed to be issued under the Issue were rated “CRISIL AA/ Positive” by CRISIL vide its letter



dated September 22, 2020 and further revalidated by rating letters dated October 08, 2020 and December 01, 2020. CRISIL has upgraded the ratings for the Secured NCDs to “CRISIL AA+/Stable” and issued revalidated rating letter dated March 17, 2021. The rating of “CRISIL AA+/Stable” by CRISIL Limited and “[ICRA] AA+/Stable” by ICRA Limited indicate that instruments with these ratings are considered to have a high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk. For the rationale for these ratings, see pages 199 and 214 of this Tranche III Prospectus. These ratings are not recommendations to buy, sell or hold securities and investors should take their own decision. These rating are subject to revision or withdrawal at any time by the assigning rating agencies and should be evaluated independently of any other ratings.

#### **Disclaimer clause of ICRA**

"This rating is specific to the terms and conditions of the proposed issue as was indicated to us by you and any change in the terms or size of the issue would require the rating to be reviewed by us. If there is any change in the terms and conditions or size of the instrument rated, as above, the same must be brought to our notice before the issue of the instrument. If there is any such change after the rating is assigned by us and confirmed to use by you, it would be subject to our review and may result in change in the rating assigned.

ICRA reserves the right to suspend, withdraw or revise the above at any time on the basis of new information or unavailability of information or such other circumstances, which ICRA believes, may have an impact on the rating assigned to you.

The rating, as aforesaid, however, should not be treated as a recommendation to buy, sell or hold the bonds to be issued by you. If the instrument rated, as above, is not issued by you within a period of 3 months from the date of this letter communicating this rating, the same would stand withdrawn unless revalidated before the expiry of 3 months."

#### **Disclaimer clause of CRISIL**

"CRISIL Limited (CRISIL) has taken due care and caution in preparing the Material based on the information provided by its client and / or obtained by CRISIL from sources which it considers reliable (Information). 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 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. The Rating is not a recommendation to invest / disinvest in any entity covered in the Material and no part of the Material should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. CRISIL especially states that it has no liability whatsoever to the subscribers / users / transmitters/ distributors of the Material. Without limiting the generality of the foregoing, nothing in the Material is to be construed as CRISIL providing or intending to provide any services in jurisdictions where CRISIL does not have the necessary permission and/or registration to carry out its business activities in this regard. The Company will be responsible for ensuring compliances and consequences of non-compliances for use of the Material or part thereof outside India. Current rating status and CRISIL Ratings rating criteria are available without charge to the public on the CRISIL web site, [www.crisil.com](http://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."

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#### **Legal Advisors to the Issue**

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##### **AZB & Partners**

7th Floor, Embassy Icon  
Infantry Road,  
Bengaluru – 560 001, India  
Tel: (+91 80) 4240 0500  
Fax: (+91 80) 2221 3947

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#### **Public Issue Account Bank, Refund Bank and Sponsor Bank**

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##### **Axis Bank Limited**

Kochi Branch, Ground Floor, Chicago Plaza, Rajaji Road, Kochi, Kerala 682035  
Tel: 0484-4411005  
Fax: 0484-2384273  
Email: [kochi.branchhead@axisbank.com](mailto:kochi.branchhead@axisbank.com), [kochi.operationshead@axisbank.com](mailto:kochi.operationshead@axisbank.com)  
Contact Person: Mr. Shyam Radhakrishnan  
Website: [www.axisbank.com](http://www.axisbank.com)  
SEBI Registration No.: INB100000017

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**Lead Brokers to the Issue**

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**Axis Capital Limited**

Axis House, Level 1, C-2,  
Wadia International Centre,  
P.B. Marg, Worli, Mumbai 400 025  
**Tel:** (91 22) 4325 3110  
**Fax:** (91 22) 43253000  
**Email:** [ajay.sheth@axiscap.in](mailto:ajay.sheth@axiscap.in) / [vinayak.ketkar@axiscap.in](mailto:vinayak.ketkar@axiscap.in)  
**Contact Person:** Ajay Sheth / Vinayak Ketkar  
**Website:** [www.axiscapital.co.in](http://www.axiscapital.co.in)  
**SEBI Registration No.:** INM000012029

**Edelweiss Broking Limited**

Edelweiss House,  
Off. C.S.T Road,  
Kalina, Mumbai – 400 098  
**Tel:** (91 22) 4009 4400  
**Fax:** NA  
**Email:** [amit.dalvi@edelweissfin.com](mailto:amit.dalvi@edelweissfin.com)/[prakash.boricha@edelweissfin.com](mailto:prakash.boricha@edelweissfin.com)  
**Contact Person:** Mr. Amit Dalvi /Mr. Prakash Boricha  
**Website:** [www.edelweissfin.com](http://www.edelweissfin.com)  
**SEBI Registration No.:** INZ000005231

**Equirus Securities Private Limited**

A-2102 B, 21st Floor, A Wing, Marathon Futurex, N.M.Joshi Marg, Lower  
Parel, Mumbai 400 013  
**Tel:** 079 61909561  
**Fax:** 079 61909560  
**Email:** [jay.soni@equirus.com](mailto:jay.soni@equirus.com) / [admin.equities@equirus.com](mailto:admin.equities@equirus.com)  
**Contact Person:** Jay Soni  
**Website:** [www.equirus.com](http://www.equirus.com)  
**SEBI Registration No.:** INZ000251536

**Bajaj Capital Limited**

Mezzanine Floor, Bajaj House,  
97, Nehru Place,  
New Delhi 110 019  
**Tel:** 011-41693000/67000000  
**Fax:** 022-40099911  
**Email:** [info@bajajcapital.com](mailto:info@bajajcapital.com)  
**Contact Person:** Mohit Mittal  
**Website:** [www.bajajcapital.com](http://www.bajajcapital.com)  
**SEBI Registration No.:** INZ000007732

**Integrated Enterprises (India) Private Limited**

501-502, Coral Classic Commercial Complex, Road No. 20,  
Chembur East, Mumbai 400 071.  
**Tel:** (91 22) 4066 1800  
**Fax:** NA  
**Email:** [krishnan@integratedindia.in](mailto:krishnan@integratedindia.in)  
**Contact Person:** V Krishnan  
**Website:** [www.integratedindia.in](http://www.integratedindia.in)  
**SEBI Registration No.:** INZ000095737

**ICICI Securities Limited**

ICICI Centre, H.T. Parekh Marg,  
Churchgate, Mumbai-400 020  
**Tel:** (+91 22) 2277 7626  
**Fax:** (+91 22) 2288 2455  
**Email:** [rajat.rawal@icicisecurities.com](mailto:rajat.rawal@icicisecurities.com), [customercare@icicisecurities.com](mailto:customercare@icicisecurities.com)  
**Contact Person:** Rajat Rawal  
**Website:** [www.icicisecurities.com](http://www.icicisecurities.com)  
**SEBI Registration No.:** INM000011179

**Muthoot Securities Limited**

1<sup>st</sup> Floor. Alpha Plaza, KP Vallon Road  
Kadavanthara, Kochi  
Kerala 682 020, India  
**Tel:** (91 484) 433 7555  
**Fax:** NA  
**Email:** [securities@muthootsecurities.com](mailto:securities@muthootsecurities.com)  
**Contact Person:** Ragesh G.R. (Director & CEO)  
**Website:** [www.muthootsecurities.com](http://www.muthootsecurities.com)  
**SEBI Registration No.:** BSE: INB011294338;

**SMC Global Securities Limited**

17, Netaji Subhash Marg,  
Opposite Golcha Cinema, Daryaganj,  
New Delhi- 110 002  
**Tel:** 011-66623300 / 9910644949 / 8595851823  
**Fax:** (91 11) 3012 2061  
**Email:** [neerajkhanna@smcindiaonline.com](mailto:neerajkhanna@smcindiaonline.com)  
**Contact Person:** Sushil Joshi / Neeraj Khanna  
**Website:** [www.smctradeonline.com](http://www.smctradeonline.com)  
**SEBI Registration No.:** INB23/07714-31

**IIFL Securities Limited**

6<sup>th</sup> & 7<sup>th</sup> Floor, Akruti Centre Point,  
Central Road, MIDC, Andheri (E),  
Mumbai – 400 093  
**Tel:** (91 22) 3929 4000 / 4103 5000  
**Fax:** (91 22) 2580 6654  
**Email:** [cs@indiainfoline.com](mailto:cs@indiainfoline.com)  
**Contact Person:** Prasad Umarale  
**Website:** [www.indiainfoline.com](http://www.indiainfoline.com)  
**Investor Grievance e-mail ID:** [customergrievances@indiainfoline.com](mailto:customergrievances@indiainfoline.com)  
**SEBI Registration No.:** INZ000164132

**RR Equity Brokers Private Limited**

412-422, Indraprakash Building, 21,  
Barakhamba Road,  
New Delhi – 110001  
**Tel:** (91 11) 2335 4802  
**Fax:** (91 11) 2332 0671  
**Email:** [ipo@rrfl.com](mailto:ipo@rrfl.com)  
**Contact Person:** Jeetesh Kumar  
**Website:** [www.rrfinance.com](http://www.rrfinance.com)  
**SEBI Registration No.:** BSE: INB011219632; NSE: INB231219636

**Kotak Securities Limited**

4th Floor, 12BKC, G Block, Bandra Kurla Complex,  
Bandra (E), Mumbai 400 051  
**Tel:** (91 22) 6748 5470  
**Fax:** NA  
**Email:** [umesh.gupta@kotak.com](mailto:umesh.gupta@kotak.com)  
**Contact Person:** Umesh Gupta  
**Website:** [www.kotak.com](http://www.kotak.com)  
**SEBI Registration No.:** BSE: INB010808153; NSE: INB230808130

**A. K. Stockmart Private Limited**

30-39, Free Press House, 3<sup>rd</sup> Floor, Free Press Journal Marg, 215, Nariman  
Point, Mumbai 400 021.  
**Tel:** (91 22) 6754 6500  
**Fax:** NA  
**Email:** [ashit.raja@akgroup.co.in](mailto:ashit.raja@akgroup.co.in)/[ranjit.dutta@akgroup.co.in](mailto:ranjit.dutta@akgroup.co.in)  
**Contact Person:** Ashit Raja/Ranjit Dutta  
**Website:** [www.akgroup.co.in](http://www.akgroup.co.in)  
**SEBI Registration No.:** INZ000240830

**JM Financial Services Limited**

2, 3 and 4 Kamanwala Chambers, Ground Floor, Sir PM Road, Fort,  
Mumbai 400 001  
**Tel:** 022-6136 3400  
**Fax:** NA  
**Email:** [surajit.mishra@jmfl.com](mailto:surajit.mishra@jmfl.com) / [deepak.vaidya@jmfl.com](mailto:deepak.vaidya@jmfl.com) /  
[tn.kumar@jmfl.com](mailto:tn.kumar@jmfl.com) / [sona.verghese@jmfl.com](mailto:sona.verghese@jmfl.com)  
**Contact Person:** Surajit Mishra/Deepak Vaidya/ TN Kumar/ Sona

Varghese

Website: [www.jmfinancialservices.in](http://www.jmfinancialservices.in)

SEBI Registration No.: INZ000195834

### **Impersonation**

As a matter of abundant precaution, attention of the investors is specifically drawn to the provisions of sub-section (1) of section 38 of the Companies Act, 2013, relating to punishment for fictitious applications which is reproduced below:

*“Any person who —*

*(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*

*(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*

*(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

*shall be liable for action under Section 447.”*

### **Minimum Subscription**

In terms of the SEBI Debt Regulations, for an issuer undertaking a public issue of debt securities the minimum subscription for public issue of debt securities shall be 75% of the Base Issue, i.e., INR 750 Million. If our Company does not receive the minimum subscription of 75% of the Base Issue, within the prescribed timelines under Companies Act and any rules thereto, the entire subscription amount shall be refunded to the Applicants within the timelines prescribed under Applicable Law. In the event, there is a delay, by our Company in making the aforesaid refund within the prescribed time limit, our Company will pay interest at the rate of 15% per annum for the delayed period.

Under Section 39(3) of the Companies Act, 2013 read with Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 if the stated minimum subscription amount is not received within the specified period, the application money received is to be credited only to the bank account from which the subscription was remitted. To the extent possible, where the required information for making such refunds is available with our Company and/or Registrar, refunds will be made to the account prescribed. However, where our Company and/or Registrar does not have the necessary information for making such refunds, our Company and/or Registrar will follow the guidelines prescribed by SEBI in this regard including its circular HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018.

### **Arrangers**

No arrangers have been appointed for this Tranche III Issue.

### **Designated Intermediaries**

#### *Self-Certified Syndicate Banks*

The banks which are registered with SEBI under Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and offer services in relation to ASBA and UPI Mechanism, a list of which is available on <http://www.sebi.gov.in> or at such other website as may be prescribed by SEBI from time to time. A list of the Designated Branches of the SCSBs, with which an Applicant, not applying through the Syndicate, may submit the Application Forms is available at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> or at such other website as may be prescribed by SEBI from time to time.

#### *Self-Certified Syndicate Banks eligible as Issuer Banks for UPI*

The list of SCSBs through which Applications can be submitted by RIBs using the UPI Mechanism is available on the website of the SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> and the details of the eligible Mobile Apps and UPI handle which can be used for such Bids is available on the website of the SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43>, which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.

### *Syndicate SCSB Branches*

In relation to Applications submitted to the Designated Intermediaries, the list of branches of the SCSBs to receive deposits of ASBA Applications from such Designated Intermediaries, as provided on <http://www.sebi.gov.in> or at such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Applications from Designated Intermediaries, see the above mentioned web-link.

### *CRTAs / CDPs*

The list of the CRTAs and CDPs, eligible to accept Applications in the Issue, including details such as postal address, telephone number and email address, are provided on the websites of the BSE at <http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6> for CRTAs and CDPs, as updated from time to time.

### *Broker Centres/ Designated CDP Locations/ Designated RTA Locations*

In accordance with SEBI Circular No. CIR/CFD/14/2012 dated October 4, 2012 and CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, Applicants can submit the Application Forms with the Registered Brokers at the Broker Centres, CDPs at the Designated CDP Locations or the CRTAs at the Designated RTA Locations, respective lists of which, including details such as address and telephone number, are available at the websites of the Stock Exchange at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). The list of branches of the SCSBs at the Broker Centres, named by the respective SCSBs to receive deposits of the Application Forms from the Registered Brokers will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time.

### **Utilisation of Issue proceeds**

Our Board of Directors certify that:

- all monies received out of the Issue shall be credited/transferred to a separate bank account as referred to in Section 40 of the Companies Act, 2013;
- the allotment letter shall be issued or application money shall be refunded/unblocked within six Working Days from the closure of the issue or such lesser time as may be specified by SEBI, or else the application money shall be refunded to the applicants forthwith, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period;
- details of all utilised and unutilised monies out of previous issues made by way of public offer, if any, shall be disclosed and continued to be disclosed under an appropriate head in our balance sheet till the time any part of the proceeds of such previous issue remains unutilized indicating the purpose for which such monies have been utilised and the form in which such unutilised monies have been invested; and
- we shall utilize the Issue proceeds only upon execution of the Debenture Trust Deed(s), creation of security and obtaining Listing and Trading approval as stated in this Tranche III Prospectus in the section titled “*Issue Structure*” beginning on page 98 of this Tranche III Prospectus.
- the Issue proceeds shall not be utilized towards full or part consideration for the purchase or any other acquisition, inter alia by way of a lease, of any immovable property or in the purchase of any business or in the purchase of an interest in any business.

### **Tranche III Issue Programme**

<b>TRANCHE III ISSUE OPENS ON</b>	April 08, 2021
<b>TRANCHE III ISSUE CLOSES ON</b>	April 29, 2021

The subscription list shall remain open for subscription on Working Days from 10 A.M. to 5 P.M., during the period mentioned above, except that this Tranche III Issue may close on such earlier date or extended date as may be decided by the Board or NCD Committee. In the event of such an early closure of or extension of subscription list of this Tranche III Issue, our Company shall ensure that notice of such early closure or extension is given to the prospective

investors through an advertisement in a leading daily national newspaper on or before such earlier date or extended date of closure.

Application Forms for the Tranche III Issue will be accepted only from 10:00 a.m. till 5.00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE, on Working Days during the Issue Period. On the Tranche III Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3.00 p.m. (Indian Standard Time) and uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5 PM on one Working Day post the Tranche III Issue Closing Date.

Due to limitation of time available for uploading the Applications on the electronic platform of the Stock Exchange on the Tranche III Issue Closing Date, Applicants are advised to submit their Application Forms one day prior to the Tranche III Issue Closing Date and, not later than 3.00 p.m. (Indian Standard Time) on the Tranche III Issue Closing Date. Applicants are cautioned that in the event a large number of Applications are received on the Tranche III Issue Closing Date, there may be some Applications which are not uploaded due to lack of sufficient time to upload. Such Applications that cannot be uploaded will not be considered for allocation under this Tranche III Issue. Application Forms will only be accepted on Working Days during the Tranche III Issue Period. Neither our Company, nor the Designated Intermediaries will be liable for any failure in uploading the Applications due to failure in any software/hardware systems or otherwise. As per the SEBI circular dated October 29, 2013, the allotment in this Tranche III Issue should be made on the basis of date of upload of each application into the electronic book of the Stock Exchange. However, on the date of oversubscription, the allotments should be made to the applicants on proportionate basis.

## THE ISSUE

The following is a summary of the Tranche III Issue. This summary should be read in conjunction with, and is qualified in its entirety by, more detailed information in the chapter titled “*Terms of the Issue*” beginning on page 93 of this Tranche III Prospectus.

### Common Terms of NCDs

<b>Issuer</b>	Muthoot Finance Limited
<b>Lead Managers</b>	Edelweiss Financial Services Limited, JM Financial Limited, Equirus Capital Private Limited and A. K. Capital Services Limited.
<b>Debenture Trustee</b>	IDBI Trusteeship Services Limited
<b>Registrar to the Issue</b>	Link Intime India Private Limited
<b>Type and nature of instrument</b>	Secured, redeemable non-convertible debentures of face value ₹ 1,000 each
<b>Base Issue</b>	₹ 1,000 million
<b>Option to retain Oversubscription Amount</b>	₹ 16,000 million.
<b>Tranche III Issue Size</b>	₹ 17,000 million
<b>Shelf Limit</b>	₹ 40,000 million
<b>Face Value (in ₹ / NCD)</b>	₹ 1,000
<b>Issue Price (in ₹ / NCD)</b>	₹ 1,000
<b>Minimum application</b>	₹ 10,000 (10 NCDs) (for all options of NCDs, namely Option I, Option II, Option III, Option IV, Option V, Option VI, Option VII and Option VIII).
<b>In multiples of Seniority</b>	₹ 1,000.00 (1 NCD) Senior (to clarify, the claims of the Secured NCD Holders shall be superior to the claims of any unsecured creditors, subject to applicable statutory and/or regulatory requirements). The Secured NCDs would constitute secured obligations of ours and shall rank pari passu inter se, present and future and subject to any obligations under applicable statutory and/or regulatory requirements, shall also, with regard to the amount invested, be secured by way of first <i>pari passu</i> charge on current assets, book debts, loans and advances, and receivables including gold loan receivables, both present and future, of our Company, by way of hypothecation. The issuer shall create and maintain security for the Secured NCDs in favour of the Debenture Trustee for the Secured NCD Holders on the book value of the above assets as appearing in the balance sheet from time to time to the extent of 100% of the amount outstanding in respect of Secured NCDs, including interest thereon, at any time. The Company is required to obtain permissions / consents from the prior creditors having corresponding assets as Security, in favour of the Debenture Trustee, for creation of such pari passu charge. The Company had applied to the prior creditors for such permissions / consents and has obtained all permissions / consents from such creditors thereby enabling it to undertake the Issue.
<b>Mode of Issue</b>	Public Issue
<b>Issue</b>	Public issue by our Company of Secured NCDs of face value of ₹ 1,000.00 each, for an amount up to ₹ 40,000 million (“ <b>Shelf Limit</b> ”), hereinafter referred to as the “ <b>Issue</b> ”. The NCDs will be issued in one or more tranches up to the Shelf Limit, on terms and conditions as set out in the relevant Tranche Prospectus for any Tranche Issue (each a “ <b>Tranche Issue</b> ”)
<b>Tranche III Issue</b>	Public Issue by the Company of secured redeemable non-convertible debentures of face value of ₹ 1,000 each (“ <b>NCDs</b> ”) for an amount of ₹ 1,000 million (“ <b>Base Issue</b> ”) with an option to retain oversubscription up to ₹ 16,000 million aggregating upto 17,000,000 NCDs amounting to ₹ 17,000 million (“ <b>Tranche III Issue Limit</b> ”) (“ <b>Tranche III Issue</b> ”) which is within the shelf limit of ₹ 40,000 million and is being offered by way of this Tranche III Prospectus dated March 31, 2021 containing, inter alia, the terms and conditions of this Tranche III Issue (“ <b>Tranche III Prospectus</b> ”), which should be read together with the Shelf Prospectus dated October 22, 2020 (“ <b>Shelf Prospectus</b> ”) filed with the Registrar of Companies, Kerala and Lakshadweep, the Stock Exchange and the SEBI.
<b>Listing</b>	BSE  BSE shall be the Designated Stock Exchange for the Issue.
<b>Lock-in</b>	The NCDs are proposed to be listed within 6 Working Days from the Tranche III Issue Closing Date.
<b>Mode of Allotment and Trading</b>	N.A.
<b>Mode of settlement</b>	NCDs will be issued and traded compulsorily in dematerialised form.
<b>Trading Lot</b>	Please refer to the section titled “ <i>Issue Structure</i> ” beginning on page 98 of this Tranche III Prospectus.
<b>Depositories</b>	One (1) NCD
<b>Security</b>	NSDL and CDSL
	Security for the purpose of this Tranche III Issue and every Tranche Issue will be created in accordance with the terms of the Debenture Trust Deed. For further details please refer to the section titled “ <i>Issue Structure</i> ” beginning on

**Who can apply/  
Eligible Investors  
Credit Ratings**

page 98 of this Tranche III Prospectus.

Please refer to the section titled "Issue Procedure" beginning on page 118 of this Tranche III Prospectus.

Rating agency	Instrument	Rating symbol	Date of credit rating letter	Amount rated	Rating definition
(A) ICRA	NCDs	"[ICRA] AA(Stable)"	September 26, 2020 and further revalidated by rating letters dated October 09, 2020 and November 30, 2020	Secured NCDs for ₹ 40,000.00 million rated "[ICRA] AA (Stable)"	Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.

The rating mentioned above was upgraded by ICRA and the revised rating is set out below:

ICRA	NCDs	"[ICRA] AA+/Stable"	March 15, 2021	Secured NCDs for ₹ 40,000.00 million rated "[ICRA] AA+ /Stable"	Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.
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(B) CRISIL	NCDs	"CRISIL AA/Positive"	September 22, 2020 and further revalidated by rating letters dated October 08, 2020 and December 01, 2020	Secured NCDs for ₹ 40,000.00 million rated "CRISIL AA/Positive"	Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.
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The rating mentioned above was upgraded by CRISIL and the revised rating is set out below:

CRISIL	NCDs	"CRISIL AA+/Stable"	March 17, 2021	Secured NCDs for ₹ 40,000.00 million rated "CRISIL AA+/Stable"	Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.
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Please refer to pages 187 to 228 of this Tranche III Prospectus for rating letter and rationale for the above ratings. Please refer to the disclaimer clause of ICRA and CRISIL on page 17 under the chapter "General Information".

**Pay-in date  
Record Date**

Application Date. The entire Application Amount is payable on Application.

The Record Date for payment of interest in connection with the NCDs or repayment of principal in connection therewith shall be 15 days prior to the date on which interest is due and payable, and/or the date of redemption. Provided that trading in the NCDs shall remain suspended between the aforementioned Record Date in connection with redemption of NCDs and the date of redemption or as prescribed by the Stock Exchange, as the case may be. In case Record Date falls on a day when Stock Exchange is having a trading holiday, the immediate subsequent trading day or a date notified by the Company to the Stock Exchange, will be deemed as the Record Date.

**All covenants of the Issue (including side letters, accelerated payment clause, etc.)**

The applicable covenants to the Issue shall be based on the Shelf Prospectus, Tranche Prospectus and Debenture Trust Deed and have been indicated below:

The Company shall:

1. pay the principal and interest on the Secured NCDs;
2. create additional security, if the Debenture Trustee is of the opinion that during the subsistence of these presents, the security for the Secured NCDs has become inadequate on account of the margin requirements;
3. execute all documents and do all acts as the Debenture Trustee may require for exercising its rights and powers, including for creation or enforcement of security;
4. conduct its business with due efficiency and applicable technical, managerial and financial standards;

5. submit a half yearly report regarding the use of the proceeds of the Issue, accurate payment of the interest, as certified by the statutory auditors to the Debenture Trustee;
6. submit a valuation report, if required with respect to the security, or a revaluation report as applicable;
7. at the end of each Financial Year submit an annual credit rating. In case of any degradation, Company shall provide additional security;
8. keep proper books of account and make true entries of all dealings and transactions, in relation to the Security and the business of the Company and shall keep such books of account at its registered office;
9. provide to the Debenture Trustee such information relating to the business, property and affairs of the Company and the Debenture Trustee shall be entitled to nominate a firm of Chartered Accountant to examine the books of account, documents and property of the Company and to investigate the affairs of the Company;
10. permit the Debenture Trustee to enter into or upon and to view the state and condition of all the security and all expenses for the purpose of such inspection shall be covered by the Company;
11. forthwith give, notice in writing to the Debenture Trustee of all orders, directions, notice or commencement of any proceedings of any court/tribunal affecting or likely to affect the security;
12. to register the provisions relating to the security in compliance with the Companies Act;
13. maintain its corporate existence and shall maintain and comply with all now held or any other rights, licences, privileges or concessions acquired in the conduct of its business;
14. pay all stamp duty, taxes, charges and penalties as required;
15. comply with all Applicable Laws;
16. reimburse all sums paid or expenses incurred by the Debenture Trustee or Receiver or other person appointed by the Debenture Trustee;
17. inform the Debenture Trustee if the Company has notice of any application for winding up having been made or any statutory notice of winding up is given to the Company under the Companies Act, the Insolvency and Bankruptcy Code, 2016 or other legal process intended to be filed or initiated against the Company that is affecting title of the Company with respect to its properties;
18. inform the Debenture Trustee of the happening of any labour strikes, lockouts, shut-downs, fires or any event likely to have a substantial effect on the Company's profits or business and the reasons therefor;
19. inform the Debenture Trustee of any loss or damage, which the Company may suffer due to force majeure circumstances or act of God against which the Company may not have insured its properties;
20. submit its duly audited annual accounts, within 6 months from the close of its Financial Year and in case the statutory audit is not likely to be completed during this period, the Company shall get its accounts audited by an independent firm of chartered accountants and furnish the same to the Debenture Trustee;
21. submit its duly audited annual accounts, within 6 months from the close of its Financial Year and in case the statutory audit is not likely to be completed during this period, the Company shall get its accounts audited by an independent firm of chartered accountants and furnish the same to the Debenture Trustee;
22. furnish the following information to the Debenture Trustee:
  - (a) on a quarterly basis: (i) certificate from the director or managing director of the Company, certifying the amount of Security; and (ii) certificate from an independent chartered accountant certifying the amount of Security;
  - (b) on a half yearly basis, certificate from the statutory auditor of the Company giving the value of receivables/book debts including compliance with the covenants of the Offer Document/Information Memorandum in the manner as may be specified by SEBI from time to time;
  - (c) inform the Debenture Trustee of any change in its name, any change in the composition of its Board of Directors or change in the nature and conduct of its business prior to such change being effected; and
  - (d) inform the Debenture Trustee prior to declaration or distribution of dividend by the Company;
  - (e) any additional documents and information as specified in Regulation 56 of SEBI LODR Regulations, 2015, as amended from time to time.
23. maintain the security cover in respect of the outstanding Secured NCDs until all secured obligations in relation to the Secured NCDs are paid in full;
24. submit a quarterly report to the Debenture Trustee containing the following particulars:
  - (a) updated list of names and address of all Secured NCD Holders;
  - (b) details of interest due but unpaid and reasons for the same;
  - (c) the number and nature of grievances received from the Secured NCD Holders including those resolved by the Company and unresolved by the Company and reasons for the same; and
  - (d) statement that the assets of the Company available as security are sufficient to discharge the claims of the Secured



	NCD Holders as and when the same become due.
	25. ensure that the Security of the Company is always sufficient to discharge the secured obligations and that such assets are free from any other encumbrances except the permitted security interest.
	<b>Negative Covenants</b>
	The Company shall not, without the prior written approval of the Debenture Trustee:
	1. declare or pay any dividend to its shareholders during any financial year unless it has paid the instalment of principal amount and interest then due and payable on the Secured NCDs;
	2. undertake any new project, diversification, modernisation or substantial expansion of any project unless it has paid the instalment of principal and interest then due and payable on the Secured NCDs;
	3. create any subsidiary or permit any company to become its subsidiary unless it has paid the instalment of principal and interest then due and payable on the Secured NCDs;
	4. undertake or permit any merger, consolidation, reorganisation, amalgamation, reconstruction, scheme of arrangement or compromise with its creditors or shareholders or effect any scheme of amalgamation or reconstruction;
	5. voluntarily suffers any act, which has a substantial effect on its business profits, production or sales;
	6. permit any act whereby the payment of any principal or interest on the Secured NCDs may be hindered or delayed; or
	7. subordinate any rights under these Secured NCDs to any other series debentures or prefer any payments under series debentures.
	The Company shall not make material modification to the structure of the NCDs in terms of coupon, conversion, redemption, or otherwise without prior approvals and requirements as mentioned in Regulation 59 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
	Apart from the Transaction Documents, no other documents have been executed for the issue.
	The Secured NCDs are not subject to any mandatory prepayment/ early redemption clause(s) except as a consequence of an event of default.
	Further, the terms of the Issue regarding interest, payment of interest, maturity and redemption are set out in the section titled "Issue Related Information" on page 93 of this Tranche III Prospectus.
<b>Tranche III Issue Schedule*</b>	The Tranche III Issue shall be open from April 08, 2021 to April 29, 2021 with an option to close earlier and/or extend upto a period as may be determined by the NCD Committee.
<b>Objects of the Issue</b>	Please refer to the section titled " <i>Objects of the Issue</i> " on page 44 of this Tranche III Prospectus.
<b>Details of the utilisation of Issue proceeds</b>	Please refer to the section titled " <i>Objects of the Issue</i> " on page 44 of this Tranche III Prospectus.
<b>Coupon rate, coupon payment date and redemption premium/discount</b>	Please refer to the section titled " <i>Issue Structure</i> " beginning on page 98 of this Tranche III Prospectus.
<b>Step up/ Step down interest rates</b>	N.A.
<b>Interest type</b>	Fixed
<b>Interest reset process</b>	N.A.
<b>Tenor</b>	Please refer to the section titled " <i>Issue Structure</i> " beginning on page 98 of this Tranche III Prospectus.
<b>Coupon payment frequency</b>	Please refer to the section titled " <i>Issue Structure</i> " beginning on page 98 of this Tranche III Prospectus.
<b>Redemption date</b>	Please refer to the section titled " <i>Issue Structure</i> " beginning on page 98 of this Tranche III Prospectus.
<b>Redemption Amount</b>	Please refer to the section titled " <i>Issue Structure</i> " beginning on page 98 of this Tranche III Prospectus.
<b>Day count convention</b>	Actual/Actual
<b>Working Days convention/Day count convention / Effect of holidays on payment</b>	All days excluding the second and the fourth Saturday of every month, Sundays and a public holiday in Kochi or Mumbai or at any other payment centre notified in terms of the Negotiable Instruments Act, 1881, except with reference to Issue Period where working days shall mean all days, excluding Saturdays, Sundays and public holidays in India or at any other payment centre notified in terms of the Negotiable Instruments Act, 1881. Furthermore, for the purpose of post issue period, i.e. period beginning from Issue Closing Date to listing of the NCDs, Working Days shall be all trading days of stock exchanges excluding Sundays and bank holidays in Mumbai.
	Interest shall be computed on an actual/actual basis i.e. 365 days-a-year basis on the principal outstanding on the NCDs. However, if period from the Deemed Date Of Allotment / anniversary date of Allotment till one day prior to the next anniversary / redemption date includes February 29, interest shall be computed on 366 days a-year basis, on the principal outstanding on the NCDs.
	If the date of payment of interest or any date specified does not fall on a Working Day, then the succeeding Working Day will be considered as the effective date for such payment of interest, as the case may be (the " <b>Effective Date</b> "). Interest or other amounts, if any, will be paid on the Effective Date. For avoidance of doubt, in case of interest payment on

	Effective Date, interest for period between actual interest payment date and the Effective Date will be paid in normal course in next interest payment date cycle. Payment of interest will be subject to the deduction of tax as per Income Tax Act, 1961 or any statutory modification or re-enactment thereof for the time being in force. In case the Maturity Date falls on a holiday, the maturity proceeds will be paid on the immediately previous Working Day along with the coupon/interest accrued on the NCDs until but excluding the date of such payment.
<b>Tranche III Issue Opening Date</b>	April 08, 2021
<b>Tranche III Issue Closing Date</b>	April 29, 2021
<b>Default interest rate</b>	In the event of any default in fulfillment of obligations by our Company under the Debenture Trust Deed(s), the default interest rate payable to the applicant shall be as prescribed under the Debenture Trust Deed(s).
<b>Put/Call Date/Price Option</b>	N.A.
<b>Deemed Date of Allotment</b>	The date on which the Board or the duly authorised committee of the Board constituted by resolution of the Board dated May 16, 2018 approves the Allotment of the NCDs for each Tranche Issue. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs (as specified for Tranche III Issue by way of this Tranche III Prospectus) shall be available to the Debenture holders from the Deemed Date of Allotment.
<b>Transaction documents</b>	Draft Shelf Prospectus dated September 30, 2020, the Shelf Prospectus dated October 22, 2020, this Tranche III Prospectus, Application Form, Tripartite Agreements dated December 8, 2010 and letter of extension dated March 14, 2011 and August 25, 2006, between the Company, the Registrar and CDSL and NSDL, Engagement Letters dated September 30, 2020 appointing Edelweiss Financial Services Limited, JM Financial Limited and Equirus Capital Private Limited as the Lead Managers respectively, Engagement Letter dated October 14, 2020 appointing A. K. Capital Services Limited as the Lead Manager, Addendum Advertisement to the Draft Shelf Prospectus and the Shelf Prospectus, Issue Agreement dated September 30, 2020 between our Company and the Lead Managers, Amendment to the Issue Agreement dated October 14, 2020, the memorandum of understanding dated September 30, 2020 with the Registrar to the Issue, Amendment to the Registrar MOU dated October 14, 2020, the Public Issue Account Agreement dated March 25, 2021 with the Public Issue Account Bank, the Refund Bank, the Sponsor Bank, the Lead Managers and the Registrar to the Issue, the Lead Broker Agreement dated March 25, 2021 with the Lead Brokers and the Lead Managers, the Debenture Trustee Agreement dated September 30, 2020 and further amended by amendment agreement dated March 30, 2021, executed between our Company and the Debenture Trustee and the Debenture Trust Deed to be executed between our Company and the Debenture Trustee for creating the security over the Secured NCDs issued under the Issue and to protect the interest of NCD Holders under the Issue.
<b>Conditions precedent and subsequent to the Issue</b>	The conditions precedent and subsequent to disbursement will be finalised upon execution of the Debenture Trust Deed.
<b>Events of default (including manner of voting/conditions of joining Inter Creditor Agreement)</b>	Please refer to the section titled " <i>Issue Structure-Events of default</i> " on page 116 of this Tranche III Prospectus.
<b>Recovery expense fund</b>	The Company undertakes to deposit an amount in recovery expense fund in the manner as may be specified by SEBI from time to time and inform the Debenture Trustee regarding the creation of such fund.  The recovery expense fund may be utilised by Debenture Trustee, in the event of default by the Company under the terms of the Debenture Trust Deed, for taking appropriate legal action to enforce the security.
<b>Conditions for breach of covenants (as specified in the Debenture Trust Deed)</b>	Upon occurrence of any default in the performance or observance of any term, covenant, condition or provision contained in the Shelf Prospectus, this Tranche III Prospectus and the Debenture Trust Deed and, except where the Debenture Trustee certifies that such default is in its opinion incapable of remedy (in which case no notice shall be required), such default continues for thirty days after written notice has been given thereof by the Debenture Trustee to the Company requiring the same to be remedied, it shall constitute an event of default.  The Debenture Trustee may, at any time, waive, on such terms and conditions as to it shall seem expedient, any breach by the Company of any of the covenants and provisions in these presents contained without prejudice to the rights of the Debenture Trustee in respect of any subsequent breach thereof.
<b>Cross Default</b>	Please refer to the section titled " <i>Issue Structure-Events of default</i> " on page 116 of this Tranche III Prospectus.
<b>Roles and responsibilities of the Debenture Trustee</b>	Please refer to the section titled " <i>Issue Structure-Events of default</i> " on page 116 of this Tranche III Prospectus. Please refer to the section titled " <i>Issue Structure-Trustees for the Secured NCD Holders</i> " on page 115 of this Tranche III Prospectus respectively.
<b>Risk factors pertaining to the Issue</b>	Please refer to the section titled " <i>Risk Factors</i> " on page 11 of the Shelf Prospectus and page 88 of this Tranche III Prospectus.
<b>Governing law and jurisdiction</b>	This Tranche III Issue shall be governed in accordance with the laws of the Republic of India and shall be subject to the exclusive jurisdiction of the courts of Mumbai.

In terms of Regulation 4(2)(d) of the SEBI Debt Regulations, the Company will make public issue of NCDs in the dematerialised form. However, in terms of Section 8 (1) of the Depositories Act, the Company, at the request of the Applicants who wish to hold the NCDs post allotment in physical form, will fulfill such request through the process of rematerialisation.

\*The subscription list shall remain open for subscription on Working Days from 10 A.M. to 5 P.M., during the period indicated above, except that the Tranche III Issue may close on such earlier date or extended date as may be decided by the Board or the NCD Committee. In the event of such an early closure of or extension of subscription list of the Tranche III Issue, our Company shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in a national daily newspaper with wide circulation on or before such earlier date or

extended date of closure. Application Forms for the Issue will be accepted only from 10:00 a.m. till 5.00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE, on Working Days during the Issue Period. On the Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3.00 p.m. (Indian Standard Time) and uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE.

While the Secured NCDs will be secured to the tune of 100% of the principal and interest amount or as per the terms of the Shelf Prospectus and this Tranche III Prospectus in favour of Debenture Trustee, it is the duty of the Debenture Trustee to monitor that the security is maintained. However, the recovery of 100% of the amount shall depend on the market scenario prevalent at the time of enforcement of the security.

The specific terms of each instrument to be issued pursuant to this Tranche III Issue is as set out in this Tranche III Prospectus.

Please see pages 120, 119 and 139 of this Tranche III Prospectus under sections "*Issue Procedure – How to apply*" "*Issue Procedure – Who can apply*" and "*Issue Procedure – Basis of allotment*", respectively for details of category wise eligibility and allotment in the Issue.

The specific terms of each instrument are set out below:

<b>Terms and conditions in connection with Secured NCDs<sup>(1)</sup> Options</b>	<b>I</b>	<b>II</b>	<b>III</b>	<b>IV</b>	<b>V</b>	<b>VI</b>	<b>VII</b>	<b>VIII</b>
<b>Frequency of Interest Payment</b>	Monthly*	Monthly*	Annually**	Annually**	Annually**	Annually**	NA	NA
<b>Who can apply</b>	<b>All categories of investors (Category I, II, III &amp; IV)</b>							
<i>Category I– Institutional</i>								
<i>Category II– Non-institutional</i>								
<i>Category III- High Net Worth Individual</i>								
<i>Category IV- Retail Individual</i>								
<b>Minimum Application</b>	₹10,000 (10 NCDs)	₹10,000 (10 NCDs)	₹10,000 (10 NCDs)	₹10,000 (10 NCDs)	₹10,000 (10 NCDs)	₹10,000 (10 NCDs)	₹10,000 (10 NCDs)	₹10,000 (10 NCDs)
<b>In multiples of</b>	₹1,000.00 (1 NCD)	₹1,000.00 (1 NCD)	₹1,000.00 (1 NCD)	₹1,000.00 (1 NCD)	₹1,000.00 (1 NCD)	₹1,000.00 (1 NCD)	₹1,000.00 (1 NCD)	₹1,000.00 (1 NCD)
<b>Face Value of NCDs ( / NCD)</b>	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00
<b>Issue Price ( / NCD)</b>	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00
<b>Tenor from Deemed Date of Allotment</b>	38months	60 months	26 months	38months	60 months	120 months	38months	60 months
<b>Base Coupon Rate (% per annum) (A)</b>								
<i>Category I- Institutional</i>	6.85%	7.35%	6.60%	7.10%	7.60%	8.00%	NA	NA
<i>Category II- Non Institutional</i>	6.85%	7.35%	6.60%	7.10%	7.60%	8.00%	NA	NA
<i>Category III-High Net Worth Individual</i>	6.85%	7.35%	6.60%	7.10%	7.60%	8.00%	NA	NA
<i>Category IV-Retail Individual</i>	6.85%	7.35%	6.60%	7.10%	7.60%	8.00%	NA	NA
<b>Additional incentive on Base Coupon Rate (% per annum) on any Record Date as applicable to Category III and Category IV investors (B)<sup>(2)</sup></b>								
<i>Category III- High Net Worth Individual</i>	0.25%	0.25%	0.25%	0.25%	0.25%	0.25%	NA	NA
<i>Category IV- Retail Individual</i>	0.25%	0.25%	0.25%	0.25%	0.25%	0.25%	NA	NA

<b>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)})</b>								
<i>Category I- Institutional</i>	6.85%	7.35%	6.60%	7.10%	7.60%	8.00%	NA	NA
<i>Category II- Non Institutional</i>	6.85%	7.35%	6.60%	7.10%	7.60%	8.00%	NA	NA
<i>Category III- High Net Worth Individual</i>	7.10%	7.60%	6.85%	7.35%	7.85%	8.25%	NA	NA
<i>Category IV- Retail Individual</i>	7.10%	7.60%	6.85%	7.35%	7.85%	8.25%	NA	NA
<b>Effective Yield (Per annum)<sup>(3)</sup></b>								
<i>Category I- Institutional</i>	6.85%	7.35%	6.60%	7.10%	7.60%	8.00%	7.10%	7.60%
<i>Category II- Non Institutional</i>	6.85%	7.35%	6.60%	7.10%	7.60%	8.00%	7.10%	7.60%
<i>Category III- High Net Worth Individual</i>	7.10%	7.60%	6.85%	7.35%	7.85%	8.25%	7.35%	7.85%
<i>Category IV- Retail Individual</i>	7.10%	7.60%	6.85%	7.35%	7.85%	8.25%	7.35%	7.85%
<b>Mode of Payment</b>	Through various options available							
<b>Amount ( / NCD) on Maturity<sup>(4)</sup></b>								
<i>Category I- Institutional</i>	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,243.02	₹1,442.32
<i>Category II- Non Institutional</i>	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,243.02	₹1,442.32
<i>Category III- High Net Worth Individual</i>	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,252.26	₹1,459.15
<i>Category IV- Retail Individual</i>	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,252.26	₹1,459.15
<b>Maturity Date (From Deemed Date of Allotment)</b>	38months	60 months	26 months	38months	60 months	120 months	38months	60 months
<b>Nature of indebtedness</b>	<b>Secured and non-convertible</b>							
<b>Put and Call option</b>	<b>N.A.</b>							

\* With respect to Options where interest is to be paid on a monthly basis, relevant interest will be calculated 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. For the first interest payment for NCDs under the monthly options, interest from the Deemed Date of Allotment till the last day of the subsequent month will be clubbed and paid on the first day of the month next to that 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 Schedule A for details pertaining to the cash flows of the Company in accordance with the SEBI circular bearing number CIR/IMD/DF/18/2013 dated October 29, 2013 and CIR/IMD/DF-1/122/2016 dated November 11, 2016.

(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 allot the Option IV NCDs, as specified in this Tranche III Prospectus to all valid Applications, wherein the Applicants have not indicated their choice of the relevant option of NCDs.

## CAPITAL STRUCTURE

### Details of share capital

The share capital of our Company as of December 31, 2020 is set forth below:

		Amount in ₹
<b>A</b>	<b>Authorised share capital</b>	
	450,000,000 Equity Shares of ₹ 10.00 each	4,500,000,000.00
	5,000,000 Redeemable Preference Shares of ₹ 1,000.00 each	5,000,000,000.00
	<b>TOTAL</b>	<b>9,500,000,000.00</b>
<b>B</b>	<b>Issued, subscribed and paid-up share capital</b>	
	401,189,121 Equity Shares of ₹ 10.00 each	4,011,891,210
<b>C</b>	<b>Securities Premium Account</b>	<b>15,01,52,27,414.87</b>

This Tranche III Issue will not result in any change of the paid-up capital and securities premium account of the Company.

### Changes in the authorised capital of our Company as of December 31, 2020

Details of increase in authorised share capital since incorporation

S.No.	Particulars of increase	Date of Shareholders meeting	AGM/EGM
1.	Increase in authorised share capital from ₹ 6,000,000.00 divided into 600,000 equity shares of ₹ 10.00 each to ₹ 26,000,000.00 divided into 2,600,000 equity shares of ₹ 10.00 each.	November 20, 2001	EGM
2.	Increase in authorised share capital from ₹ 26,000,000.00 divided into 2,600,000 equity shares of ₹ 10.00 each to ₹ 86,000,000.00 divided into 8,600,000 equity shares of ₹ 10.00 each*.	August 21, 2004	Court convened general meeting
3.	Increase in authorised share capital from ₹ 86,000,000.00 divided into 8,600,000 equity shares of ₹ 10.00 each to ₹ 500,000,000.00 divided into 50,000,000 equity shares of ₹ 10.00 each.	September 10, 2008	AGM
4.	Increase in authorised share capital from ₹ 500,000,000.00 divided into 50,000,000 equity shares of ₹ 10.00 each to ₹ 3,500,000,000.00 divided into 350,000,000 equity shares of ₹ 10.00 each.	August 24, 2009	EGM
5.	Increase in authorised share capital from ₹ 3,500,000,000.00 divided into 350,000,000 equity shares of ₹ 10.00 each to ₹ 4,500,000,000.00 divided into 450,000,000 equity shares of ₹ 10.00 each.	September 21, 2010	EGM
6.	Increase in authorised share capital from ₹ 4,500,000,000.00 divided into 450,000,000 equity shares of ₹ 10.00 each to ₹ 9,500,000,000.00 divided into 450,000,000 equity shares of ₹ 10.00 each and 5,000,000 redeemable preference shares of ₹ 1,000.00 each.	March 07, 2011	EGM

\*This increase in authorised share capital was pursuant to the order of the High Court of Kerala, Ernakulam dated January 31, 2005 approving the scheme of arrangement and amalgamation of Muthoot Enterprises Private Limited with our Company. For further details regarding the scheme of arrangement and amalgamation, see "History and Main

Objects” on page 120 of this Shelf Prospectus.

## Notes to capital structure

### 1. Share capital history of the Company

(a) Equity Share capital history of the Company as of December 31, 2020

Date of allotment	No. of Equity Shares	Face value (₹)	Issue price (₹)	Nature of consideration	Reasons for allotment	Cumulative no. of Equity Shares	Cumulative paid-up share capital (₹)	Cumulative premium (₹)	share
March 14, 1997	4,000	10.00	10.00	Cash	Subscription to the Memorandum(1)	4,000	40,000.00	-	
March 30, 1998	250,000	10.00	10.00	Cash	Preferential Allotment(2)	254,000	2,540,000.00	-	
March 06, 2002	1,750,000	10.00	30.00	Cash	Preferential Allotment(3)	2,004,000	20,040,000.00	35,000,000.00	
March 21, 2005	1,993,230	10.00	-	Consideration other than cash, pursuant to scheme of amalgamation	Allotment pursuant to scheme of amalgamation.(4)	3,997,230	39,972,300.00	35,000,000.00	
October 31, 2006	1,000,000	10.00	250.00	Cash	Preferential Allotment(5)	4,997,230	49,972,300.00	275,000,000.00	
February 27, 2007	2,770	10.00	10.00	Cash	Preferential Allotment(6)	5,000,000	50,000,000.00	275,000,000.00	
July 31, 2008	1,000,000	10.00	250.00	Cash	Preferential Allotment(7)	6,000,000	60,000,000.00	515,000,000.00	
October 21, 2008	42,000,000	10.00	-	N.A.	Bonus issue in the ratio 7:1(8)	48,000,000	480,000,000.00	515,000,000.00	
December 31, 2008	1,000,000	10.00	250.00	Cash	Preferential Allotment(9)	49,000,000	490,000,000.00	755,000,000.00	
August 29, 2009	252,000,000	10.00	-	N.A.	Bonus issue in the ratio 36:7(10)	301,000,000	3,010,000,000.00	0	
July 23, 2010	6,404,256	10.00	123.00	Cash	Preferential allotment to Matrix Partners India Investments, LLC pursuant to the Matrix Investment	307,404,256	3,074,042,560.00	723,680,928.00	

Date of allotment	No. of Equity Shares	Face value (₹)	Issue price (₹)	Nature of consideration	Reasons for allotment	Cumulative no. of Equity Shares	Cumulative paid-up share capital (₹)	Cumulative share premium (₹)
July 23, 2010	6,404,256	10.00	123.00	Cash	Agreement. Preferential allotment to Baring India Private Equity Fund III Limited pursuant to the Baring Investment Agreement	313,808,512	3,138,085,120.00	1,447,361,856.00
September 08, 2010	3,042,022	10.00	133.00	Cash	Preferential allotment to Kotak India Private Equity Fund pursuant to the Kotak Investment Agreement.	316,850,534	3,168,505,340.00	1,821,530,562.00
September 08, 2010	160,106	10.00	133.00	Cash	Preferential allotment to Kotak Investment Advisors Limited pursuant to the Kotak Investment Agreement.	317,010,640	3,170,106,400.00	1,841,223,600.00
September 23, 2010	1,440,922	10.00	173.50	Cash	Preferential allotment to Matrix Partners India Investments, LLC pursuant to the Matrix Investment Agreement.	318,451,562	3,184,515,620.00	2,076,814,380.00
September 23, 2010	1,761,206	10.00	173.50	Cash	Preferential allotment to The Wellcome Trust Limited (as trustee of The Wellcome Trust, United Kingdom) pursuant to the Wellcome Investment Agreement.	320,212,768	3,202,127,680.00	2,364,771,561.00
May 03, 2011	51,500,000	10.00	175.00	Cash	Allotment pursuant to initial public offering	371,712,768	3,717,127,680.00	10,862,271,561.00
April 29, 2014	25,351,062	10.00	165.00	Cash	Allotment pursuant to Institutional Placement Programme	397,063,830	3,970,638,300.00	14,500,195,725.00
January 06, 2015	1,63,400	10.00	50.00	Cash	Allotment pursuant to	397,227,230	3,972,272,300.00	14,471,966,693.96



Date of allotment	No. of Equity Shares	Face value (₹)	Issue price (₹)	Nature of consideration	Reasons for allotment	Cumulative no. of Equity Shares	Cumulative paid-up share capital (₹)	Cumulative share premium (₹)
					ESOP Scheme			
January 06, 2015	4,85,181	10.00	10.00	Cash	Allotment pursuant to ESOP Scheme	397,712,411	3,977,124,110.00	14,524,026,615.26
March 06, 2015	1,68,960	10.00	10.00	Cash	Allotment pursuant to ESOP Scheme	397,881,371	3,978,813,710.00	14,542,156,023.26
March 06,2015	85,048	10.00	50.00	Cash	Allotment pursuant to ESOP Scheme	397,966,419	3,979,664,190.00	14,551,281,673.66
June 04, 2015	21,641	10.00	10.00	Cash	Allotment pursuant to ESOP Scheme	397,988,060	3,979,880,600.00	14,553,603,752.96
June 04, 2015	11,900	10.00	50.00	Cash	Allotment pursuant to ESOP Scheme	397,999,960	3,979,999,600.00	14,554,880,622.96
September 15, 2015	9,394	10	10.00	Cash	Allotment pursuant to ESOP Scheme	398,009,354	3,980,093,540.00	14,556,020,991.1
September 15, 2015	34,642	10	50.00	Cash	Allotment pursuant to ESOP Scheme	398,043,996	3,980,439,960.00	14,561,724,761.76
March 16, 2016	6,02,106	10	10.00	Cash	Allotment pursuant to ESOP Scheme	39,86,46,102	3,98,64,61,020.00	14,626,198,343.56
March 16, 2016	356,230	10	50.00	Cash	Allotment pursuant to ESOP Scheme	39,90,02,332	3,99,00,23,320.00	14,665,742,013.56
June 27, 2016	23,782	10	10.00	Cash	Allotment pursuant to ESOP Scheme	39,90,26,114	3,99,02,61,140.00	14,668,297,172.16
June 27, 2016	24,820	10	50.00	Cash	Allotment pursuant to ESOP Scheme	39,90,50,934	3,99,05,09,340.00	14,670,994,528.16
December 21, 2016	12,525	10	10.00	Cash	Allotment pursuant to ESOP Scheme	39,90,63,459	3,99,06,34,590.00	14,672,469,914.66
December 21, 2016	392,280	10	50.00	Cash	Allotment pursuant to ESOP Scheme	39,94,55,739	3,99,45,57,390.00	14,717,877,388.66
March 23, 2017	19,810	10	50	Cash	Allotment pursuant to ESOP Scheme	399,475,549	3,994,755,490.00	14,721,810,886.66
May 09, 2017	3,512	10	10	Cash	Allotment pursuant to ESOP Scheme	399,479,061	3,994,790,610.00	14,72,21,70,618.27
May 09, 2017	57,235	10	50	Cash	Allotment pursuant to ESOP Scheme	399,536,296	3,995,362,960.00	14,73,14,90,439.47
August 07, 2017	4,113	10	10	Cash	Allotment pursuant to ESOP Scheme	399,540,409	3,995,404,090.00	14,73,22,60,652.08
August 07, 2017	26,280	10	50	Cash	Allotment pursuant to ESOP Scheme	399,566,689	3,995,666,890.00	14,73,70,68,218.87
December 11, 2017	2,575	10	10	Cash	Allotment pursuant to ESOP Scheme	399,569,264	3,995,692,640.00	14,73,74,30,738.24
December 11, 2017	344,650	10	50	Cash	Allotment pursuant to ESOP Scheme	399,913,914	3,999,139,140.00	14,78,00,35,375.64

Date of allotment	No. of Equity Shares	Face value (₹)	Issue price (₹)	Nature of consideration	Reasons for allotment	Cumulative no. of Equity Shares	Cumulative paid-up share capital (₹)	Cumulative share premium (₹)
March 29, 2018	3,225	10	10	Cash	ESOP Scheme Allotment pursuant to ESOP Scheme	399,917,139	3,999,171,390.00	14,78,03,58,544.64
March 29, 2018	124,100	10	50	Cash	Allotment pursuant to ESOP Scheme	400,041,239	4,000,412,390.00	14,79,70,41,885.56
May 15, 2018	1,925	10	10	Cash	Allotment pursuant to ESOP Scheme	400,043,164	4,000,431,640.00	14,79,72,35,012.87
May 15, 2018	48,280	10	50	Cash	Allotment pursuant to ESOP Scheme	400,091,444	4,000,914,440.00	14,80,66,55,856.87
September 19, 2018	3,237	10	10	Cash	Allotment pursuant to ESOP Scheme	400,094,681	4,000,946,810.00	14,80,74,55,069.06
September 19, 2018	117,090	10	50	Cash	Allotment pursuant to ESOP Scheme	400,211,771	4,002,117,710.00	14,83,37,32,460.56
December 18, 2018	2,125	10	10	Cash	Allotment pursuant to ESOP Scheme	400,213,896	4,002,138,960.00	14,83,39,98,282.12
December 18, 2018	369,385	10	50	Cash	Allotment pursuant to ESOP Scheme	400,583,281	4,005,832,810.00	14,87,84,45,960.17
February 20, 2019	45,080	10	50	Cash	Allotment pursuant to ESOP Scheme	400,628,361	4,006,283,610.00	14,88,41,99,305.82
March 23, 2019	32,955	10	50	Cash	Allotment pursuant to ESOP Scheme	400,661,316	4,006,613,160.00	14,89,04,08,705.22
June 21, 2019	41,080	10	50	Cash	Allotment pursuant to ESOP Scheme	400,702,396	4,007,023,960.00	14,89,79,86,083.12
August 24, 2019	100	10	10	Cash	Allotment pursuant to ESOP Scheme	400,702,496	4,007,024,960.00	14,89,80,31,314.12
August 24, 2019	30,405	10	50	Cash	Allotment pursuant to ESOP Scheme	400,732,901	4,007,329,010.00	14,90,59,03,709.52
October 28, 2019	475	10	10	Cash	Allotment pursuant to ESOP Scheme	400,733,376	4,007,333,760.00	14,90,61,16,058.27
October 28, 2019	131,105	10	50	Cash	Allotment pursuant to ESOP Scheme	400,864,481	4,008,644,810.00	14,94,26,16,047.87
December 31, 2019	500	10	10	Cash	Allotment pursuant to ESOP Scheme	400,864,981	4,008,649,810.00	14,942,746,010.37
December 31, 2019	103,720	10	50	Cash	Allotment pursuant to ESOP Scheme	400,968,701	4,009,687,010.00	14,955,189,481.52
March 14, 2020	68,625	10	50	Cash	Allotment pursuant to ESOP Scheme	401,037,326	4,010,373,260.00	14,96,87,93,484.00
July 18, 2020	41,010	10	50	Cash	Allotment pursuant to ESOP Scheme	401,078,336	4,010,783,360.00	14,97,89,91,189.30
July 18, 2020	200	10	10	Cash	Allotment pursuant to ESOP Scheme	401,078,536	4,010,785,360.00	14,97,90,81,124.82

Date of allotment	No. of Equity Shares	Face value (₹)	Issue price (₹)	Nature of consideration	Reasons for allotment	Cumulative no. of Equity Shares	Cumulative paid-up share capital (₹)	Cumulative share premium (₹)
September 29,2020	93,680	10	50	Cash	ESOP Scheme Allotment pursuant to ESOP Scheme	401,172,216	4,011,722,160.00	15,01,06,68,847.87
December 22,2020	16,905	10	50	Cash	Allotment pursuant to ESOP Scheme	401,189,121	4,011,891,210.00	15,01,52,27,414.87

1. *At the time of incorporation, upon subscription to the Memorandum, allotment of 1,000 Equity Shares to each of M.G. George Muthoot, George Thomas Muthoot, George Jacob Muthoot and George Alexander Muthoot.*
2. *Allotment of 62,500 Equity Shares to each of M.G. George Muthoot, George Thomas Muthoot, George Jacob Muthoot and George Alexander Muthoot.*
3. *Allotment of Equity Shares to M.G. George Muthoot (200, 000), George Thomas Muthoot (200,000), George Jacob Muthoot (200,000), George Alexander Muthoot (250,000), Georgie Kurien (150,000), Valsa Kurien (150,000), Sara George (150,000), Susan Thomas (150,000), Elizabeth Jacob (150,000), and Anna Alexander (150,000).*
4. *Allotment of Equity Shares to M.G George Muthoot (684,700), George Thomas Muthoot (234,366), George Alexander Muthoot (587, 866), Susan Thomas (58,733), George Jacob Muthoot (340,900), Elizabeth Jacob (38,133), Anna Alexander (48,433), Paul M. George (33), George M. George (33) and George M. Alexander (33) pursuant to order of the High Court of Kerala, Ernakulam dated January 31, 2005 approving the scheme of arrangement and amalgamation of Muthoot Enterprises Private Limited with the Company whereby every shareholder of Muthoot Enterprises Private Limited is entitled to shares of the Company in the ratio of 3:1. For further details regarding the scheme of arrangement and amalgamation, see "History and Main Objects" on page 120 of the Shelf Prospectus.*
5. *Allotment of Equity Shares to M.G. George Muthoot (228,700), George Alexander Muthoot (228,700), George Thomas Muthoot (228,700), George Jacob Muthoot (228,700), Anna Alexander (30,000), Georgie Kurien (2,400), Sara George (4,800), Susan Thomas (4,800), Elizabeth Jacob (30,000), George M. George (10,000), Paul M. George (800), Alexander M. George (800), George M. Jacob (800) and George M. Alexander (800).*
6. *Allotment of Equity Shares to George Alexander Muthoot.*
7. *Allotment of Equity Shares to M.G. George Muthoot (120,000), George Alexander Muthoot (120,000), George Thomas Muthoot (120,000), George Jacob Muthoot (120,000), Anna Alexander (52,000), Sara George (52,000), Susan Thomas (52,000), Elizabeth Jacob (52,000), George M. George (52,000), Paul M George (52,000), Alexander M. George (52,000), George M. Jacob (52,000), George M. Alexander (52,000) and Eapen Alexander (52,000).*
8. *Allotment of Equity Shares to M.G. George Muthoot (10,828,300), George Alexander Muthoot (10,519,852), George Thomas Muthoot (4,525,962), George Jacob Muthoot (5,264,700), Anna Alexander (1,963,031), Sara George (1,447,600), Susan Thomas (1,508,731), Elizabeth Jacob (1,540,931), George M. George (434,931), Paul M. George (370,531), Alexander M. George (370,300), George M. Jacob (370,300), George M. Alexander (370,531), Eapen Alexander (365,400), Susan Kurien (700), Reshma Susan Jacob (700), Anna Thomas (700), Valsa Kurien (1,050,000 ) and Georgie Kurien (1,066,800).*
9. *Allotment of Equity Shares to M.G. George Muthoot (120,000), George Alexander Muthoot (120,000), George Thomas Muthoot (120,000), George Jacob Muthoot (120,000), Anna Alexander (52,000), Sara George (52,000), Susan Thomas (52,000), Elizabeth Jacob (52,000), George M. George (52,000), Paul M George (52,000), Alexander M. George (52,000), George M. Jacob (52,000), George M. Alexander (52,000) and Eapen Alexander (52,000).*
10. *Allotment of Equity Shares to M.G. George Muthoot (37,800,000), George Alexander Muthoot (37,800,000), George Thomas Muthoot (37,800,000), George Jacob Muthoot (37,800,000), Anna Alexander (12,600,000), Sara George (11,414,736), Susan Thomas (25, 200,000), Elizabeth Jacob (12,600,000), George M. George (5,670,000), Paul M.*

George (2,445,264), Alexander M. George (5,670,000), George M. Jacob (12,600,000), George M. Alexander (6,300,000), Eapen Alexander (6,300,000).

11. *Equity Shares issued for consideration other than cash*

<b>Date of allotment</b>	<b>No. of Equity Shares</b>	<b>Issue price (₹)</b>	<b>Reasons for allotment</b>	<b>Benefits accruing to the Company</b>
March 21, 2005	1, 993, 230	-	Pursuant to scheme of amalgamation <sup>(12)</sup>	Allotment pursuant to scheme of amalgamation.
<b>TOTAL</b>	1, 993, 230			

12. *Allotment of Equity Shares to M.G George Muthoot (684,700), George Thomas Muthoot (234,366), George Alexander Muthoot (587,866), Susan Thomas (58,733), George Jacob Muthoot (340,900), Elizabeth Jacob (38,133), Anna Alexander (48,433), Paul M George (33), George M George (33) and George M. Alexander (33) pursuant to order of the High Court of Kerala, Ernakulam dated January 31, 2005 approving the scheme of arrangement and amalgamation of Muthoot Enterprises Private Limited with the Company whereby every shareholder of Muthoot Enterprises Private Limited is entitled to shares of the Company in the ratio of 3:1. For further details regarding the scheme of arrangement and amalgamation see “History and Main Objects” on page 120 of this Shelf Prospectus.*

13. *Cumulative share premium have been adjusted for impact of IND-AS implementation for allotments from April 01, 2017.*

The Company has not issued any equity shares for consideration other than cash in the two financial years immediately preceding the date of this Tranche III Prospectus.

Share holding pattern of our Company as on December 31, 2020

Summary Statement Holding of Equity Shareholders

Category	Category & Name of shareholders	Nos. of shareholders	No. of fully paid up equity shares held	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (A+B+C2)	Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
						No. (a)	As a % of total Shares held(b)	
<b>A</b>	<b>Shareholding pattern of the Promoter and Promoter Group</b>							
<b>1</b>	<b>Indian</b>							
(a)	Individuals / Hindu Undivided Family	13	294,463,872	294,463,872	73.3978	0	0.0000	294,463,872
(b)	Central Government / State Government(s)	0	0	0	0.0000	0	0.0000	0
(c)	Financial Institutions / Banks	0	0	0	0.0000	0	0.0000	0
(d)	Any Other (Specify)	0	0	0	0.0000	0	0.0000	0
	<b>Sub Total (A)(1)</b>	<b>13</b>	<b>294,463,872</b>	<b>294,463,872</b>	<b>73.3978</b>	<b>0</b>	<b>0.0000</b>	<b>294,463,872</b>
<b>2</b>	<b>Foreign</b>							
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.0000	0	0.0000	0
(b)	Government	0	0	0	0.0000	0	0.0000	0
(c)	Institutions	0	0	0	0.0000	0	0.0000	0
(d)	Foreign Portfolio Investor	0	0	0	0.0000	0	0.0000	0
(e)	Any Other (Specify)	0	0	0	0.0000	0	0.0000	0
	<b>Sub Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>
	<b>Total Shareholding Of Promoter And Promoter Group</b>	<b>13</b>	<b>294,463,872</b>	<b>294,463,872</b>	<b>73.3978</b>	<b>0</b>	<b>0.0000</b>	<b>294,463,872</b>

	(A)= (A)(1)+(A)(2)							
<b>B</b>	<b>Public shareholder</b>							
<b>1</b>	<b>Institutions</b>							
(a)	Mutual Fund	27	24,780,862	24,780,862	6.1769	NA	NA	24,780,862
(b)	Venture Capital Funds	0	0	0	0.0000	NA	NA	0
(c)	Alternate Investment Funds	22	1,770,311	1,770,311	0.4413	NA	NA	1,770,311
(d)	Foreign Venture Capital Investors	0	0	0	0.0000	NA	NA	0
(e)	Foreign Portfolio Investor	468	60,605,294	60,605,294	15.1064	NA	NA	60,605,294
(f)	Financial Institutions / Banks	2	52,329	52,329	0.0130	NA	NA	52,329
(g)	Insurance Companies	10	1,457,982	1,457,982	0.3634	NA	NA	1,457,982
(h)	Provident Funds/ Pension Funds	0	0	0	0.0000	NA	NA	0
(i)	Any Other (Specify)	0	0	0	0.0000	NA	NA	0
	<b>Sub Total (B)(1)</b>	<b>529</b>	<b>88,666,778</b>	<b>88,666,778</b>	<b>22.1010</b>	<b>NA</b>	<b>NA</b>	<b>88,666,778</b>
<b>2</b>	<b>Central Government/ State Government(s)/ President of India</b>							
	Central Government / State Government(s)	0	0	0	0.00	NA	NA	0
	<b>Sub Total (B)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>NA</b>	<b>NA</b>	<b>0</b>
<b>3</b>	<b>Non-Institutions</b>							
(a)	Individuals		0			NA	NA	
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	151,071	10,564,984	10,564,984	2.6334	NA	NA	10,564,587
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	27	4,815,509	4,815,509	1.2003	NA	NA	4,815,509

(b)	NBFCs registered with RBI	3	1575	1575	0.0004	NA	NA	1575
	Trust Employee	0	0	0	0.0000	NA	NA	0
(d)	Overseas Depositories(holding DRs) (balancing figure)	0	0	0	0.0000	NA	NA	0
(e)	Any Other (Specify)	6,520	2,676,403	2,676,403	0.6671	NA	NA	2,676,403
	IEPF	1	7,240	7,240	0.0018	NA	NA	7,240
	Trusts	21	89,903	89,903	0.0224	NA	NA	89,903
	Foreign Nationals	1	100	100	0.0000	NA	NA	100
	Hindu Undivided Family	2,032	270,448	270,448	0.0674	NA	NA	270,448
	Non Resident Indians (Non Repat)	1,018	255,482	255,482	0.0637	NA	NA	255,482
	Non Resident Indians (Repat)	2,370	484,698	484,698	0.1208	NA	NA	484,698
	Clearing Member	192	279,730	279,730	0.0697	NA	NA	279,730
	Bodies Corporate	885	1,288,802	1,288,802	0.3212	NA	NA	1,288,802
	<b>Sub Total (B)(3)</b>	<b>157,621</b>	<b>18,058,471</b>	<b>18,058,471</b>	<b>4.5012</b>	<b>NA</b>	<b>NA</b>	<b>18,058,074</b>
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)</b>	<b>158,150</b>	<b>106,725,249</b>	<b>106,725,249</b>	<b>26.6022</b>	<b>NA</b>	<b>NA</b>	<b>106,724,852</b>
<b>C</b>	<b>Total Non-Promoter- Non Public Shareholding</b>							
<b>1</b>	<b>Custodian/DR Holder</b>	0	0	0	0.0000	0	0.0000	0
<b>2</b>	<b>Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)</b>	0	0	0	0.0000	0	0.0000	0
	<b>Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)</b>	0	0	0	0.0000	0	0.0000	0

	<b>Total</b>	<b>158,163</b>	<b>401,189,121</b>	<b>401,189,121</b>	<b>100</b>	<b>0</b>	<b>0.0000</b>	<b>401,188,724</b>
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2. *Our top ten shareholders and the number of Equity Shares held by them as on December 31, 2020 is as follows:*

S. No.	Name	No. of Equity Shares (face value of ₹ 10 each)	No. of Equity Shares in demat form	As % of total number of shares
1.	M G George Muthoot *	46,551,632	46,551,632	11.6034%
2.	George Alexander Muthoot	43,630,900	43,630,900	10.8754%
3.	George Jacob Muthoot	43,630,900	43,630,900	10.8754%
4.	George Thomas Muthoot	43,630,900	43,630,900	10.8754%
5.	Susan Thomas	29,985,068	29,985,068	7.4740%
6.	George M Jacob	15,050,000	15,050,000	3.7513%
7.	Anna Alexander	14,935,068	14,935,068	3.7227%
8.	Elizabeth Jacob	14,935,068	14,935,068	3.7227%
9.	Sara George	13,519,336	13,519,336	3.3698%
10.	Eapen Alexander	7,525,000	7,525,000	1.8757%
11.	George M Alexander	7,525,000	7,525,000	1.8757%
	<b>TOTAL</b>	<b>280,918,872</b>	<b>280,918,872</b>	<b>70.0215%</b>

\* Mr. M G George Muthoot has passed away on March 05, 2021. Shares held by him have been transmitted to his nominee, Mrs. Sara George on March 30, 2021.

3. *The list of top ten debenture holders\* as on March 19, 2021 is as follows:*

S. No.	Name of holder	Aggregate amount (in ₹ million)
1	SBI Mutual Fund	13000.00
2	HDFC Trustee Company Ltd	11515.00
3	ICICI Prudential Mutual Fund	9545.00
4	Aditya Birla Sun Life Trustee Private Limited	7850.00
5	Larsen And Toubro Limited	6822.50
6	Kotak Mahindra Trustee Co.Ltd	5834.36
7	State Bank Of India	5000.00
8	Nippon Life India Trustee Ltd	4572.22
9	Union Bank of India	2950.00
10	Axis Mutual Fund Trustee Limited	2405.50

\*on cumulative basis

4. *Debt to equity ratio - Consolidated*

The debt to equity ratio prior to this Tranche III Issue is based on a total outstanding debt of ₹ 505,979.53 million and Equity amounting to ₹ 144,932.88 million as on December 31, 2020. The debt equity ratio post the Tranche III Issue, (assuming subscription of NCDs aggregating to ₹17,000.00 million) would be 3.61 times, based on a total outstanding debt of ₹522,979.53 million and equity of ₹ 144,932.88 million as on December 31, 2020.

Particulars	(in ₹ million)	
	Prior to the Tranche III Issue (as of December 31, 2020)	Post the Tranche III Issue#
Debt Securities	143,549.73	160,549.73*
Borrowings (other than debt securities)	355,845.35	355,845.35
Deposits	2,554.05	2,554.05
Subordinated Liabilities	4,030.40	4,030.40
<b>Total Debt</b>	<b>505,979.53</b>	<b>522,979.53</b>

Particulars	Prior to the Tranche III Issue (as of December 31, 2020)	Post the Tranche III Issue#
<b>Equity</b>		
- Equity Share Capital	4,011.89	4,011.89
- Other Equity	140,920.99	140,920.99
<b>Total Equity</b>	<b>144,932.88</b>	<b>144,932.88</b>
<b>Debt Equity Ratio (No. of Times)#</b>	3.49	3.61

#The debt-equity ratio post the Tranche III Issue is indicative and is on account of total outstanding debt and equity as on December 31, 2020 and an assumed inflow of ₹ 17,000.00 million from the Tranche III Issue as mentioned in this Tranche III Prospectus and does not include contingent and off-balance sheet liabilities. The actual debt-equity ratio post the Tranche III Issue would depend upon the actual position of debt and equity on the date of allotment.

\*Tranche III Issue amount of ₹ 17,000.00 million is classified under Debt Securities.

#### Debt to equity ratio - Standalone

The debt to equity ratio prior to this Tranche III Issue is based on a total outstanding debt of ₹ 464,732.21 million and equity amounting to ₹ 141,780.29 million as on December 31, 2020. The debt equity ratio post the Tranche III Issue, (assuming subscription of NCDs aggregating to ₹17,000.00 million) would be 3.40 times, based on a total outstanding debt of ₹ 481,732.21 million and equity of ₹141,780.29 million as on December 31, 2020.

Particulars	Prior to the Tranche III Issue (as of December 31, 2020)	Post the Tranche III Issue#
Debt Securities	135,161.88	152,161.88*
Borrowings (other than debt securities)	327,170.48	327,170.48
Subordinated Liabilities	2,399.85	2,399.85
<b>Total Debt</b>	<b>464,732.21</b>	<b>481,732.21</b>
<b>Equity</b>		
- Equity Share Capital	4,011.89	4,011.89
- Other Equity	137,768.40	137,768.40
<b>Total Shareholders' Funds</b>	<b>141,780.29</b>	<b>141,780.29</b>
<b>Debt Equity Ratio (No. of Times)#</b>	3.28	3.40

#The debt-equity ratio post the Tranche III Issue is indicative and is on account of total outstanding debt and equity as on December 31, 2020 and an assumed inflow of ₹ 17,000.00 million from the Tranche III Issue as mentioned in this Tranche III Prospectus and does not include contingent and off-balance sheet liabilities. The actual debt-equity ratio post the Tranche III Issue would depend upon the actual position of debt and equity on the date of allotment.

\* Tranche III Issue amount of ₹ 17,000.00 million is classified under Debt Securities.

For details on the total outstanding debt of our Company, please refer to the section titled “Disclosures on Existing Financial Indebtedness” beginning on page 55 of this Tranche III Prospectus.

5. The aggregate number of securities of the Company that have been purchased or sold by the Promoter Group, Directors of the Company and their relatives within 6 months immediately preceding the date of this Tranche III Prospectus is as below:

Particulars	No. of securities	Amount (in ₹ million)
By Promoter Group- Number of non-convertible debentures purchased	Nil	Nil
By Promoter Group- Number of non-convertible debentures Sold	Nil	Nil
By Directors- Number of non-convertible debentures Purchased	Nil	Nil
By Directors- Number of non-convertible debentures Sold	Nil	Nil
By Relatives--Number of non-convertible debentures	Nil	Nil

Particulars	No. of securities	Amount (in ₹ million)
purchased		
By Relatives--Number of non-convertible debentures sold	Nil	Nil

It is clarified that no other securities including shares of the Company were either purchased or sold by the Promoter Group, Directors of the Company and their relatives within 6 months immediately preceding the date of this Tranche III Prospectus.

6. We confirm that no securities of our Subsidiary have been purchased or sold by the Promoter Group, Directors of the Company and their relatives within 6 months immediately preceding the date of this Tranche III Prospectus.

7. ***ESOP Scheme***

The shareholders of the Company in their meeting dated September 27, 2013 have given their approval for issuance of employee stock options. Pursuant to the aforesaid approval, the Board (which includes duly authorised committee by the Board) has approved the 'Muthoot ESOP 2013' scheme. The Company has obtained in principal approval of the stock exchanges where the share capital of the Company is listed i.e. BSE and NSE for listing upto 11,151,383 equity shares of face value of ₹ 10/- each on exercise of the employee stock options by the eligible employees from time to time who are in receipt of grants made by the Board.

## OBJECTS OF THE ISSUE

Our Company proposes to utilise the funds which are being raised through the Issue, after deducting the Tranche III Issue related expenses to the extent payable by our Company (“**Net Proceeds**”), towards funding the following objects (collectively, referred to herein as the “**Objects**”):

### Issue proceeds

The details of the proceeds of the Tranche III Issue are summarized below:

Particulars	Estimated amount (in ₹ million)
Gross proceeds to be raised through Tranche III Issue	17,000
Less: - Tranche III Issue related expenses	170
Net proceeds of the Tranche III Issue after deducting the Tranche Issue related expenses	16,830

The Net Proceeds raised through the Tranche III Issue will be utilised for following activities in the ratio provided as below:

- For the purpose of lending- minimum of 75% of the amount raised and allotted in the Issue
- For General Corporate Purposes- shall not exceed 25% of the amount raised and allotted in the Issue

The main objects clause of the Memorandum of Association of our Company permits our Company to undertake its existing activities as well as the activities for which the funds are being raised through this Tranche III Issue.

### Issue Related Expenses

The expenses for the Tranche III Issue include, inter alia, lead management fees and selling commission to the lead managers, lead-brokers, fees payable to debenture trustees, underwriters, the Registrar to the Issue, SCSBs’ commission/ fees payable to the intermediaries as provided for in the Debt UPI Circular, printing and distribution expenses, legal fees, advertisement expenses and listing fees. The Tranche III Issue expenses and listing fees will be paid by our Company.

The estimated breakdown of the total expenses for the Tranche III Issue is as follows:

Activity	Expenses (₹ in million)
Fees to intermediaries (Lead Management Fee, brokerage, rating agency, registrar, legal advisors, Debenture Trustees etc.)	130
Advertising and Marketing Expenses	25
Printing and Stationery	15
Total	170

*The above expenses are indicative and are subject to change depending on the actual level of subscription to the Tranche III Issue, the number of allottees, market conditions and other relevant factors.*

### Purpose for which there is a requirement of funds

As stated in this section.

### Funding plan

NA

### Summary of the project appraisal report

NA

### Schedule of implementation of the project

NA

### **Monitoring of utilisation of funds**

There is no requirement for appointment of a monitoring agency in terms of SEBI Debt Regulations. The Board of Directors of our Company shall monitor the utilisation of the proceeds of the Issue. Our Company will disclose in the Company's financial statements for the relevant financial year, the utilisation of the proceeds of the Tranche III Issue under a separate head along with details, if any, in relation to all such proceeds of the Tranche III Issue that have not been utilised thereby also indicating investments, if any, of such unutilised proceeds of the Issue.

### **Interim use of proceeds**

The management of the Company, in accordance with the policies formulated by it from time to time, will have flexibility in deploying the proceeds received from the Issue. Pending utilisation of the proceeds out of the Tranche III Issue for the purposes described above, the Company intends to temporarily invest funds in high quality interest bearing liquid instruments including money market mutual funds, deposits with banks or temporarily deploy the funds in investment grade interest bearing securities as may be approved by the Board / Committee of Directors of the Company, as the case may be. Such investment would be in accordance with the investment policy of our Company approved by the Board or any committee thereof from time to time and the same shall be disclosed in the balance sheet as per the provisions of the Companies Act, 2013.

### **Other confirmations**

In accordance with the SEBI Debt Regulations, our Company will not utilise the proceeds of the Tranche III Issue for providing loans to or acquisition of shares of any person who is a part of the same group as our Company or who is under the same management as our Company or any subsidiary of our Company.

The Tranche III Issue proceeds shall not be utilised towards full or part consideration for the purchase or any other acquisition, *inter alia* by way of a lease, of any immovable property.

No part of the proceeds from this Tranche III Issue will be paid by us as consideration to our Promoter, our Directors, Key Managerial Personnel, or companies promoted by our Promoter except in the usual course of business.

No part of the proceeds from this Tranche III Issue will be utilized for buying, trading or otherwise dealing in equity shares of any other listed company.

Further the Company undertakes that Issue proceeds from NCDs allotted to banks shall not be used for any purpose, which may be in contravention of the RBI guidelines on bank financing to NBFCs including those relating to classification as capital market exposure or any other sectors that are prohibited under the RBI regulations.

The Company confirms that it will not use the proceeds of the Issue for the purchase of any business or in the purchase of any interest in any business whereby the Company shall become entitled to the capital or profit or losses or both in such business exceeding 50% thereof, the acquisition of any immovable property or acquisition of securities of any other body corporate.

### **Utilisation of the proceeds of the Tranche III Issue**

- (a) All monies received out of the Tranche III Issue shall be credited/transferred to a separate bank account as referred to in Section 40 of the Companies Act, 2013.
- (b) Details of all monies utilised out of Tranche III Issue referred to in sub-item (a) shall be disclosed under an appropriate separate head in our Balance Sheet indicating the purpose for which such monies had been utilised.
- (c) Details of all unutilised monies out of issue of NCDs, if any, referred to in sub-item (a) shall be disclosed under an appropriate separate head in our Balance Sheet indicating the form in which such unutilised monies have been invested.
- (d) the details of all utilized and unutilised monies out of the monies collected in the previous issue made by way of public offer shall be disclosed and continued to be disclosed in the balance sheet till the time any part of the proceeds of such previous issue remains unutilized indicating the purpose for which such monies have been utilized, and the securities or other forms of financial assets in which such unutilized monies have been invested;
- (e) We shall utilize the Tranche III Issue proceeds only upon execution of the Debenture Trust Deed(s) as stated in this Tranche III Prospectus, creation of security as stated in this Tranche III Prospectus, receipt of the listing

and trading approval from the Stock Exchange and on receipt of the minimum subscription of 75% of the Base Issue, i.e. ₹ 750 million.

- (f) The Tranche III Issue proceeds shall not be utilized towards full or part consideration for the purchase or any other acquisition, inter alia by way of a lease, of any immovable property.

**STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE DEBENTURE HOLDERS UNDER  
THE APPLICABLE LAWS IN INDIA**

To,

**The Board of Directors**  
**Muthoot Finance Limited**  
2<sup>nd</sup> Floor, Muthoot Chambers  
Opposite Saritha Theatre Complex  
Banerji Road, Kochi 682 018  
Kerala, India

Dear Sir(s),

We hereby report that the enclosed statement in **Annexure A**, states the possible tax benefits available to the debenture holders of Muthoot Finance Limited (the Company) pursuant to the issue under the Income Tax Act, 1961 i.e. applicable for the Financial Year 2020-21 relevant to the assessment year 2021-22 presently in force in India and also considering the proposals in the Finance Bill (Lok Sabha), 2021 as applicable for the Financial Year 2021-22 relevant to the assessment year 2022-23.

Several of these tax benefits/consequences are dependent on the debenture holders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the debenture holders to derive the tax benefits is dependent upon fulfilment of such conditions based on business imperatives it faces in the future it may or may not choose to fulfil.

The preparation of the contents in the enclosed annexure is the responsibility of the Company's management. The benefits discussed in the enclosed statement are neither exhaustive nor conclusive. We are informed that the enclosed annexure is only intended to provide general information to the debenture holders and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences and changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

Our views are based on the existing provisions of tax law and its interpretations, which are subject to change or modification by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retroactive, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein.

Our confirmation is based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

We do not express any opinion or provide any assurance as to whether:

- the debenture holders will continue to obtain these benefits in future; or
- the conditions prescribed for availing the benefits, where applicable have been/would be met with; and
- the revenue authorities/courts will concur with the views expressed herein.

The enclosed annexure is intended solely for your information and for inclusion in the Tranche III Prospectus in connection with the proposed issue of non-convertible debentures and is not to be used, referred to or distributed for any other purpose without our prior written consent.

**For Varma & Varma**  
FRN:004532S)  
Sd/-  
**Gopi K**  
Partner  
Chartered Accountants  
Membership No:214435

UDIN: 21214435AAAAFE9342

Place: Kochi  
Date: March 26, 2021

## Annexure A

### STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE DEBENTURE HOLDERS

The following tax benefits will be available to the debenture holders as per the existing provisions of law. The tax benefits are given as per the prevailing tax laws and may vary from time to time in accordance with amendments to the law or enactments thereto. The Debenture Holder is advised to consider the tax implications in respect of subscription to the Debentures after consulting his tax advisor as alternate views are possible. We are not liable to the Debenture Holder in any manner for placing reliance upon the contents of this statement of tax benefits.

#### IMPLICATIONS UNDER THE INCOME-TAX ACT, 1961 ('I.T. ACT')

##### I. To the Resident Debenture Holder ("Resident" as defined under Section 6 of the IT Act)

1. Interest on NCD received by Debenture Holders would be subject to tax at the normal rates of tax in accordance with and subject to the provisions of the I.T. Act
2. Listed debentures held as capital asset as defined under section 2(14) of the I.T. Act is treated as a long term capital asset if the same is held for more than 12 months immediately preceding the date of its transfer (Section 2(29A) of the I.T Act, read with Section 2(42A) of the I.T. Act)

Long-term Capital Gains (other than long-term capital gains chargeable under section 112A of the IT Act) will be chargeable to tax under Section 112 of the IT Act, at a rate of 20% (plus applicable surcharge and health and education cess respectively) with indexation.

Where the tax payable in respect of any income arising from the transfer of a long term capital asset being NCD exceeds 10% of the amount of capital gains before giving effect to the indexation benefit, then, such excess shall be ignored for the purpose of computing tax payable by the debenture holder.

However as per the fourth proviso to Section 48 of I.T. Act, benefit of indexation of cost of acquisition under second proviso of Section 48 of I.T. Act, is not available in case of bonds and debenture, except capital indexed bonds issued by the Government and the Sovereign Gold Bond issued by the Reserve Bank of India under the Sovereign Gold Bond Scheme, 2015. Thus, long term capital gains arising out of debentures would be subject to tax at the rate of 10 % (plus applicable surcharge and health and education cess) computed without indexation, as the benefit of indexation of cost of acquisition is not available in the case of debentures.

In case of an individual or HUF, being a resident, where the total income as reduced by such long-term capital gains is below the maximum amount which is not chargeable to income-tax, then, such long-term capital gains shall be reduced by the amount by which the total income as so reduced falls short of the maximum amount which is not chargeable to income-tax and the tax on the balance of such long-term capital gains shall be computed at the rate mentioned above.

3. Short-term capital gains on the transfer of listed debentures, where debentures are held for a period of not more than 12 months would be taxed at the normal rates of tax in accordance with and subject to the provisions of the I.T. Act. The provisions relating to maximum amount not chargeable to tax would apply to such short term capital gains.
4. In case the debentures are held as stock in trade by the Debenture holder, the income on transfer of debentures would be taxed as business income or loss in accordance with and subject to the provisions of the I.T. Act. Where the debentures are sold by the Debenture Holder(s) before maturity, the gains arising therefrom are generally treated as capital gains or business income, as the case may be. However, there is an exposure that the Indian Revenue Authorities (especially at lower level) may seek to challenge the said characterisation and hold such gains/income as interest income in the hands of such Debenture Holder(s). Further, cumulative or regular returns on debentures held till maturity would generally be taxable as interest income taxable under the head Income from other sources where debentures are held as investments or business income where debentures are held as trading asset / stock in trade.
5. As per Section 74 of the I.T. Act, short-term capital loss on transfer of debentures suffered during the year is allowed to be set-off against short-term as well as long-term capital gains of the said year. Balance loss, if any could be carried forward for eight years for claiming set-off against subsequent years' short-



term as well as long-term capital gains. Long-term capital loss on debentures suffered during the year is allowed to be set-off only against long-term capital gains. Balance loss, if any, could be carried forward for eight years for claiming set-off against subsequent year's long-term capital gains.

6. Income tax is deductible at source on interest on debentures, at the time of credit/payment to the resident debenture holder as per the provisions of Section 193 of the I.T. Act. However, no income tax is deductible at source in respect of any security issued by a company in a dematerialized form and is listed on recognized stock exchange in India in accordance with the Securities Contracts (Regulation) Act, 1956 and the rules made thereunder. Hence tax will not be withheld by the company from the payment of interest on NCD.
7. Interest on application money would be subject to tax at the normal rates of tax in accordance with and subject to the provisions of the I.T. Act and tax would need to be withheld at the time of credit/payment as per the provisions of Section 194A of the I.T. Act at 10%. As per Section 197B of the IT Act, the TDS rate under Section 194A of the IT Act is reduced from 10% to 7.5% for the period May 14, 2020 to March 31, 2021. However, no income tax would be withheld if the aggregate interest credited/ paid does not exceed Rs 5000 in a financial year to a resident individual/ HUF.
8. In case where tax has to be deducted at source while paying interest, the Company is not required to deduct surcharge and health and education cess
9. Income tax is required to be deducted at source at lower rate/ Nil rate in respect the following:
  - a) When the Assessing Officer issues a certificate on an application by a Debenture Holder on satisfaction that the total income of the Debenture holder justifies no/lower deduction of tax at source as per the provisions of Section 197(1) of the I.T. Act; and that certificate is filed with the Company before the prescribed date of closure of books for payment of debenture interest.
  - b) i. When the resident Debenture Holder with Permanent Account Number ('PAN') (not being a company or a firm) submits a declaration as per the provisions of Section 197A(1A) of the I.T. Act in the prescribed Form 15G verified in the prescribed manner to the effect that the tax on his estimated total income of the financial year in which such income is to be included in computing his total income will be NIL. However under Section 197A(1B) of the I.T. Act, Form 15G cannot be submitted nor considered for exemption from tax deduction at source if the dividend income referred to in Section 194, interest on securities, interest, withdrawal from NSS and income from units of mutual fund or of Unit Trust of India as the case may be or the aggregate of the amounts of such incomes credited or paid or likely to be credited or paid during the financial year in which such income is to be included exceeds the maximum amount which is not chargeable to income tax.
    - ii. Senior citizens, who are 60 or more years of age at any time during the financial year, enjoy the special privilege to submit a self-declaration in the prescribed Form 15H for non deduction of tax at source in accordance with the provisions of Section 197A(1C) of the I.T. Act even if the aggregate income credited or paid or likely to be credited or paid exceeds the maximum amount not chargeable to tax, provided that the tax due on the estimated total income of the year concerned will be NIL.
    - iii. In all other situations, tax would be deducted at source as per prevailing provisions of the I.T. Act. Form No.15G with PAN / Form No.15H with PAN / Certificate issued u/s 197(1) has to be filed with the Company before the prescribed date of closure of books for payment of debenture interest without any tax withholding.

## **II. To the Non Resident Debenture Holder.**

1. A non-resident Indian has an option to be governed by Chapter XII-A of the I.T. Act, subject to the provisions contained therein which are given in brief as under:
  - a) As per Section 115E of the I.T. Act, interest income from debentures acquired or purchased with or subscribed to in convertible foreign exchange will be taxable at 20%, whereas, long term capital gains on transfer of such Debentures will be taxable at 10% of such capital gains without indexation of cost of acquisition. Short-term capital gains will be taxable at the normal rates of tax in accordance with and subject to the provisions contained therein.
  - b) As per Section 115F of the I.T. Act, long term capital gains arising to a non-resident Indian from transfer of debentures acquired or purchased with or subscribed to in convertible foreign exchange

will be exempt from capital gain tax if the net consideration is invested within six months after the date of transfer of the debentures in any specified asset or in any saving certificates referred to in Section 10(4B) of the I.T. Act in accordance with and subject to the provisions contained therein. However, if the new assets are transferred or converted into money within a period of three years from their date of acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long term capital gains in the year in which the new assets are transferred or converted into money.

- c) As per Section 115G of the I.T. Act, it shall not be necessary for a non-resident Indian to file a return of income under Section 139(1) of the I.T. Act, if his total income consists only of investment income as defined under Section 115C and/or long term capital gains earned on transfer of such investment acquired out of convertible foreign exchange, and the tax has been deducted at source from such income under the provisions of Chapter XVII-B of the I.T. Act in accordance with and subject to the provisions contained therein.
  - d) As per Section 115H of the I.T. Act, where a non-resident Indian becomes a resident in India in any subsequent year, he may furnish to the Assessing Officer a declaration in writing along with return of income under Section 139 for the assessment year for which he is assessable as a resident, to the effect that the provisions of Chapter XII-A shall continue to apply to him in relation to the investment income (other than on shares in an Indian Company) derived from any foreign exchange assets in accordance with and subject to the provisions contained therein. On doing so, the provisions of Chapter XII-A shall continue to apply to him in relation to such income for that assessment year and for every subsequent assessment year until the transfer or conversion (otherwise than by transfer) into money of such assets.
  - e) As per Section 115D (1) of the I.T. Act no deduction in respect of any expenditure or allowance shall be allowed under any provisions of the IT Act in the computation of income of a non- resident Indian under Chapter XII-A of the I.T Act.
  - f) In accordance with and subject to the provisions of Section 115I of the I.T. Act, a Non-Resident Indian may opt not to be governed by the provisions of Chapter XII-A of the I.T. Act. In that case,
    - i. Long term capital gains on transfer of listed debentures would be subject to tax at the rate of 10% computed without indexation.
    - ii. Investment income and Short-term capital gains on the transfer of listed debentures, where debentures are held for a period of not more than 12 months preceding the date of transfer, would be taxed at the normal rates of tax in accordance with and subject to the provisions of the I.T. Act
    - iii. Where debentures are held as stock in trade, the income on transfer of debentures would be taxed as business income or loss in accordance with and subject to the provisions of the I.T. Act.
2. Under Section 195 of the I.T. Act, the applicable rate of tax deduction at source is 20% on investment income and 10% on any long-term capital gains as per Section 115E, and 30% for Short Term Capital Gains if the payee Debenture Holder is a Non Resident Indian.
  3. Section 194LC in the I.T. Act provides for lower rate of withholding tax at the rate of 5% on payment by way of interest paid by an Indian company to a non resident, not being a company or to a Foreign company in respect of monies borrowed by it from a source outside India by way of issue of rupee denominated bond of an Indian company before July 1, 2023 provided the rate of interest does not exceed the rate as may be notified by the Government. In addition to that, applicable surcharge and cess will also be deducted.
  4. As per Section 74 of the I.T. Act, short-term capital loss on transfer of debentures suffered during the year is allowed to be set-off against short-term as well as long-term capital gains of the said year. Balance loss, if any could be carried forward for eight years for claiming set-off against subsequent years' short-term as well as long-term capital gains. Long-term capital loss on debentures suffered during the year is allowed to be set-off only against long-term capital gains. Balance loss, if any, could be carried forward for eight years for claiming set-off against subsequent year's long-term capital gains.
  5. Interest on application money and interest on refund application would be subject to tax at the normal rates of tax in accordance with and subject to the provisions of the I.T. Act and such tax would need to be withheld at the time of credit/payment as per the provisions of Section 195 of the I.T. Act.

6. The income tax deducted shall be increased by applicable surcharge and health and education cess
7. As per Section 90(2) of the I.T. Act read with the Circular no. 728 dated October 30, 1995 issued by the Central Board of Direct Taxes, in the case of a remittance to a country with which a Double Tax Avoidance Agreement (DTAA) is in force, the tax should be deducted at the rate provided in the Finance Act of the relevant year or at the rate provided in the DTAA, whichever is more beneficial to the assessee. However, submission of tax residency certificate (TRC), is a mandatory condition for availing benefits under any DTAA. If the tax residency certificate does not contain the prescribed particulars as per CBDT Notification 57/2013 dated August 1, 2013, a self-declaration in Form 10F would need to be provided by the assessee along with TRC
8. Alternatively, to ensure non deduction or lower deduction of tax at source, as the case may be, the Debenture Holder should furnish a certificate under Section 195(2) and 195(3) of the I.T. Act, from the Assessing Officer before the prescribed date of closure of books for payment of debenture interest.
9. Where, debentures are held as stock in trade, the income on transfer of debentures would be taxed as business income or loss in accordance with and subject to the provisions of the I.T. Act. Where the debentures are sold by the Debenture Holder(s) before maturity, the gains arising there from are generally treated as capital gains or business income, as the case may be. However, there is an exposure that the Indian Revenue Authorities (especially at lower level) may seek to challenge the said characterisation and hold such gains/income as interest income in the hands of such Debenture Holder(s). Further, cumulative or regular returns on debentures held till maturity would generally be taxable as interest income taxable under the head Income from other sources where debentures are held as investments or business income where debentures are held as trading asset / stock in trade.

### **III. To the Foreign Institutional Investors/ Foreign Portfolio Investors (FIIs/ FPIs)**

1. As per Section 2(14) of the I.T. Act, any securities held by FIIs which has invested in such securities in accordance with the regulations made under the Securities and Exchange Board of India Act, 1992, shall be treated as capital assets. Accordingly, any gains arising from transfer of such securities shall be chargeable to tax in the hands of FIIs as capital gains.
2. In accordance with and subject to the provisions of Section 115AD of the I.T. Act, long term capital gains on transfer of debentures by FIIs are taxable at 10% (plus applicable surcharge and cess) and short-term capital gains are taxable at 30% (plus applicable surcharge and cess). The benefit of cost indexation will not be available. Further, benefit of provisions of the first proviso of Section 48 of the I.T. Act will not apply.
3. Interest on NCD may be eligible for concessional tax rate of 5 % (plus applicable surcharge and health and education cess) for interest referred under section 194LC of the IT Act. Finance Bill (Lok Sabha), 2021 proposes to amend Section 115AD to extend the eligibility of concessional rate of 5% for interest referred under Section 194LD.
4. Further, in case where section 194LD or 194LC is not applicable, the interest income earned by FIIs/FPIs should be chargeable tax at the rate of 20% under section 115AD of the IT Act. Tax shall be deducted u/s 196D of the IT Act on such income at 20%. Finance Bill (Lok Sabha), 2021 proposes to amend Section 196D to the effect that where DTAA is applicable to the payee, the rate of tax deduction shall be lower of rate as per DTAA or 20%, subject to the conditions prescribed therein.
5. Section 194LD in the I.T. Act provides for lower rate of withholding tax at the rate of 5% on payment by way of interest paid by an Indian company to FIIs and Qualified Foreign Investor in respect of rupee denominated bond of an Indian company between June 1, 2013 and July 1, 2023 provided such rate does not exceed the rate as may be notified by the Government.
6. The income tax deducted shall be increased by applicable surcharge and health and education cess
7. In accordance with and subject to the provisions of Section 196D(2) of the I.T. Act, no deduction of tax at source is applicable in respect of capital gains arising on the transfer of debentures by FIIs.
8. The CBDT has issued a Notification No. 9 dated 22 January 2014 which provides that Foreign Portfolio Investors (FPI) registered under SEBI (Foreign Portfolio Investors) Regulations, 2014 shall be treated as FII for the purpose of Section 115AD of the I.T. Act.

#### **IV. To Mutual Funds**

All mutual funds registered under Securities and Exchange Board of India or set up by public sector banks or public financial institutions or authorised by the Reserve Bank of India are exempt from tax on all their income, including income from investment in Debentures under the provisions of Section 10(23D) of the I.T. Act in accordance with the provisions contained therein. Further, as per the provisions of section 196 of the I.T. Act, no deduction of tax shall be made by any person from any sums payable to mutual funds specified under Section 10(23D) of the I.T. Act, where such sum is payable to it by way of interest or dividend in respect of any securities or shares owned by it or in which it has full beneficial interest, or any other income accruing or arising to it.

#### **V. To Specified Funds (“Specified Fund” as defined under Section 10(4D) of the IT Act)**

The income of Specified Fund is taxable for the year beginning April 1, 2020, to the extent attributable to units held by non resident (not being a permanent establishment of a non-resident in India ), and in accordance with and subject to the provisions of Section 115AD of the I.T. Act, as under:

- a) the interest income earned are chargeable to tax at the rate of 10%
- b) long term capital gains on transfer of debentures to the specified extent are taxable at 10% (benefit of provisions of the first proviso of Section 48 of the I.T. Act will not apply) ; and
- c) short-term capital gains are taxable at 30%

Finance Bill (Lok Sabha), 2021 proposes to extend the above provisions to investment division of offshore banking unit also to the extent of income that is attributable to the investment division of such banking units, as a Category-III portfolio investor under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, calculated in such manner as may be prescribed.

Further, where any income in respect of NCD is payable to Specified Funds, tax shall be deducted at the rate of 10% on the income other than exempt under section 10(4D) with effect from November 1, 2020 as per Section 196D of the IT Act.

The income tax deducted shall be increased by applicable surcharge and health and education cess

#### **VI. General Anti-Avoidance Rule (‘GAAR)**

In terms of Chapter XA of the I.T. Act, General Anti-Avoidance Rule may be invoked notwithstanding anything contained in the I.T. Act. By this Rule, any arrangement entered into by an assessee may be declared to be impermissible avoidance arrangement as defined in that Chapter and the consequence would be inter alia denial of tax benefit. The GAAR provisions can be said to be not applicable in certain circumstances viz. the main purpose of arrangement is not to obtain a tax benefit etc. including circumstances enumerated in CBDT Notification No. 75/2013 dated September 23, 2013.

#### **VII. Exemption under Section 54F of the I.T. Act**

As per the provisions of Section 54F of the I.T. Act, any long-term capital gains on transfer of a long term capital asset (not being residential house) arising to a Debenture Holder who is an individual or Hindu Undivided Family, is exempt from tax if the entire net sales consideration is utilized, within a period of one year before, or two years after the date of transfer, in purchase of a new residential house, or for construction of residential house within three years from the date of transfer subject to conditions. If part of such net sales consideration is invested within the prescribed period in a residential house, then such gains would be chargeable to tax on a proportionate basis. This exemption is available, subject to the conditions stated therein.

#### **VIII. Requirement to furnish PAN/ filing of returns under the I.T. Act**

##### **1. Sec.139A(5A)**

Section 139A(5A) requires every person from whose income tax has been deducted at source under chapter XVII-B of the I.T. Act to furnish his PAN to the person responsible for deduction of tax at source.

##### **2. Sec.206AA:**

- (a) Section 206AA of the I.T. Act requires every person entitled to receive any sum, on which tax is deductible under Chapter XVIIIB ('deductee') to furnish his PAN to the deductor, failing which attracts tax shall be deducted at the higher of the following rates:
- (i) at the rate specified in the relevant provision of the I.T. Act; or
  - (ii) at the rate or rates in force; or
  - (iii) at the rate of twenty per cent.
- (b) A declaration under Section 197A(1) or 197A(1A) or 197A(1C) shall not be valid unless the person furnishes his PAN in such declaration and the deductor is required to deduct tax as per Para (a) above in such a case.
- (c) Where a wrong PAN is provided, it will be regarded as non furnishing of PAN and Para (a) above will apply.
- (d) As per Rule 37BC, the higher rate under section 206AA shall not apply to a non resident, not being a company, or to a foreign company, in respect of payment of interest, if the non-resident deductee furnishes the prescribed details inter alia TRC and Tax Identification Number (TIN).

3. **Sec.206AB (proposed):**

Further, the Finance Bill (Lok Sabha), 2021 proposes to insert a new section for punitive withholding tax rate for non-filers of return of income with effect from 1 July 2021 as per which payments made to the specified persons will be subject to TDS at higher of twice the applicable rate or 5% in respect of all TDS/TCS provisions except for specific exclusions.

**IX. Taxability of Gifts received for nil or inadequate consideration**

As per section 56(2)(x) of the I.T. Act, where an Individual or Hindu Undivided Family receives debentures from any person on or after April 1, 2017:

- (i) without any consideration, aggregate fair market value of which exceeds fifty thousand rupees, then the whole of the aggregate fair market value of such debentures or;
- (ii) for a consideration which is less than the aggregate fair market value of the debenture by an amount exceeding fifty thousand rupees, then the aggregate fair market value of such debentures computed in the manner prescribed by law as exceeds such consideration;

shall be taxable as the income of the recipient at the normal rates of tax. The above is subject to few exceptions as stated on section 56(2)(x) of the I.T. Act.

**Notes forming part of statement of tax benefits**

1. The above Statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of debentures/bonds.
2. The above statement covers only certain relevant benefits under the Income Tax Act, 1961 and does not cover benefits under any other law.
3. The above statement of possible tax benefits is as per the current direct tax laws relevant for the Assessment Year 2021-22 and provisions relevant for Assessment Year 2022-23, to the extent proposed in the Finance Bill (Lok Sabha), 2021.
4. This statement is intended only to provide general information to the Debenture Holders and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each Debenture Holder is advised to consult his/her/its own tax advisor with respect to specific tax consequences of his/her/its holding in the debentures of the Company.
5. Several of the above tax benefits are dependent on the debenture holders fulfilling the conditions prescribed under the relevant tax laws and subject to Chapter X and Chapter XI of the Act.

6. The stated benefits will be available only to the sole/ first named holder in case the debenture is held by joint holders.
7. In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant tax treaty, if any, between India and the country in which the non-resident has fiscal domicile.
8. In respect of non-residents, taxes paid in India could be claimed as a credit in accordance with the provisions of the relevant tax treaty and applicable domestic tax law.
9. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

## DISCLOSURES ON EXISTING FINANCIAL INDEBTEDNESS

### A. Details of Secured Borrowings:

Our Company's secured borrowings as on December 31, 2020 amount to ₹ 4,02,915.10 million. The details of the individual borrowings are set out below:

#### 1. Cash Credit facilities availed by the Company\*

(₹ in millions)				
S. No.	Bank	Date of Sanction	Amount sanctioned	Principal outstanding as on December 31, 2020 (Excludes interest accrued, if any)
1.	Indus Ind Bank Limited	December 01,2020	1,000.00	222.65
2.	IDBI Bank Limited	January 15,2020	1,000.00	985.87
3.	Axis Bank Limited	September 28,2020	750.00	633.59
4.	Canara Bank (E-Syndicate Bank)	December 20,2019	2,000.00	1902.29
5.	Kotak Mahindra Bank Limited	December 24,2020	250.00	102.19
6.	Punjab National Bank	December 12,2018	650.00	465.8
7.	UCO Bank Limited	July 09,2020	2,400.00	2351.65
8.	Punjab and Sind Bank	December 07,2018	1000.00	952.01
9.	Punjab National Bank (E-Oriental Bank of Commerce)	March 21,2020	2400.00	2166.06
10.	State Bank of India	April 16,2020	100.00	0.00
11.	Federal Bank Limited	January 27,2020	400.00	370.51
12.	Bank of Baroda	March 03,2020	50.00	0.00
13.	HDFC Bank Limited	October 31, 2020	220.00	98.31
<b>TOTAL</b>			<b>12,220.00</b>	<b>10,250.93</b>

\*All the facilities obtained above have been secured by a first pari passu floating charge on current assets, book debts, loans and advances and receivables including gold loan receivables.

#### 2. Short Term Loans availed by the Company\*

(₹ in millions)				
S. No.	Bank	Date of sanction	Amount sanctioned	Principal outstanding as on December 31, 2020 (Excludes interest accrued, if any)
1.	HDFC Bank Limited	October 31, 2020	9,780.00	9,780.00
2.	Axis Bank Limited	September 28,2020	3,000.00	3,000.00
3.	Yes Bank Limited	March 02,2020	5,000.00	3,250.00
4.	Punjab National Bank	December 02,2018	5,350.00	5,350.00
5.	Kotak Mahindra Bank Limited	December 24,2020	6,250.00	6,000.00
6.	ICICI Bank Limited	December 23,2020	12,500.00	12,500.00
7.	Canara Bank (E-Syndicate Bank)	December 20,2019	12,500.00	12,500.00
8.	State Bank of India	April 16,2020	9,900.00	9,900.00
9.	Union Bank of India( E-Corporation Bank)	October 29,2018	1,500.00	1,500.00
10.	IDBI Bank Limited	January 15,2020	4,000.00	4,000.00
11.	Punjab National Bank (E-Uni of India)	January 09,2020	3,500.00	3,500.00
12.	Federal Bank Limited	January 27, 2020	3,500.00	3,500.00
13.	Bank of Baroda	March 03,2020	9,450.00	9,450.00

14.	Central Bank of India	December 16,2019	6,000.00	6,000.00
15.	UCO Bank	July 09,2020	3,600.00	3,600.00
16.	South Indian Bank	May 22,2019	2,000.00	2000.00
17.	Punjab National Bank (E-Oriental Bank of Commerce)	March 21,2020	3,600.00	3,600.00
18.	Dhanalaxmi Bank Limited	October 30,2020	400.00	400.00
19.	Indus Ind Bank Limited	December 01,2020	9,000.00	9,000.00
20.	Karur Vysya Bank Ltd	October 24,2019	2,000.00	2,000.00
21.	Union Bank of India	December 30,2020	16,300.00	16,300.00
22.	Union Bank of India (E-Andhra Bank)	June 04,2020	4,200.00	4,200.00
23.	Bajaj Finance Limited	September 18,2020	2,750.00	2,750.00
	<b>TOTAL</b>		<b>1,36,080.00</b>	<b>1,34,080.00</b>

Total Principal Amount outstanding as on December 31, 2020 for Cash Credit & Short Term Loans Rs.1,44,330.93millions  
Less: EIR impact of transaction cost Rs.36.90 millions  
**Cash Credit & Short Term Loans outstanding as on December 31, 2020 as per Balance Sheet Rs.1,44,294.03 millions**

*\*All the facilities obtained above have been secured by a first pari passu floating charge on current assets, book debts, loans and advances and receivables including gold loan receivables.*

### 3. Long term loans availed by the Company\*

These long term loans have been considered as term loans for the purpose of Rule 5(3) of the Companies (Prospectus and Allotment of Securities) Rules, 2014. There have been no defaults or rescheduling in any of the loans set out below:

S. No.	Bank	Date of sanction	Amount sanctioned (₹ in millions)	Principal Amount outstanding as on December 31, 2020 (Excludes interest accrued, if any) (₹ in millions)	Repayment schedule and Pre-payment penalty, if any
1.	State Bank of India(a)	April 16, 2020	7,000.00	2916.90	Repayable in 12 equal quarterly installments for 36 months
2.	Federal Bank Limited(a)	June 27, 2019	400.00	100.00	Repayable in 8 equal quarterly installments for 24 months
3.	Axis Bank Limited(a)	September 28,2020	1,000.00	545.45	Repayable in 11 equal quarterly installments each starting after 6months from date of first drawdown for 36 months
4.	Central Bank of India(a)	December 16,2019	2,000.00	1333.00	Repayable in 12 equal quarterly installments for 36 months
5.	Canara Bank(a)	January 21,2020	4,000.00	3,600.00	Repayable in 10 equal quarterly installments each starting after 6months from date of first drawdown



S. No.	Bank	Date of sanction	Amount sanctioned (₹ in millions)	Principal Amount outstanding as on December 31, 2020 (Excludes interest accrued, if any) (₹ in millions)	Repayment schedule and Pre-payment penalty, if any
6.	Punjab National Bank(E-Oriental Bank of Commerce) (a)	March 21,2020	1,500.00	1,500.00	for 36 months Repayable in 4 equal quarterly installments each starting after 12months from date of first drawdown for 24 months
7.	Punjab National Bank(a)	March 30,2020	5,000.00	5,000.00	Repayable in 4 equal quarterly installments each starting after 12months from date of first drawdown for 24 months
8.	State Bank of India(a)	April 16,2020	3,000.00	2,500.00	Repayable in 12 equal quarterly installments for 36 months
9.	State Bank of India(a)	June 11,2020	1,000.00	1,000.00	Repayable in 18 equal monthly installments each starting after 6months from date of first drawdown for 24 months
10.	Bank of India(a)	March 30,2020	3,000.00	3,000.00	Repayable in 8 equal quarterly installments each starting after 12months from date of first drawdown for 36 months
11.	HDFC Bank Limited(a)	August 12,2020	8,000.00	8,000.00	Repayable in 4 equal quarterly installments each starting from 9months of drawdown for 18 months
12.	Indian Bank (a)	August 28,2020	7,500.00	7,500.00	Repayable in 10 equal quarterly installments each starting after 6months from date of first drawdown for 36 months
13.	Axis Bank Ltd(a)	September 28,2020	5,000.00	5,000.00	Repayable in 4 equal quarterly installments each starting from 15months of drawdown for 24 months
14.	Federal Bank Ltd(a)	September 22,2020	2,000.00	2,000.00	Repayable Rs.100crs after 1 year of disbursement and balance amount of

S. No.	Bank	Date of sanction	Amount sanctioned (₹ in millions)	Principal Amount outstanding as on December 31, 2020 (Excludes interest accrued, if any) (₹ in millions)	Repayment schedule and Pre-payment penalty, if any
15.	Union Bank of India(a)	December 30,2020	4,000.00	4,000.00	Rs.100crs in equal quarterly installments for 24 Months Repayable in 11 equal quarterly installments each starting after 3months from date of first drawdown for 36 months
16.	Indian Overseas Bank (a)	December 23,2020	2,500.00	2,500.00	Repayable in 8 equal quarterly installments each starting after 12months from date of first drawdown for 36 months
17.	HDFC Bank Limited(b)	November 06,2019	6.20	4.14	Repayable in monthly installments for 36 months
18.	HDFC Bank Limited(b)	November 15,2019	8.63	5.77	Repayable in monthly installments for 36 months
19.	Muthoot Vehicle & Asset Finance Ltd(b)	March 17, 2018	2.56	0.24	Repayable in monthly installments for 36 months
20.	Muthoot Vehicle & Asset Finance Ltd(b)	August 28, 2018	5.43	3.28	Repayable in monthly installments for 60 months
21.	Muthoot Vehicle & Asset Finance Ltd(b)	October 26, 2018	2.76	1.76	Repayable in monthly installments for 60 months
22.	Muthoot Vehicle & Asset Finance Ltd(b)	March 20, 2019	1.80	1.27	Repayable in monthly installments for 60 months
23.	BMW India Financial Services Pvt Ltd(b)	October 21,2019	10.49	8.44	Repayable in monthly installments for 60 months
<b>TOTAL</b>			<b>56,937.87</b>	<b>50,520.25</b>	
Total Principal amount outstanding as on December 31, 2020					Rs.50,520.25millions
Less: EIR impact of transaction cost					Rs.57.28 millions
<b>Total outstanding as on December 31, 2020 as per Balance Sheet</b>					<b>Rs.50,462.97 millions</b>

\*(a) Secured by first pari passu floating charge on current assets, book debts, loans and advances and receivables including gold loan receivables.

\*(b) Secured by specific charge on vehicles.

#### 4. Overdraft against deposits with Banks

Our Company has overdraft facility on the security of fixed deposits maintained with banks and no amounts are outstanding on the same as on December 31, 2020.

## 5. Secured Non-Convertible Debentures

5.1 Our Company has issued to retail investors on private placement basis, secured redeemable non- convertible debentures of face value of ₹ 1,000.00 each under various series, the details of which as on December 31, 2020 are set forth below:

Debenture series	Tenor period of maturity	Coupon / Effective Yield (in percentage %)	Principal Amounts outstanding as on December 31, 2020 (Excludes interest accrued, if any (Rs. in millions))	Dates of Allotment	Redemption Date/Schedule
BD	60 months	11.00-12.00	1.45	January 01, 2009 to March 31, 2009	January 01, 2014 to March 31, 2014
BE	60 months	10.50-11.50	0.03	April 01, 2009 to June 30, 2009	April 01, 2014 to June 30, 2014
BF	60 months	10.50	1.00	July 01, 2009 to September 30, 2009	July 01, 2014 to September 30, 2014
BG	60 months	9.50-10.50	0.77	October 01, 2009 to December 31, 2009	October 01, 2014 to December 31, 2014
BH	60 months	9.00-10.50	1.75	January 01, 2010 to March 31, 2010	January 01, 2015 to March 31, 2015
BI	60 months	9.00-10.50	0.78	April 01, 2010 to June 30, 2010	April 01, 2015 to June 30, 2015
BJ	60 months	9.50-11.00	2.79	July 01, 2010 to September 30, 2010	July 01, 2015 to September 30, 2015
BK	60 months	9.50-11.50	1.66	October 01, 2010 to December 31, 2010	October 01, 2015 to December 31, 2015
BL	60 months	10.00-11.50	3.10	January 01, 2011 to March 31, 2011	January 01, 2016 to March 31, 2016
BM	60 months	11.00-12.00	2.22	April 01, 2011 to June 30, 2011	April 01, 2016 to June 30, 2016
BN	60 months	11.00-12.00	3.16	July 01, 2011 to September 18, 2011	July 01, 2016 to September 18, 2016
BO	60 months	11.00-12.00	3.45	September 19, 2011 to November 30, 2011	September 19, 2016 to November 30, 2016
BP	60 months	11.50-12.50	3.06	December 01, 2011 to January 22, 2012	December 01, 2016 to January 22, 2017
BQ	60 months	11.50-12.50	2.93	January 23, 2012 to February 29, 2012	January 23, 2017 to February 28, 2017
BR	60 months	11.50-12.50	8.08	March 01, 2012 to April 30, 2012	March 01, 2017 to April 30, 2017
BS	60 months	11.50-12.50	2.32	May 01, 2012 to May 20, 2012	May 01, 2017 to May 20, 2017
BT	60 months	11.50-12.50	2.61	May 21, 2012 to June 30, 2012	May 21, 2017 to June 30, 2017
BU	60 months	11.50-12.50	2.91	July 01, 2012 to August 16, 2012	July 1, 2017 to August 16, 2017
BV	60 months	11.50-12.50	4.39	August 17, 2012 to September 30, 2012	August 17, 2017 to September 30, 2017

BW	60 months	11.50-12.50	8.98	October 01, 2012 to November 25, 2012	October 01, 2017 to November 25, 2017
BX	60 months	10.50-12.50	6.28	November 26, 2012 to January 17, 2013	November 26, 2017 to January 17, 2018
BY	120 months	10.50-12.50	557.58	January 18, 2013 to February 28, 2013	January 18, 2023 to February 28, 2023
BZ	120 months	10.50-12.50	613.99	March 01, 2013 to April 17, 2013	March 01, 2023 to April 17, 2023
CA	120 months	10.50-12.50	791.91	April 18, 2013 to June 23, 2013	April 18, 2023 to June 23, 2023
CB	120 months	10.50-12.50	438.19	June 24, 2013 to July 07, 2013	June 24, 2023 to July 07, 2023
CC	120 months	10.50-12.50	12.50	July 08, 2013 to July 31, 2013	July 08, 2023 to July 31, 2023
CD	120 months	10.50-12.50	2.50	July 31, 2013 to August 10, 2013	July 31, 2023 to August 10, 2023
CE	120 months	10.50-12.50	18.00	August 12, 2013 to August 31, 2013	August 12, 2023 to August 31, 2023
CF	120 months	10.50-12.50	2.50	August 31, 2013 to September 06, 2013	August 31, 2023 to September 06, 2023
CG	120 months	10.50-12.50	10.00	September 06, 2013 to September 27, 2013	September 06, 2023 to September 27, 2023
CH	120 months	10.50-12.50	10.00	September 27, 2013 to October 09, 2013	September 27, 2023 to October 09, 2023
CI	120 months	10.50-12.50	12.50	October 09, 2013 to October 29, 2013	October 09, 2023 to October 29, 2023
CJ	120 months	10.50-12.50	7.50	October 29, 2013 to November 18, 2013	October 29, 2023 to November 18, 2023
CK	120 months	10.50-12.50	5.00	November 18, 2013 to December 05, 2013	November 18, 2023 to December 05, 2023
CL	120 months	10.50-12.50	8.00	December 05, 2013 to December 24, 2013	December 05, 2023 to December 24, 2023
CM	120 months	10.50-12.50	32.50	December 24, 2013 to January 03, 2014	December 24, 2023 to January 03, 2024
CN	120 months	10.50-12.50	63.50	January 03, 2014 to January 10, 2014	January 03, 2024 to January 10, 2024
CO	120 months	10.50-12.50	105.00	January 10, 2014 to January 20, 2014	January 10, 2024 to January 20, 2024
CP	120 months	10.50-12.50	45.50	January 20, 2014 to February 04, 2014	January 10, 2024 to February 04, 2024
CQ	120 months	10.50-12.50	10.50	February 04, 2014 to February 07, 2014	February 04, 2024 to February 07, 2024
CR	120 months	10.50-12.50	10.00	February 07, 2014 to February 27, 2014	February 07, 2024 to February 27, 2024
CS	120 months	10.50-12.50	12.50	February 27, 2014 to March 14, 2014	February 27, 2024 to March 14, 2024
CT	120 months	10.50-12.50	5.00	March 14, 2014 to March 31, 2014	March 14, 2024 to March 31, 2024
<b>TOTAL</b>			<b>2838.39</b>		

Less: Unpaid (Unclaimed) matured debentures shown as a part of Other financial liabilities: Rs.63.71 millions  
**Total outstanding as on December 31, 2020 as per Balance Sheet: Rs. 2774.68 millions**

*\* All the above debentures are unrated. These debentures are secured by first pari-passu floating charge on current assets, book debts, loans & advances and receivables including gold loan receivables and identified immovable properties.*

5.2 Our Company has made public issue of secured rated non-convertible debentures listed in BSE and/or NSE of face value of ₹ 1,000.00 for a maturity period of 2, 3, 5, 6 years, 38 months and 90 months the details of which, as on December 31, 2020, are provided below:

Debenture Series	Tenor period of maturity	Coupon / Effective Yield (in percentage %)	Principal Amounts outstanding as on December 31, 2020 (Excludes interest accrued, if any) (Rs. in millions)	Date of Allotment	Redempti on Date/ Schedule
PL-XIV***	5 years	9.25-9.50	27.61	January 20, 2016	January 20, 2021
PL-XV**	5 years	9.00-9.25	30.09	May 12, 2016	May 12, 2021
PL-XVI*	5 years	9.00-9.25	936.30	January 30, 2017	January 30, 2022
PL-XVII*	5 years	8.75-9.00	2,517.38	April 24, 2017	April 24, 2022
PL-XVIII*	38 months	8.50-8.75	19,092.87	April 19, 2018	June 19, 2021
PL-XVIII*	5 years	8.75-9.00	9,839.02	April 19, 2018	April 19, 2023
PL-XIX*	2 years	9.25-9.50	1,554.12	March 20, 2019	March 20, 2021
PL-XIX*	38 months	9.50-9.75	3,049.05	March 20, 2019	May 20, 2022
PL-XIX*	5 years	9.75-10.00	2,491.39	March 20, 2019	March 20, 2024
PL-XX*	2 years	9.25-9.50	1,976.31	June 14, 2019	June 14, 2021
PL-XX*	38 months	9.50-9.75	3,157.26	June 14, 2019	August 14, 2022
PL-XX*	5 years	9.75-10.00	3,061.02	June 14, 2019	June 14, 2024
PL-XX*	90 months	9.67	322.43	June 14, 2019	December 14, 2026
PL-XXI*	2 years	9.25-9.50	1,264.37	November 01, 2019	November 01, 2021
PL-XXI*	38 months	9.50-9.75	1,327.46	November 01, 2019	January 01, 2023
PL-XXI*	5 years	9.75-10.00	1,574.40	November 01, 2019	November 01, 2024
PL-XXI*	90 months	9.67	432.00	November 01, 2019	May 01, 2027
PL-XXII*	2 years	9.25-9.50	3,839.87	December 27, 2019	December 27, 2021
PL-XXII*	38 months	9.50-9.75	2,125.49	December 27, 2019	February 27, 2023
PL-XXII*	5 years	9.75-10.00	1,488.68	December 27, 2019	December 27, 2024
PL-XXII*	90 months	9.67	445.96	December 27, 2019	June 27, 2027
PL-XXIII*	38 months	7.15-7.65	18574.46	November 05, 2020	January 05, 2024
PL-XXIII*	5 years	7.50-8.00	1425.54	November 05, 2020	November 05, 2025
<b>TOTAL</b>			<b>80,553.08</b>		
Total Principal amount outstanding as on December 31, 2020			Rs.80,553.08 millions		
Less: EIR impact of transaction cost			Rs.358.88millions		
<b>Total outstanding as on December 31, 2020 as per Balance Sheet</b>			<b>Rs.80,194.20 millions</b>		

\* Above debentures are rated "CRISIL AA/Positive" by CRISIL Limited and "[ICRA] AA/Stable" by ICRA Limited and is fully secured by first pari-passu floating charge on current assets, book debts, loans and advances and receivables including gold loan receivables and identified immovable properties.

\*\* Above debentures are rated "[ICRA] AA/Stable" by ICRA Limited and is fully secured by first pari-passu floating charge on current assets, book debts, loans and advances and receivables including gold loan receivables and identified immovable properties.

\*\*\* Above debentures are rated “[CRISIL] AA/Positive” by CRISIL Limited and is fully secured by first pari-passu floating charge on current assets, book debts, loans and advances and receivables including gold loan receivables and identified immovable properties.

5.3 Our Company has issued on private placement basis, rated secured, redeemable non-convertible debentures listed of face value of Rs. 1,000,000.00 each under various series, the details of which, as on December 31, 2020, are set forth below:

Debenture series	Tenor period of maturity	Coupon / Effective Yield/XIR R (in percentage %)	Principal Amounts outstanding as on December 31, 2020 (Excludes interest accrued, if any (Rs. in millions))	Date of Allotment	Redemption Date/ Schedule
1*	3Year	9.75	1,750.00	July 26, 2018	July 26, 2021
3-A**	2Year and 71Days	9.25	50.00	November 22, 2018	February 01, 2021
3-A**	2Year and 71Days	9.50	50.00	November 22, 2018	February 01, 2021
3-A**	3Year and 71Days	9.50	250.00	November 22, 2018	February 01, 2022
3-A**	3Year and 71Days	9.75	150.00	November 22, 2018	February 01, 2022
3-B***#	2Year and 42Days	9.25	20.00	December 21, 2018	February 01, 2021
3-B***#	2Year and 42Days	9.50	30.00	December 21, 2018	February 01, 2021
3-B***#	3Year and 42Days	9.50	200.00	December 21, 2018	February 01, 2022
3-B***#	3Year and 42Days	9.75	250.00	December 21, 2018	February 01, 2022
3-C***#	2Year and 7Days	9.25	50.00	January 25, 2019	February 01, 2021
3-C***#	3Year and 7Days	9.50	450.00	January 25, 2019	February 01, 2022
4-A**	2Year	10.00	4,300.00	September 06, 2019	September 06, 2021
4-A**	2Year	10.00	2,000.00	September 06, 2019	September 06, 2021
4-B***#	2Year	10.00	1,200.00	September 27, 2019	September 06, 2021
5-A**	2Year and 32Days	9.50	2,500.00	December 30, 2019	January 31, 2022
5-A**	2Year and 7Days	9.50	2,500.00	December 30, 2019	January 06, 2022
6-A**	2Year and 15Days	9.50	1,750.00	February 24, 2020	March 11, 2022
7-A***	2Year and 363Days	8.90	1,000.00	May 14, 2020	May 12, 2023
8-A***	3Year	9.05	5,000.00	June 02, 2020	June 02, 2023
9-A*	5Year	9.50	1,250.00	June 18, 2020	June 18, 2025
10-A***	2Year and 9Days	8.50	3,650.00	June 25, 2020	July 04, 2022

11-A***	2Year and 32Days	8.50	6,500.00	July 07,2020	August 08,2022
12-A*	3Year	8.40	1,000.00	July 15,2020	July 15,2023
14-A***	2Year and 61Days	7.15	4,500.00	September 25,2020	November 25,2022
15-A***	18 Months	7.00	500.00	September 30,2020	March 30,2022
16-A*	3Year	7.50	4,600.00	October 16,2020	October 16,2023
MLD-1A****	728 Days	8.75	815.00	June 12,2020	June 10,2022
MLD-1B****#	711 Days	8.40	310.00	June 29,2020	June 10,2022
MLD-1C****#	707 Days	8.20	230.00	July 03,2020	June 10,2022
MLD-2A****	729 Days	8.25	2350.00	July 09,2020	July 08,2022
MLD-3A****	761 Days	7.75	1000.00	July 24,2020	August 24,2022
MLD-4A****	760 Days	7.15	2000.00	September 07,2020	October 07,2022
<b>TOTAL</b>			<b>52,205.00</b>		

**#Re-Issue**

Total Principal amount outstanding as on December 31, 2020	Rs.52,205.00 millions
Less: EIR impact of transaction cost	Rs.11.99 millions
<b>Total outstanding as on December 31, 2020 as per Balance Sheet</b>	<b>Rs.52,193.01 millions</b>

\*Above debentures are rated "CRISIL AA/Positive" by CRISIL Limited and "[ICRA] AA/Stable" by ICRA Limited and is fully secured by first pari-passu floating charge on current assets, book debts, loans and advances and receivables including gold loan receivables and identified immovable properties

\*\* Above debentures are rated "[ICRA] AA/Stable" by ICRA Limited and is fully secured by first pari-passu floating charge on current assets, book debts, loans and advances and receivables including gold loan receivables and identified immovable properties.

\*\*\* Above debentures are rated "CRISIL AA/Positive" by CRISIL Limited and is fully secured by first pari-passu floating charge on current assets, book debts, loans and advances and receivables including gold loan receivables and identified immovable properties.

\*\*\*\* Above debentures are rated "CRISIL PP MLD Aar/Positive" by CRISIL Limited and is fully secured by first pari-passu floating charge on current assets, book debts, loans and advances and receivables including gold loan receivables and identified immovable properties.

5.4 Our Company has issued, rated Senior Secured Notes listed, the outstanding details of which, as on December 31, 2020, are set forth below:

Series	Tenor period of maturity	Coupon / (in percentage %)	Principal Amounts outstanding as on December 31, 2020 (Excludes accrued, interest if any) (USD. in millions)	Principal Amounts outstanding as on December 31, 2020 (Excludes accrued, interest if any) (Rs. in millions)	Date of Allotment	Redemption Date/Schedule
ECB-1*	36 Months	6.125%	450.00	32,987.25	31-10-2019	31-10-2022
ECB-2*	42 Months	4.400%	550.00	40,317.75	02-03-2020	02-09-2023
	<b>TOTAL</b>		<b>1,000.00</b>	<b>73,305.00</b>		

Total Principal amount outstanding as on December 31, 2020	Rs.73,305.00 millions
Less: EIR impact of transaction cost	Rs.308.79 millions
<b>Total outstanding as on December 31, 2020 as per Balance Sheet</b>	<b>Rs.72,996.21 millions</b>

\*Above notes are rated 'BB(Stable)' by Fitch Ratings and 'BB(Negative)' by S&P Global Ratings and is secured by a first pari-passu floating charge on current assets, book debts, loans and advances and receivables including gold loan receivables.

## B. Details of Unsecured Borrowings

Our Company's unsecured borrowings as on December 31, 2020 amount to ₹ 61,817.13 million. The details of the individual borrowings are set out below.

## 1. Subordinated Debts

1.1. Our Company has issued subordinated debts of face value of Rs. 1,000.00 each on a private placement basis under different series, the details of which, as on December 31, 2020, are set forth below\*:

Debenture series	Tenor period of maturity	Coupon / Effective Yield (in percentage %)	Principal Amounts outstanding as on December 31, 2020 (Excludes interest accrued, if any) (Rs. in millions)	Date of Allotment	Redemption Schedule	Date/
III	69 months	12.12	0.30	December 15, 2008 to June 30, 2009	September 15, 2014 to March 30, 2015	to
III	72 months	12.50	0.23	December 15, 2008 to June 30, 2009	December 15, 2014 to June 30, 2015	to
IV	69 months	12.12	0.40	July 01, 2009 to August 16, 2009	April 01, 2015 to May 16, 2015	to
IV	72 months	12.50	0.05	July 01, 2009 to August 16, 2009	July 01, 2015 to August 16, 2015	to
IV	72 months	11.61	0.92	August 17, 2009 to December 31, 2009	August 17, 2015 to December 31, 2015	to
V	72 months	11.61	0.76	January 01, 2010 to June 30, 2010	January 01, 2016 to June 30, 2016	to
VI	72 months	11.61	1.58	July 01, 2010 to December 31, 2010	July 01, 2016 to December 31, 2016	to
VII	72 months	11.61	0.48	January 01, 2011 to February 07, 2011	January 01, 2017 to February 07, 2017	to
VII	66 months	12.67	1.20	February 08, 2011 to March 31, 2011	August 08, 2016 to September 30, 2016	to
VII	66 months	12.67	0.96	April 01, 2011 to June 30, 2011	October 01, 2016 to December 30, 2016	to
VIII	66 months	12.67	1.77	July 01, 2011 to October 31, 2011	January 01, 2017 to April 30, 2017	to
IX	66 months	12.67-13.39	3.47	November 01, 2011 to March 31, 2012	May 01, 2017 to September 30, 2017	to
X	66 months	12.67-13.39	3.46	April 01, 2012 to September 30, 2012	October 01, 2017 to March 30, 2018	to
XI	66 months	12.67-13.39	8.15	October 01, 2012 to March 31, 2013	April 01, 2018 to September 30, 2018	to
XII	66 months	12.67	6.12	April 01, 2013 to July 07, 2013	October 01, 2018 to January 07, 2019	to
XVII	72 months	11.61	2.50	May 09, 2014	May 09, 2020	
<b>TOTAL</b>			<b>32.35</b>			

Less: Unpaid (Unclaimed) matured debentures shown as a part of Other financial liabilities: Rs.32.35 millions

**Total outstanding as on December 31, 2020 as per balance sheet: Nil**

\* All the above Subordinated Debts are unsecured and unrated.

1.2. Our Company has issued on private placement basis, rated unsecured, redeemable non-convertible listed subordinated debts of face value of ₹ 1,000,000.00 each under various series the details of which, as on December 31, 2020 are set forth below: \*

Debenture series	Tenor period of maturity	Coupon / Effective Yield (in percentage %)	Principal Amounts outstanding as on December 31, 2020 (Excludes interest accrued, if any) (₹ in millions)	Date of Allotment	Redemption Date/ Schedule
IA	10 years	12.35	100.00	March 26, 2013	March 26, 2023

\* Above Subordinated Debts are unsecured and are rated with CRISIL AA/Positive by CRISIL Limited and "[ICRA] AA/Stable" by ICRA Limited.

1.3. The Company made public issue of unsecured rated non-convertible debentures listed in BSE in the nature of Subordinated Debt for a maturity period of 75 months, 78 months, 81 months, 84 months, 87 months, 90 months and 96 months the details of which, as on December 31, 2020 are provided below:



Debenture series	Tenor period of maturity	Coupon / Effective Yield (in percentage %)	Principal Amounts outstanding as on December 31, 2020 (Excludes interest accrued, if any) (₹ in millions)	Date of Allotment	Redemption Date/Schedule
PL-X**	78 Months	11.23	304.36	September 26, 2014	March 26, 2021
PL-XI**	78 Months	11.23	386.54	December 29, 2014	June 29, 2021
PL-XII**	81 Months	10.80	289.15	April 23, 2015	January 23, 2022
PL-XIII**	84 Months	10.41	359.47	October 14, 2015	October 14, 2022
PL-XIV***	87 Months	10.02	230.39	January 20, 2016	April 20, 2023
PL-XV**	90 Months	9.67	236.00	May 12, 2016	November 12, 2023
PL-XVI*	96 Months	9.06	317.76	January 30, 2017	January 30, 2025
PL-XVII*	96 Months	9.06	187.17	April 24, 2017	April 24, 2025
<b>TOTAL</b>			<b>2,310.84</b>		
Total Principal amount outstanding as on December 31, 2020			Rs.2,310.84 millions		
Less: EIR impact of transaction cost			Rs.10.99 millions		
<b>Total outstanding as on December 31, 2020 as per balance sheet</b>			<b>Rs.2,299.85 millions</b>		

\* Above Subordinated Debts are unsecured and are rated with CRISIL AA/Positive by CRISIL Limited and “[ICRA] AA/Stable” by ICRA Limited.

\*\* Above Subordinated Debts are unsecured and are rated with “[ICRA] AA/Stable” by ICRA Limited.

\*\*\* Above Subordinated Debts are unsecured and are rated with “[CRISIL] AA/Positive” by CRISIL Limited.

## 2. Loan from Directors and Relatives of Directors

Our Company has borrowed an aggregate ` 9844.94 million (principal outstanding) from directors and relatives of directors as on December 31, 2020 which are in the nature of unsecured loans. Out of the above, ` 6894.94 million are repayable on demand and ` 2,950.00 million are repayable on March 31, 2022.

## 3. Commercial Papers

Our Company has issued commercial papers of the face value of ₹ 0.50 million aggregating to a total face value of ₹ 50,000.00 million as on December 31, 2020. The details of the commercial papers are set forth below.

S.No	ISIN	Number of instruments	Face Value (₹ in millions)	ISIN Maturity Date
1	INE414G14PW7	4500.00	2,250.00	11-Jan-21
2	INE414G14QB9	7000.00	3,500.00	20-Jan-21
3	INE414G14QA1	6,000.00	3,000.00	21-Jan-21
4	INE414G14PZ0	6,000.00	3,000.00	22-Jan-21
5	INE414G14PY3	5,000.00	2,500.00	25-Jan-21
6	INE414G14PX5	7,000.00	3,500.00	27-Jan-21
7	INE414G14QD5	6,000.00	3,000.00	16-Feb-21
8	INE414G14QC7	5,000.00	2,500.00	17-Feb-21
9	INE414G14QE3	5,500.00	2,750.00	18-Feb-21
10	INE414G14QF0	3,500.00	1,750.00	22-Feb-21
11	INE414G14QI4	8,000.00	4,000.00	12-Mar-21

12	INE414G14QH6	5,000.00	2,500.00	15-Mar-21
13	INE414G14QG8	5,000.00	2,500.00	17-Mar-21
14	INE414G14QJ2	5,000.00	2,500.00	18-Mar-21
15	INE414G14QK0	7,000.00	3,500.00	25-Mar-21
16	INE414G14QM6	7,500.00	3,750.00	26-Mar-21
17	INE414G14QL8	7,000.00	3,500.00	30-Mar-21
		<b>100,000.00</b>	<b>50,000.00</b>	

The outstanding amount at discounted value as on December 31, 2020 is ₹ 49,572.34 million.

#### C. Corporate Guarantee

As on the date of this Tranche III Prospectus, the Company has issued corporate guarantee of INR 2,250 million favouring the National Housing Bank for their secured fund-based credit facilities extended to Muthoot Homefin (India) Limited, a wholly-owned subsidiary of the Company.

#### D. Restrictive Covenants under our Financing Arrangements:

Some of the corporate actions for which our Company requires the prior written consent of lenders include the following:

1. to declare and/ or pay dividend to any of its shareholders whether equity or preference, during any financial year unless our Company has paid to the lender the dues payable by our Company in that year;
2. to undertake or permit any merger, amalgamation or compromise with its shareholders, creditors or effect any scheme of amalgamation or reconstruction;
3. to create or permit any charges or lien, or dispose off on any encumbered assets;
4. to amend its MOA and AOA;
5. to alter its capital structure, or buy-back, cancel, purchase, or otherwise acquire any share capital;
6. to effect a change of ownership or control, or management of the Company;
7. to enter into long term contractual obligations directly affecting the financial position of the Company;
8. to borrow or obtain credit facilities from any bank or financial institution;
9. to undertake any guarantee obligations on behalf of any other company;
10. to change its practice with regard to the remuneration of Directors;
11. to compound, or realise any of its book debts and loan receivables including gold loan receivables or do anything whereby recovery of the same may be impeded, delayed, or prevented;
12. to enter into any transaction with its affiliates or transfer any funds to any group or associate concern; and
13. to make any major investments by way of deposits, loans, share capital, etc. in any manner.

Additionally, certain lenders have the right to nominate a director on the Board on the occurrence of an event of default at any time during the term of the financial facilities.

**E. Servicing behaviour on existing debt securities, payment of due interest on due dates on financing facilities or securities**

In the past 5 years preceding the date of this Tranche III Prospectus, there has been no default and / or delay in payment of principal or interest on any kind of term loans, debt securities and other financial indebtedness including corporate guarantee issued by the Issuer in the past.

**F. Details of rest of the borrowings (if any including hybrid debt like FCCB, Optionally Convertible Debenture/ Preference Shares.**

NIL

**G. Details of any outstanding borrowing taken/ debt securities issued where taken / issued (i) for consideration other than cash, whether in whole or part, (ii) at a premium or discount, or (iii) in pursuance of an option.**

NIL

## OUR MANAGEMENT

### ***Board of Directors***

The general superintendence, direction and management of our affairs and business are vested in our Board of Directors. We have not appointed any 'manager' within the meaning thereof under the provisions of the Act and the relevant provisions of the Companies Act, 2013.

Under the Articles of Association, we are required to have not less than three Directors and not more than 12 Directors. We currently have 10 Directors on the Board out of which 6 Directors, i.e. more than 50% of the total strength of Directors are independent directors.

### **Details relating to Directors**

Name, Designation, Age and DIN	Nationality	Date of Appointment	Initial Address	Other Directorships
<b><i>George Alexander Muthoot</i></b> Age: 65 years Managing Director, Director Identification Number: 00016787	Indian	April 01, 2010	Muthoot House G-343, Panampilly Nagar, Ernakulam Kerala - 682 036	1. Muthoot Infopark Private Limited 2. Muthoot Forex Limited 3. M G M Muthoot Medical Centre Private Limited 4. Muthoot Insurance Brokers Private Limited 5. Muthoot Vehicle & Asset Finance Limited 6. Marari Beach Resorts Private Limited 7. Adams Properties Private Limited 8. Muthoot Commodities Limited 9. Muthoot Marketing Services Private Limited 10. Muthoot M George Institute of Technology 11. Muthoot Homefin (India) Limited 12. Muthoot Anchor House Hotels Private Limited 13. Geobros Properties and Realtors Private Limited 14. Muthoot M George Real Estate Private Limited 15. Finance Companies' Association (India)
<b><i>George Thomas Muthoot</i></b> Age: 70 years Whole Time Director, Director Identification Number: 00018281	Indian	April 01, 2010	Muthoot House House No. 9/324 A, Miss East Lane, Baker Junction, Kottayam Kerala - 686 001	1. Muthoot Leisure and Hospitality Services Private Limited 2. M G M Muthoot Medical Centre Private Limited 3. Muthoot Holiday Homes and Resorts Private Limited 4. Muthoot Vehicle & Asset Finance Limited 5. Muthoot M George Chits India Limited 6. Marari Beach Resorts Private Limited 7. Adams Properties Private Limited 8. Muthoot M George Institute of Technology 9. Muthoot Homefin (India) Limited 10. Muthoot Anchor House Hotels Private Limited 11. Geobros Properties and Realtors Private Limited 12. Muthoot Synergy Nidhi Limited (formerly known as Muthoot Synergy Fund Limited) 13. Muthoot Health Care Private Limited

Name, Designation, Age and DIN	Nationality	Date of Appointment	Initial Address	Other Directorships
				14. Muthoot Infopark Private Limited 15. Muthoot M. George Real Estate Private Limited
<b>George Jacob Muthoot</b> Age: 68 years Whole Time Director, Director Identification Number: 00018235	Indian	April 01, 2010	Muthoot House House No. TC/4/2515 Marappalam, Pattom P. O. Thiruvananthapuram Kerala - 695 004	1. Muthoot Leisure and Hospitality Services Private Limited 2. Muthoot Infopark Private Limited 3. Muthoot Insurance Brokers Private Limited 4. Muthoot Forex Limited 5. M G M Muthoot Medical Centre Private Limited 6. Muthoot Marketing Services Private Limited 7. Marari Beach Resorts Private Limited 8. Muthoot Developers Private Limited 9. Muthoot Commodities Limited 10. Adams Properties Private Limited 11. Oxbow Properties Private Limited 12. Muthoot M George Institute of Technology 13. Muthoot Anchor House Hotels Private Limited 14. Geobros Properties and Realtors Private Limited 15. Muthoot Health Care Private Limited 16. Muthoot M. George Real Estate Private Limited 17. Muthoot Money Limited 18. Muthoot Global UK Limited
<b>Alexander M George</b> Age: 40 years Whole Time Director, Director Identification Number: 00938073	Indian	September 30, 2015	Muthoot House G-74, East of Kailash New Delhi - 110 065	1. Nerur Rubber & Plantations Private Limited 2. Tarkali Rubber & Plantations Private Limited 3. Patgaon Plantations Private Limited 4. Unisom Rubber and Plantations Private Limited 5. Muthoot Holidays Private Limited 6. Muthoot Homefin (India) Limited 7. Muthoot Asset Management Private Limited 8. Muthoot M George Nidhi Limited (formerly known as Muthoot M George Permanent Fund Limited) 9. Muthoot Insurance Brokers Private Limited 10. Muthoot Systems and Technologies Private Limited 11. Muthoot Global UK Limited
<b>Jose Mathew</b> Age: 69 years Independent Director, Director Identification Number: 00023232	Indian	September 20, 2017	Vadakkkekalam Green Villa Chamber Road, Bazar P.O, Alappuzha - 688 012	1. Green Shore Holidays and Resorts Private Limited
<b>Jacob Benjamin Koshy</b> Age: 73 years	Indian	September 20, 2017	38/617A, Thripthi Lane S A Road, Kochi, M G Road, Ernakulam - 682 016	Nil

Name, Designation, Age and DIN	Nationality	Date of Appointment	Initial Address	Other Directorships
Independent Director, Director Identification Number: 07901232				
<b>Ravindra Pisharody</b> Age: 65 years Independent Director, Director Identification Number: 01875848	Indian	September 28, 2019	Flat No. 1601, T 7, Emerald Isle, Powai, Saki Vihar Road, Sakinaka, Mumbai, Maharashtra - 400 072	1. Savita Oil Technologies Limited 2. Bonfiglioli Transmissions Private Limited 3. Visage Holdings and Finance Private Limited
<b>Vadakkakara Antony George</b> Age: 71 years Independent Director, Director Identification Number: 01493737	Indian	September 28, 2019	Flat No. T-3, Shireen, Door No. 2, Karpagam Avenue, Raja Annamalipuram, Chennai - 600 028	1. Thejo Engineering Limited 2. Belstar Microfinance Limited (formerly known as Belstar Microfinance Private Limited)
<b>Pratip Chaudhuri</b> Age: 67 years Independent Director, Director Identification Number: 00915201	Indian	September 28, 2019	H-1591, Chittaranjan Park, New Delhi - 110 019	1. CESC Limited 2. Visa Steel Limited 3. Firstsource Solutions Limited 4. Spencer's Retail Limited 5. Cosmo Films Limited 6. IFFCO Kisan Sanchar Limited 7. Jagaran Microfin Private Limited 8. Alchemist Asset Reconstruction Company Limited 9. Dynamic Drilling & Services Private Limited 10. Firstsource Group USA, Inc. 11. Medassist Holding LLC
<b>Usha Sunny</b> Age: 60 years Independent Director, Director Identification Number: 07215012	Indian	November 30, 2020	Kulangrayil, Paravoor, Alappuzha- 688014	1. Securaplus Safety Private Limited

## Profile of Directors

### **George Alexander Muthoot**

George Alexander Muthoot is a chartered accountant who qualified with first rank in Kerala and was ranked 20<sup>th</sup> overall in India, in 1978. He has a bachelor degree in commerce from Kerala University where he was a rank holder and gold medalist. He was also awarded the Times of India group Business Excellence Award in customised Financial Services in March 2009. He was also awarded the CA Business Leader Award under Financial Services Sector from the Institute of Chartered Accountants of India for 2013. He served as the Chairman of the Kerala Non-banking Finance Companies Welfare Association from 2004 to 2007. He is also the Member Secretary of Finance Companies Association, Chennai. He is the founder member for The Indus Entrepreneurs International, Kochi Chapter and is now a member of the Core Committee of the Indus Entrepreneurs International Kochi Chapter. He has over three decades of experience in managing businesses operating in the field of financial services.

### ***George Thomas Muthoot***

George Thomas Muthoot is a businessman by profession. He is an undergraduate. He has over three decades of experience in managing businesses operating in the field of financial services. He has received the ‘Sustainable Leadership Award 2014’ by the CSR congress in the individual category.

### ***George Jacob Muthoot***

George Jacob Muthoot has a degree in civil engineering from Manipal University and is a businessman by profession. He is a member of the Trivandrum Management Association, the Confederation of Real Estate Developers Association of India (Trivandrum) and the Trivandrum Agenda Task Force. He is also a member of the Rotary Club, Trivandrum (South), governing body member of the Charitable and Educational Society of Trivandrum Orthodox Diocese, Ulloor, Trivandrum, Finance Committee Member, Mar Diocese College of Pharmacy, Althara, Trivandrum and Mar Gregorious Orthodox Christian Mercy Fellowship, Trivandrum. He has over three decades of experience in managing businesses operating in the field of financial services.

### ***Alexander M George***

Alexander M George is an MBA graduate from Thunderbird, The Garvin School of International Management, Glendale, Arizona, USA. He joined the Company in 2006 and has been heading the marketing, operations and international expansion of the Company. Under his dynamic leadership and keen vision, the Company has enhanced its brand visibility through innovative marketing strategies and has also implemented various IT initiatives that have benefitted both the customers and employees.

### ***Jose Mathew***

Jose Mathew is a qualified chartered accountant and became a member of the Institute of Chartered Accountants of India in 1977. He was employed with Kerala State Drugs & Pharmaceutical Limited, a Government of Kerala undertaking from 1978 in various positions and demitted office as managing director in 1996-97. He was also a director of Vellappally Plantations Private Limited. He also served as the secretary and general manager finance of Kerala State Industrial Enterprises, a holding company of Government of Kerala during the year 1991-92 and as the member of the first Responsible Tourism Committee constituted by Department of Tourism, Government of Kerala.

He was a management committee member of Kerala Travel Mart Society, a private - public association/ society of travel & tourism fraternity and the treasurer & secretary of Kerala Travel Mart Society. Jose Mathew is presently the managing director of Green Shore Holidays and Resorts Private Limited (Rainbow Cruises), Alleppey.

He has been honoured with various awards and recognitions in tourism, including awards from Kerala Travel Mart. He was also honoured with the CNBC ‘Awaz’ Award, for sustainability in Responsible Tourism in the year 2013.

### ***Jacob Benjamin Koshy***

Jacob Benjamin Koshy is the former Chief Justice of the High Court of Judicature at Patna. He enrolled as an advocate in the High Court of Kerala in October, 1968. In 1971, he joined Menon and Pai, a leading Advocates’ firm and become a partner of the firm in 1982. He specialized in indirect taxation, labour and industrial law and appeared in various courts throughout India. He was a director of Aspinwall and Co. Ltd., William Goodacre (India) Ltd. etc., and life member of YMCA. He represented public sector undertakings like Cochin Port Trust, FACT, Central Bank of India, Indian Oil Corporation, Bharat Petroleum Corporation Limited and various private sector undertakings like TATA Tea Ltd., Hindustan Lever Ltd., Harrison Malayalam Ltd. etc.

Elevated as a judge of the High Court of Kerala on January 17, 1996, he became the Acting Chief Justice of the High Court of Kerala in December, 2008. Thereafter he was promoted as the Chief Justice of the High Court of Judicature at Patna (Bihar State) and from there he took retirement.

Jacob Benjamin Koshy has pronounced judgments in various branches of law including public interest litigation, constitution, criminal, taxation, arbitration etc. He was the executive chairman of the Kerala State Legal Services Authority from 2006 to 2009 and chairman of the Indian Law Institute, Kerala chapter from 2007 onwards till his

promotion as the Chief Justice. He was the chairman of the advisory board constituted under the COFEPOSA Act and National Security Act from April, 2005 to March, 2009. He also functioned as the chancellor of the National University of Advanced Legal Studies, Cochin and Chancellor of the Chanakya National Law University of Patna during his tenure as Acting Chief Justice and Chief Justice respectively.

He was appointed as chairman of the Appellate Tribunal for Forfeited Property New Delhi on April 08, 2010. In May, 2010 he was given additional charge as chairman of the Appellate Tribunal under the Prevention of Money Laundering Act. At the request of the then Chief Minister of Kerala, he assumed charge as the chairperson of the Kerala State Human Rights Commission and on completion of the five-year tenure, retired on September 04, 2016.

### ***Ravindra Pisharody***

Ravindra Pisharody is a corporate business leader and management professional with over 35 years of experience across diverse industries. He was a whole-time director on the board of Tata Motors Limited, where he was heading the commercial vehicles business unit. During his career, Ravindra Pisharody held national, regional and global leadership roles in sales, marketing, business management and strategy development. Currently, he is a Non-Executive Director on the Boards of four other companies, and is an adviser to two other companies. He also undertakes coaching and mentoring assignments.

### ***Vadakkakara Antony George***

Vadakkakara Antony George (V.A. George) is a Certified Director in Corporate Governance by INSEAD, France. An Alumni of International Institute for Management Development (IMD), Lausanne; Mr. George has also participated in the Management Programmes of Harvard Business School and Stanford School of Business.

Mr. George has more than four decades of experience in the Corporate field, in both Public and Private sectors and was the Past Chairman of Equipment Leasing Association of India.

Apart from being the Managing Director of Thejo Engineering Limited, Chennai; Mr. George is a Director on the Boards of two Corporates.

He is an Adjunct Faculty at Loyola Institute of Business Administration and is also on the Governing Boards of three Higher Education Institutions.

Mr. V.A. George holds a Bachelor's Degree in Mechanical Engineering and is also an Associate of the Indian Institute of Banking and Finance.

### ***Pratip Chaudhuri***

Pratip Chaudhuri is the former chairman of State Bank of India and has 40 years of rich experience in the banking sector. He has also served as the Chairman of SBI Global Factors Limited, State Bank of Mysore, State Bank of Bikaner & Jaipur, State Bank of Travancore and State Bank of Hyderabad and State Bank of Patiala.

He was also the Chairman of SBI Mutual Fund and SBI Life. He was also a Director at Export Import Bank of India (EXIM Bank of India).

### ***Usha Sunny***

Usha Sunny is an experienced banking professional with more than 3 decades of experience in the Banking Sector. She has worked with Mashreq Bank PSC, Dubai, Standard Chartered Bank, Dubai, Indian Overseas Bank and Kerala State Drugs and Pharmaceuticals Limited in diversified roles. She is a member of the Institute of Cost Accountants of India, New Delhi and also holds Master's Degree in Commerce from University of Kerala.

## **Remuneration of the Directors**

### **Terms and Conditions of Employment of Executive Directors**

**George Alexander Muthoot** was appointed for a period of 5 years, with effect from April 01, 2010 as the Managing Director of the Company by a resolution of the Board dated March 01, 2010, approval of the members



dated July 21, 2010. He has been re-appointed as Managing Director of the Company for a period of 5 years with effect from April 01, 2015 by a resolution passed by the members of the Company at the Annual General Meeting held on September 25, 2014. He has been further re-appointed as Whole Time Director of the Company for a period of 5 years with effect from April 01, 2020 by a resolution passed by the members of the Company at the Annual General Meeting held on September 28, 2019. Company has executed employment agreement dated March 17, 2020 with Mr. George Alexander Muthoot containing the terms and conditions of the appointment.

The remuneration paid to George Alexander Muthoot for the financial year ended March 31, 2020 is Rs. 154.18 million.

**George Thomas Muthoot** was appointed for a period of 5 years, with effect from April 01, 2010 as the Whole Time Director of the Company by a resolution of the Board dated March 01, 2010, approval of the members dated July 21, 2010. He has been re-appointed as Whole Time Director of the Company for a period of 5 years with effect from April 01, 2015 by a resolution passed by the members of the Company at the Annual General Meeting held on September 25, 2014. He has been further re-appointed as Whole Time Director of the Company for a period of 5 years with effect from April 01, 2020 by a resolution passed by the members of the Company at the Annual General Meeting held on September 28, 2019. Company has executed employment agreement dated March 17, 2020 with Mr. George Thomas Muthoot containing the terms and conditions of the appointment.

The remuneration paid to George Thomas Muthoot for the financial year ended March 31, 2020 is Rs. 154.18 million.

**George Jacob Muthoot** was appointed for a period of 5 years, with effect from April 01, 2010 as the Whole Time Director of the Company by a resolution of the Board dated March 01, 2010, approval of the members dated July 21, 2010. He has been re-appointed as Whole Time Director of the Company for a period of 5 years with effect from April 01, 2015 by a resolution passed by the members of the Company at the Annual General Meeting held on September 25, 2014. He has been further re-appointed as Whole Time Director of the Company for a period of 5 years with effect from April 01, 2020 by a resolution passed by the members of the Company at the Annual General Meeting held on September 28, 2019. Company has executed employment agreement dated March 17, 2020 with Mr. George Jacob Muthoot containing the terms and conditions of the appointment.

The remuneration paid to George Jacob Muthoot for the financial year ended March 31, 2020 is Rs. 154.18 million.

**The current general terms of the employment agreements executed by the Company with Mr. George Alexander Muthoot, the Managing Director, Mr. George Thomas Muthoot and Mr. George Jacob Muthoot, the Whole Time Directors are as under:**

S. No.	Category	Description
<b>Remuneration</b>		
1.	Basic salary	Rs. 2,000,000.00 per month with such increments as may be decided by the Board from time to time, subject to a ceiling of 15% per annum of original Basic Salary as stated above.
2.	Special allowance	Rs. 2,000,000.00 per month with such increments as may be decided by the Board from time to time, subject to a ceiling of 15% per annum of original Special allowance as stated above.
3.	Annual performance incentive	Rs. 18,000,000.00 per annum or 1% of profit before tax before charging annual performance incentive whichever is higher, payable quarterly or at other intervals, subject to a maximum amount as may be decided by the Board from time to time within the limit as stated above.
<b>Perquisites</b>		
1.	Residential accommodation	Company's owned / hired / leased accommodation or

		house rent allowance at 50% of the basic salary in lieu of Company provided accommodation.
2.	Expenses relating to residential accommodation	Reimbursement of expenses on actuals not exceeding the basic salary, pertaining to gas, fuel, water, electricity and telephones as also reasonable reimbursement of upkeep and maintenance expenses in respect of residential accommodation.
3.	Others	Other perquisites, not exceeding the basic salary, such as furnishing of residential accommodation, security guards at residence, attendants at home, reimbursement of medical expenses for self and family, travelling expenses, leave travel allowance for self and family, club fees, personal accident insurance, provident fund contribution and superannuation fund, gratuity contribution, encashment of earned/privilege leave, cars and conveyance facilities, provision for driver or driver's salary and other policies and benefits that may be introduced from time to time by the Company shall be provided to Managing Director as per the rules of the Company subject to approval of the Board.

The terms and conditions of employment, including the remuneration of Mr. George Alexander Muthoot, Managing Director, Mr. George Thomas Muthoot and Mr. George Jacob Muthoot, the Whole Time Directors have been revised pursuant to the resolution passed by the members at the Annual General Meeting of the Company held on September 28, 2019. The Company has executed an employment agreement dated March 17, 2020 with each of such directors containing the terms and conditions of their employment. The revised terms and conditions have been in effect from April 01, 2020.

**Alexander M George** was appointed with effect from November 05, 2014 as an Additional Director of the Company by a resolution of the Board dated November 05, 2014. He was appointed as Whole Time Director by the members at the Annual General Meeting of the Company held on September 30, 2015. He was further re-appointed as Whole Time Director by the members at the Annual General Meeting of the Company held on September 30, 2020.

The remuneration paid to Alexander M George for the financial year ended March 31, 2020 is Rs. 17.08 million.

**Terms and Conditions of Employment of Mr. Alexander M George, Whole Time Director is as follows:**

S. No.	Category	Description
<b>Remuneration</b>		
1.	Basic salary	Rs. 420,000/- per month with such increments as may be decided by the Board from time to time, subject to a ceiling of 15% per annum of original Basic Salary as stated above.
2.	Special allowance	Rs. 420,000/- per month with such increments as may be decided by the Board from time to time, subject to a ceiling of 15% per annum of original Special Allowance as stated above..
3.	Commission	Rs. 12 lakhs per annum or 0.25% of net profit computed under Section 198 of the Companies Act, 2013, whichever is higher, payable annually..
<b>Perquisites</b>		
1.	Residential accommodation	Company's owned/hired/leased accommodation or house rent allowance at 50% of the basic salary in lieu of Company provided accommodation.

2.	Expenses relating to residential accommodation	Reimbursement of expenses on actuals not exceeding the basic salary, pertaining to gas, fuel, water, electricity and telephones as also reasonable reimbursement of upkeep and maintenance expenses in respect of residential accommodation.
3.	Others	Other perquisites not exceeding the basic salary such as furnishing of residential accommodation, security guards at residence, attendants at home, reimbursement of medical expenses for self and family, travelling expenses, leave travel allowance for self and family, club fees, personal accident insurance, provident fund contribution and superannuation fund, gratuity contribution, encashment of earned/privilege leave, cars and conveyance facilities, provision for driver or driver's salary and other policies and benefits that may be introduced from time to time by the Company shall be provided to Whole Time Director as per the rules of the Company, subject to the approval of the Board.

### **Terms and Conditions of Employment of Non-Executive Directors**

Subject to powers conferred under Article 105 and 106 of the Articles of Association and pursuant to a resolution passed at the meeting of the Board of the Company on May 13, 2019 a sitting fee of Rs. 65,000.00 is payable to Non-Executive Directors for attending each meeting of the Board and a sitting fee of Rs. 20,000.00 is payable to Non-Executive Directors for attending each meeting of the Committee. Further, if any Director is called upon to advise the Company as an expert or is called upon to perform certain services, the Board is entitled to pay the director such remuneration as it thinks fit. Save as provided in this section, except for the sitting fees and any remuneration payable for advising the Company as an expert or for performing certain services, our Non-Executive Directors are not entitled to any other remuneration from the Company.

In accordance with the resolution of the members dated September 28, 2019, the Directors (excluding the Managing Director and Whole Time Directors) are entitled to, as Commission, an aggregate sum not exceeding 1% per annum of the net profits of the Company calculated in accordance with the provisions of the Act. Subject to the above, payments and distribution amongst the Directors shall be at the discretion of the Board and such payments are payable in respect of the profits of the Company for each financial year.

No remuneration is being paid to any director of the Company by any subsidiary or associate company, except sitting fees of Rs. 0.64 million paid to Mr. Vadakkakara Antony George, Independent Director, by Belstar Microfinance Limited (formerly known as Belstar Microfinance Private Limited) subsidiary of the Company, during the FY 2019-20.

### **Other understandings and confirmations**

Our Directors have confirmed that they have not been identified as wilful defaulters by the RBI or ECGC or any other governmental authority.

### **Borrowing powers of the Board**

Pursuant to a resolution passed by the members at the Annual General Meeting held on September 30, 2020, in accordance with the provisions of the Companies Act, our Board has been authorised to borrow sums of money for the business of the Company, whether unsecured or secured, in Indian or foreign currency, or by way of issue of debentures/bonds or any other securities, from time to time, from any banks/financial institutions or any other institutions(s), firms, body corporate(s) or other persons, in India or abroad, apart from temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business, provided that the sum(s) so borrowed under this resolutions and remaining outstanding at any time shall not exceed the aggregate of Rs. 750,000 million in excess of and in addition to the paid up capital and free reserves of the Company for the time being.

## Interest of the Directors

All our Directors, including Independent Directors, may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or a committee thereof, to the extent of other remuneration and reimbursement of expenses payable to them pursuant to our Articles of Association. In addition, save for our Independent Directors, our Directors would be deemed to be interested to the extent of interest receivable on loans advanced by the Directors, rent received from the Company for lease of immovable properties owned by Directors, rent received from the Company for lease of immovable properties owned by partnership firms in which Directors are partners and to the extent of remuneration paid to them for services rendered as officers of the Company.

Our Directors may also be deemed to be interested to the extent of Equity Shares, if any, held by them and also to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares. Our Directors, excluding Independent Directors, may also be regarded as interested in the Equity Shares, if any, held by the companies, firms and trusts, in which they are interested as directors, members, partners or trustees and promoters.

Our Directors may also be deemed to be interested to the extent of investments made in the secured/unsecured non-convertible debentures issued by the Company and also to the extent of any interest payable on such debentures.

Some of our Directors may be deemed to be interested to the extent of consideration received/paid or any loans or advances provided to any body corporate, including companies, firms, and trusts, in which they are interested as directors, members, partners or trustees. For details, refer to Annexure A titled “*Financial Information*” beginning on page A-1 of the Shelf Prospectus and Annexure A titled “*Limited Review Financial Results*” beginning on page A-1 of this Tranche III Prospectus.

Except as disclosed hereinabove and the section titled “*Risk Factors*” on page 11 of the Shelf Prospectus and on page 88 of this Tranche III Prospectus, the Directors do not have an interest in any venture that is involved in any activities similar to those conducted by the Company.

Except as stated in Annexure A titled “*Financial Information*” beginning on page A-1 of the Shelf Prospectus, and to the extent of compensation and commission if any, and their shareholding in the Company, our Directors do not have any other interest in our business.

Our Directors have no interest in any immovable property acquired or proposed to be acquired by the Company in the preceding two years of filing the Tranche III Prospectus with the Registrar of Companies nor do they have any interest in any transaction regarding the acquisition of land, construction of buildings and supply of machinery, etc. with respect to the Company. No benefit/interest will accrue to our Promoters/Directors out of the objects of the issue. Except Mr. George Alexander Muthoot, Mr. George Thomas Muthoot, and Mr. George Jacob Muthoot, who are Promoters of the Company, none of our Directors have any interest in the promotion of the Company.

George Alexander Muthoot, George Thomas Muthoot and George Jacob Muthoot are our Promoters as well as Non-Independent, Executive Directors.

## Debenture/Subordinated Debt holding of Directors:

Details of the debentures/subordinated debts held in our Company by our Directors, as on December 31, 2020 are provided below:

The details of secured non-convertible debentures of the face value of Rs. 1,000 each held by the directors of the Company is set out below:

Name of Director	Number of Secured Non-Convertible Debentures	Amount (in Rs. Million)
George Alexander Muthoot	377,900	377.90
George Jacob Muthoot	200,000	200.00
George Thomas Muthoot	200,000	200.00
Alexander M George	130,000	130.00

The details of subordinated debts of the face value of Rs. 1,000 each held by the directors of the Company is Nil.

### Changes in the Directors of our Company during the last three years:

The changes in the Board of Directors of our Company in the three years preceding the date of this Tranche III Prospectus are as follows:

Name	Designation	DIN	Date of appointment	of	Date of retirement / resignation	Remarks
M.G. George Muthoot	Chairman & Whole-time Director	00018201	April 01, 2010		March 05,2021	Death
Usha Sunny	Independent Director	07215012	November 30,2020		NA	Appointment
Pamela Anna Mathew	Independent Director	00742735	September 20, 2017		September 30, 2020	Retired
Pratip Chaudhuri	Independent Director	00915201	September 28, 2019		NA	Appointment
Ravindra Pisharody	Independent Director	01875848	September 28, 2019		NA	Appointment
Vadakkakara Antony George	Independent Director	01493737	September 28, 2019		NA	Appointment
John K Paul	Independent Director	00016513	September 29, 2016		September 28, 2019	Retired
George Joseph	Independent Director	00253754	September 29, 2016		September 28, 2019	Retired
K George John	Independent Director	00951332	September 27, 2013		June 30, 2019	Death
Pratip Chaudhuri	Independent Director	00915201	September 20, 2017		March 09, 2018	Resignation
Justice K John Mathew	Independent Director	00371128	September 20, 2008		September 20, 2017	Retired
Pratip Chaudhuri	Independent Director	00915201	September 20, 2017		NA	Appointment
Jacob Benjamin Koshy	Independent Director	07901232	September 20, 2017		NA	Appointment
Jose Mathew	Independent Director	00023232	September 20, 2017		NA	Appointment

### Shareholding of Directors

As per our Articles of Association, our Directors are not required to hold any qualification Equity Shares in the Company.

Details of the shares held in our Company by our Directors, as on December 31, 2020 are provided in the table given below:

S. No.	Name of Director	No. of Shares	Percentage Shareholding(%) in the total Share Capital
1.	George Alexander Muthoot	43,630,900	10.8754
2.	George Thomas Muthoot	43,630,900	10.8754
3.	George Jacob Muthoot	43,630,900	10.8754
4.	Alexander M George	6,772,500	1.6881
	<b>Total</b>	<b>137,665,200</b>	<b>34.3143</b>

Our Directors do not hold any shares in any subsidiary or associate company of the Company, except shares held as nominee shareholders of holding company, details of which are disclosed as hereunder:

S. No	Name of Director	Name of Subsidiary/Associate Company	Shareholding (No. of Share held) *
1.	George Alexander Muthoot	Muthoot Money Limited	01
		Muthoot Insurance Brokers Private Limited	01
		Muthoot Homefin (India) Limited	01
		Muthoot Asset Management Private Limited	01
		Muthoot Trustee Private Limited	01
2.	George Thomas Muthoot	Muthoot Money Limited	01

		Muthoot Homefin (India) Limited	01
		Muthoot Asset Management Private Limited	01
		Muthoot Trustee Private Limited	01
		Muthoot Insurance Brokers Private Limited	01
3.	George Jacob Muthoot	Muthoot Money Limited	01
		Muthoot Homefin (India) Limited	01
		Muthoot Asset Management Private Limited	01
		Muthoot Trustee Private Limited	01
		Muthoot Insurance Brokers Private Limited	01
4.	Alexander M George	Muthoot Money Limited	01
		Muthoot Insurance Brokers Private Limited	01

\*Beneficial Interest in these shares are held by Muthoot Finance Limited pursuant to Section 89 of Act.

## Corporate Governance

We are in compliance with the requirements of corporate governance as mandated in SEBI LODR Regulations, particularly those in relation to the composition of the Board of Directors, constitution of committees such as Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. The Board has laid down a Code of Conduct for all Board members and senior management of the Company and the same is posted on the website of the Company in accordance with the SEBI LODR Regulations. In addition, pursuant to RBI Circular dated May 08, 2007 (including modifications made from time to time), all NBFC-ND-SIs are required to adhere to certain corporate governance norms including constitution of an Audit Committee, Nomination and Remuneration Committee, Risk Management Committee and certain other norms in connection with disclosure and transparency and connected lending. We have complied with these corporate governance requirements.

Currently our Board has ten Directors. Mr. M G George Muthoot, who was the Chairman of the Board ceased to be a member of the Board with effect from March 05, 2021 owing to his death. Since then, the Board of Directors has not appointed any permanent Chairperson to the Board of Directors. In compliance with the requirements of SEBI LODR Regulations, our Board has an optimum combination of executive and non-executive directors consisting of 50% Independent Directors. None of the Directors on the Board are members of more than ten committees or Chairman of more than five Committees across all companies in which they are directors as required under the SEBI LODR Regulations. Our Board has constituted the following committees:

- (a) Audit Committee;
- (b) Stakeholders Relationship Committee;
- (c) Asset Liability Management Committee;
- (d) Risk Management Committee;
- (e) Nomination and Remuneration Committee;
- (f) NCD Committee; and
- (g) CSR & Business Responsibility Committee

### *Audit Committee*

The Audit Committee of the Board was reconstituted by our Directors by a board resolution dated February 09, 2021 pursuant to Section 177 of the Companies Act, 2013. Presently, the Audit Committee comprises of:

Name of the Member	Designation in the Committee	Nature of Directorship
Jose Mathew	Chairman	Independent Director
Vadakkakara Antony George	Member	Independent Director
George Alexander Muthoot	Member	Managing Director
Usha Sunny	Member	Independent Director

Terms of reference of the Audit Committee include:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees or any payment to statutory auditors for any other services;
- Reviewing, with the management, the annual financial statements and Auditors Report thereon before submission to the board for approval, with particular reference to:
  - (i) Matters required being included in the Director's Responsibility Statement to be included in the Board's report and other matters;
  - (ii) Changes, if any, in accounting policies and practices and reasons for the same;
  - (iii) Major accounting entries involving estimates based on the exercise of judgment by management;
  - (iv) Significant adjustments made in the financial statements arising out of audit findings;
  - (v) Compliance with listing and other legal requirements relating to financial statements;
  - (vi) Disclosure of any related party transactions; and
  - (vii) Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing, with the management, performance of statutory and internal auditors, evaluation of the internal control systems including internal financial controls and Risk Management;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors on any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism, in case the same exists;
- To approve the appointment of Chief Financial Officer, if any;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
- Approval or any subsequent modification of transactions of the Company with related parties; and
- Valuation of undertakings or assets of the Company, wherever it is necessary.

### ***Stakeholders Relationship Committee***

The Stakeholders Relationship Committee was reconstituted by our Directors by a board resolution dated September 28, 2019 and further re-constituted by a circular resolution of the Board of Directors, dated October 09, 2020, and comprises of:

<b>Name of the Member</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
Jacob Benjamin Koshy	Chairman	Independent Director
Ravindra Pisharody	Member	Independent Director
George Thomas Muthoot	Member	Whole Time Director

Terms of reference of the Stakeholders Relationship Committee include the following:

- To approve or otherwise deal with applications for transfer, transmission, transposition and mutation of shares and certificates including duplicate, split, sub-division or consolidation of certificates and to deal with all related matters; and also to deal with all the matters related to de-materialisation or re-materialisation of securities, change in the beneficial holders of de-mat securities and granting of necessary approvals wherever required;
- To look into and redress shareholder's/ investors grievances relating to:
  - (i) Transfer/Transmission of securities
  - (ii) Non-receipt of Interest and declared dividends
  - (iii) Non-receipt of annual reports
  - (iv) All such complaints directly concerning the Security holders as stakeholders of the Company
- Any such matters that may be considered necessary in relation to security holders of the Company.

### ***Nomination and Remuneration Committee***

The Nomination and Remuneration Committee was reconstituted by our Directors by a board resolution dated September 28, 2019 and further re-constituted by a circular resolution of the Board of Directors, dated October 09, 2020, and comprises of:

<b>Name of the Member</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
Jacob Benjamin Koshy	Chairman	Independent Director
Jose Mathew	Member	Independent Director
Vadakkakara Antony George	Member	Independent Director

Terms of reference of the Nomination and Remuneration Committee include the following:

- Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with Criteria as laid down and recommend to Board their appointment and removal;
- Ensure persons proposed to be appointed on the Board do not suffer any disqualifications for being appointed as a director under the Companies Act, 2013;
- Ensure that the proposed appointees have given their consent in writing to the Company;
- Review and carry out every Director's performance, the structure, size and composition including skills, knowledge and experience required of the Board compared to its current position and make recommendations to the Board with regard to any changes;
- Plan for the succession planning for directors in the course of its work, taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore needed on the Board in the future;



- Be responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies as and when they arise;
- Keep under review the leadership needs of the organization, both executive and non-executive, with a view to ensuring the continued ability of the organization to compete efficiently in the market place; and
- Ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of committee services and involvement outside board meetings;
- Determine and agree with the Board the framework for broad policies for criteria for determining qualifications, positive attitudes and independence of a director and recommend to the Board policies, relating to remuneration for the Directors, Key Managerial Personnel and other employees;
- Review the on-going appropriateness and relevance of the remuneration policy;
- Ensure that contractual terms of the agreement that Company enters into with Directors as part of their employment in the Company are fair to the individual and the Company;
- Ensure that all provisions regarding disclosure of remuneration and Remuneration Policy as required under the Companies Act, 2013 or such other acts, rules, regulations or guidelines are complied with;
- Formulate ESOP plans and decide on future grants;
- Formulate terms and conditions for a suitable Employee Stock Option Scheme and to decide on followings under Employee Stock Option Schemes of the Company:
  - (i) the quantum of option to be granted under ESOP Scheme(s) per employee and in aggregate;
  - (ii) the condition under which option vested in employees may lapse in case of termination of employment for misconduct;
  - (iii) the exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;
  - (iv) the specified time period within which the employee shall exercise the vested options in the event of termination or resignation of an employee;
  - (v) the right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
  - (vi) the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of rights issues, bonus issues and other corporate actions;
  - (vii) the grant, vest and exercise of option in case of employees who are on long leave; and
  - (viii) the procedure for cashless exercise of options.
- Any other matter, which may be relevant for administration of ESOP Scheme including allotment of shares pursuant to exercise of options from time to time.

#### ***Asset Liability Management Committee***

The Asset Liability Management Committee was reconstituted by a board resolution dated November 13, 2019 and comprises of the following directors:

<b>Name of the Member</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
Jose Mathew	Chairman	Independent Director
Vadakkakara Antony George	Member	Independent Director
George Alexander Muthoot	Member	Managing Director

Terms of reference of the Asset Liability Management Committee includes the following:

- To ensure that the asset liability management strategy and Company's market risk management policies are implemented;
- To provide a strategic framework to identify, asses, quality and manage market risk, liquidity risk, interest

rate risk, price risk etc.

- To ensure adherence to the risk limits;
- To articulate current interest rate view of the Company and base its decisions on future business strategy on this view;
- To decide product pricing, desired maturity profile of assets and liabilities and also the mix of incremental assets and liabilities such as fixed versus floating rate funds, domestic vs. foreign currency funds etc;
- To monitor the risk levels of the Company;
- To review the results of and progress in implementation of the decisions;
- To report to the Board of Directors on the adequacy of the Company's systems and controls for managing risk, and for recommending any changes or improvements, as necessary;
- To ensure that all activities are within the overall regulatory framework and government regulation;
- To ensure proper management within defined control parameters set by the Board, of the Company's net interest income and its structural exposure to movements in external environment;
- To review and assess the management of funding undertaken by Company and formulate appropriate actions;
- To review and assess the management of the Company's liquidity with the framework and policies established by the Board, as the case may be, and formulate appropriate actions to be taken;
- To consider the significance of ALM of any changes in customer behaviour and formulate appropriate actions; and
- To consider, if appropriate, the composition of the Company's capital structure, taking account of future regulatory requirements and rating agency views and formulate actions wherever required.

#### ***Risk Management Committee***

Risk Management Committee was reconstituted by a board resolution dated November 13, 2019 and comprises of the following directors:

<b>Name of the Member</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
Jose Mathew	Chairman	Independent Director
Vadakkakara Antony George	Member	Independent Director
George Alexander Muthoot	Member	Managing Director

The Risk Management Committee shall have overall responsibility for overseeing the risk management activities of the Company, approving appropriate risk management procedures and measurement methodologies across the organization as well as identification and management of strategic business risks. Terms of reference of Risk Management Committee includes the following:

- To champion and promote the enterprise risk management and to ensure that the risk management process and culture are embedded throughout the Company;
- To ensure the implementation of the objectives outlined in the Risk Management Policy and compliance with them;
- To provide adequate information to the Board on key risk management matters;
- To identify new strategic risks including corporate matters. Eg. Regulatory, business developments etc.
- To monitor and manage the operational risks arising from IT applications;

- Oversight of the Information Security Officers/ Team; and
- To oversee the processes for preventing, detecting, analysing and responding to information security incidents.

#### ***NCD Committee***

The NCD Committee was constituted by our Directors by a board resolution dated May 16, 2018 and comprises of:

<b>Name of the Member</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
George Alexander Muthoot	Chairman	Managing Director
George Thomas Muthoot	Member	Whole Time Director
George Jacob Muthoot	Member	Whole Time Director

Terms of reference of the NCD Committee include the following:

- To determine and approve the terms and conditions and nature of the debentures (NCDs) including Secured Non-Convertible Debentures and Unsecured Non-Convertible Debentures in nature of Sub-Ordinated Debt to be issued on basis of private placement and/or Public Issue;
- To determine and approve the nature/type/pricing/terms of the issue;
- To approve the Draft Issue Documents or Offer Document(s) including Prospectus, Shelf Prospectus, Tranche Prospectus etc., related to issue of NCDs;
- To appoint Compliance Officer and to authorise and appoint Officers of the Company for negotiations, signing and execution of any documents including offer documents, trust deed, Charge Documents and other statutory documents for and on behalf of the Company to the extent authorised by the Committee;
- To appoint and deal with Stock Exchange, Depositories, Registrar, Merchant Bankers, Brokers, Debentures Trustees, Bankers, agents, attorneys, experts or any other persons in relation to the issue and continuous management of NCDs and enter into agreement with them for and on behalf of the Company;
- To appoint Trustees of each Issue/tranche of the Issue for NCDs as Issued by Board of Directors of the Company from time to time and to approve the Trust Deed;
- To create or modify the Charge on assets of the Company for purpose of securing the NCDs to extent of NCDs issued by Board of Directors of the Company from time to time;
- Ensure that all provisions regarding disclosures under the Companies Act, 2013, Reserve Bank of India Guidelines, SEBI (Issue of Debt and Listing) Regulations, 2008 for listing of debentures issued on private placement basis or public issues, or such other acts, rules, regulations or guidelines are complied with;
- To approve Rematerialisation/Dematerialisation of NCD's, transfer and transmission of NCD's and issuance of duplicate NCD Certificates and other day to day activities issued through Private Placement and/or Public Issue; and
- To approve and deal with all other matters relating to the issue and do all such acts, deeds, matters and things as it may, at its discretion, deem necessary for such purpose and other matters entrusted by Board of Directors from time to time including without limitation the utilisation of the issue proceeds etc.

#### ***CSR and Business Responsibility Committee***

The CSR and Business Responsibility Committee constituted by our Directors by a board resolution dated August 11, 2014 was re-constituted as the CSR and Business Responsibility Committee by a board resolution dated August 08, 2017. The Committee has been further re-constituted by a board resolution dated September 28, 2019 and comprises of:

<b>Name of the Member</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
Jacob Benjamin Koshy	Chairman	Independent Director
George Alexander Muthoot	Member	Managing Director
Jose Mathew	Member	Independent Director

Terms of reference of the CSR and Business Responsibility Committee include the following:

- To do all acts and deeds as required under Section 135 of Companies Act, 2013 read with Relevant Rules;
- To approve, adopt and alter the policy documents for CSR and Business Responsibility Committee activities of the Company;
- To supervise, monitor and direct CSR and Business Responsibility Committee activities of the Company and approving budgets, sanctioning the amount required for various CSR and Business Responsibility Activities;
- To authorize or delegate any of its power for administration purposes/expenses related to day to day activities of Company for CSR and Business Responsibility to any member of the Committee;
- To review CSR and Business Responsibility activities of the Company on a regular basis as decided by the Committee on basis of CSR and Business Responsibility policy and other guidelines as adopted by the Committee; and
- To do all acts and deeds as required for the purpose of Business Responsibility reporting and required supervision, monitoring and direction.

Further, our Company has also constituted various other committees including IT Strategy Committee, IT Steering Committee in line with RBI Directions.

#### **Relatives of directors**

The following persons, who are relatives of directors were appointed to an office or place of profit in our Company

- a. George M Jacob - Executive Director (Marketing & Operations (Tamilnadu))
- b. George M Alexander - Executive Director (Administration and Operation (South))
- c. Eapen Alexander - Executive Director (IT and Digital Initiatives)
- d. George M George - Executive Director (Public Relations and New Initiatives)

## OUR PROMOTERS

### Profiles of our Promoters

The following individuals are the Promoters of our Company:

1. George Alexander Muthoot.
2. George Thomas Muthoot; and
3. George Jacob Muthoot.

The details of our Promoters are provided below:



***George Alexander Muthoot***

Voter ID Number: **BXD1345453**  
Driving License: **3/730/1973**



***George Thomas Muthoot***

Voter ID Number: **KL/13/090/048241**  
Driving License: **5/2968/1983**



***George Jacob Muthoot***

Voter ID Number: **KL/20/134/123133**  
Driving License: **3/190/1984**

For additional details on the age, background, nationality, personal address, educational qualifications, experience, experience in the business of our Company, positions/ posts held in the past, terms of appointment as Directors and other directorships of our Promoters, see the section titled “*Our Management*” at page 68 of this Tranche III Prospectus.

### Other understandings and confirmations

Our Promoters and relatives of the Promoters (as per the Companies Act, 2013) have confirmed that they have not been identified as wilful defaulters by the RBI/ECGC or any other governmental authority.

No violations of securities laws have been committed by our Promoters in the past or are currently pending against them. None of our Promoters or directors are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchanges in India or abroad.

### Common Pursuits of Promoters and group companies

Our Promoters have interests in the following entities that are engaged in businesses similar to ours and this may result in potential conflicts of interest with our Company.

1. Muthoot Vehicle & Asset Finance Limited
2. Geo Bros Muthoot Nidhi Limited (formerly known as Geo Bros Muthoot Funds India Limited)
3. Emgee Muthoot Nidhi Limited (formerly known as Emgee Muthoot Benefit Fund (India) Limited)
4. Muthoot M George Nidhi Limited (formerly known as Muthoot M George Permanent Fund Limited)
5. Muthoot Gold Nidhi Limited (formerly known as Muthoot Gold Funds Limited)
6. Muthoot Synergy Nidhi Limited (formerly known as Muthoot Synergy Fund Limited)
7. Muthoot M George Chits India Limited
8. Muthoot Finance UK Limited

Our Company has not adopted any measures for mitigating such conflict situations. For further details, see section titled “*Risk Factors*” at page 11 of the Shelf Prospectus. For further details on the related party transactions, to the extent of which our Company is involved, see Annexure A titled “*Financial Information*” at page A-1 of the Shelf Prospectus.

## Interest of Promoters in our Company

Except as disclosed below, other than as our shareholders, Promoters, to the extent of the dividend that may be declared by our Company and to the extent of the remuneration received by them in their capacity as Executive Directors, to the extent of interest receivable on loans advanced/subordinated debts/ debentures, rent received from our Company for lease of immovable properties owned by Promoters and immovable properties owned by partnership firms in which Promoters are partners, our Promoters do not have any other interest in our Company. Some of our Promoters may be deemed to be interested to the extent of consideration received / paid or any loans or advances provided to any body corporate including companies, firms and trusts in which they are interested as directors, members, partners or trustees. For details see the section titled “Disclosures on Existing Financial Indebtedness” at page 55 of the Tranche III Prospectus.

Our Company has entered into lease agreements dated June 01, 2018 with Muthoot Properties & Investments, a partnership firm in which Promoters are partners. Through the lease agreement, following properties are leased out to our Company:

1. Hauz Khas Branch, Delhi
2. Andheri Branch, Mumbai
3. Edapallykotta Branch,
4. Vashi Branch, Mumbai
5. Kozhencherry Branch, Kerala
6. Karunagapally Branch, Kerala
7. Chavara Branch, Kerala
8. Zonal Office / Regional Office Kottayam, Kerala
9. Regional Office, Kollam and Vadayattukotta Branch, Kerala
10. Guest House, Corel Crest, Kerala
11. Kulasekharam Branch, Kerala
12. Vadayattukotta Branch, Kerala
13. Guest House, Mumbai
14. Prakruti Providence Crest, Kodigehalli
15. Fern’s Court, Cooke Town

Our Company has entered into lease agreements dated April 04, 2009 with Muthoot Housing & Infrastructure, a partnership firm in which Promoters are partners. Through the lease agreement, following properties are leased out to our Company:

1. Zonal Office and Vazhuthacad Branch, Kerala
2. Chalukunnu Branch, Kerala
3. Thycadu Branch, Kerala

Our Promoters do not propose to subscribe to the Issue.

## Details of Shares allotted to our Promoters during the last three Financial Years

No Shares have been allotted to our Promoters during the last three Financial Years.

## Shareholding of our Promoters as on December 31, 2020

S. No.	Name of the Promoter	Total No. of Equity Shares*	Percentage of shareholding (%) to the total share capital of our Company	No. of Shares pledged	Percentage of Shares pledged
1.	George Muthoot Alexander	43,630,900	10.8754	-	-
2.	George Muthoot Thomas	43,630,900	10.8754	-	-
3.	George Muthoot Jacob	43,630,900	10.8754	-	-
<b>Total</b>		<b>130,892,700</b>	<b>32.6262</b>	-	-

\*All Equity Shares held by the Promoters are in dematerialised form.

**Interest of our Promoters in property, land and construction**

Except as stated in Annexure A titled “*Financial Information*” at page A-1 of the Shelf Prospectus, our Promoters do not have any interest in any property acquired by our Company within two years preceding the date of filing of this Tranche III Prospectus or any property proposed to be acquired by our Company or in any transaction with respect to the acquisition of land, construction of building or supply of machinery.

**Payment of benefits to our Promoters during the last two years**

Except as stated in this section titled “*Our Promoters*” on page 85 this Tranche III Prospectus and Annexure A titled “*Financial Information*” on page A-1 of the Shelf Prospectus, respectively, no amounts or benefits has been paid or given or intended to be paid or given to our Promoters within the two years preceding the date of filing of this Tranche III Prospectus. As on the date of this Tranche III Prospectus, except as stated in the section titled “*Our Management*” at page 68 of this Tranche III Prospectus, there is no bonus or profit sharing plan for our Promoters.

## MATERIAL DEVELOPMENTS

### Material developments since the date of filing of the Shelf Prospectus:

Other than as described below, there are no recent material developments in relation to our Company since the filing of the Shelf Prospectus with the ROC, BSE and SEBI, including in respect of disclosure under the sections titled “*Risk Factors*”, “*Our Business*”, “*History and Main Objects*” and “*Other Matters*”.

Unless otherwise stated, financial information used in this section is based on the unaudited financial information for the quarter and nine months ended on December 31, 2020 and other information is based on management information system of the Company.

Our Company further confirms that this Tranche III Prospectus to be read with Shelf Prospectus dated October 22, 2020 and Addendum Advertisement to Shelf Prospectus dated November 04, 2020 contains all material disclosures which are true and adequate to enable prospective investors to make an informed investment decision in the Tranche III Issue, and does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements therein, in light of the circumstances in which they were made, not misleading.

Any and all material updates as mentioned below shall be applicable to the Shelf Prospectus in its entirety, wherever necessary, and shall not correspond solely or exclusively to the specific sections mentioned below.

#### • RISK FACTOR

1. ***Risk Factor 11 on page no. 16 of the Shelf Prospectus titled “A major part of our branch network is concentrated in southern India and any disruption or downturn in the economy of the region would adversely affect our operations.”***

As of December 31, 2020, 2,777 out of our 4,632 branches were located in the south Indian states of Tamil Nadu (972 branches), Kerala (565 branches), Andhra Pradesh (413 branches), Karnataka (519 branches), Telangana (294 branches), Union Territory of Pondicherry (8 branches) and Andaman & Nicobar (6 branches).

As of December 31, 2020 the south Indian states of Tamil Nadu, Kerala, Andhra Pradesh, Karnataka, Telangana, the Union Territory of Pondicherry and Andaman & Nicobar Islands constituted 49.35% of our total Gold Loan portfolio.

2. ***Risk Factor 34 on page no.26 of the Shelf Prospectus titled “Our results of operations could be adversely affected by any disputes with our employees”.***

As at December 31, 2020, we employed 25,893 personnel in our operations.

3. ***Risk Factor 67 on page no. 36 of the Shelf Prospectus titled “Any downgrading in credit rating of our NCDs may adversely affect the value of NCDs and thus our ability to raise further debts.”***

The Secured NCDs for an amount of upto ₹ 40,000.00 million proposed to be issued under the Issue have been rated “[ICRA] AA/Stable” by ICRA vide its letter dated September 26, 2020 and further revalidated by rating letters dated October 09, 2020 and November 30, 2020. ICRA has upgraded the ratings for the Secured NCDs to “[ICRA] AA+/Stable” and issued revalidated rating letter dated March 15, 2021. The Secured NCDs for an amount of upto ₹ 40,000.00 million proposed to be issued under the Issue have been rated “CRISIL AA/Positive” by CRISIL vide its letter dated September 22, 2020 and further revalidated by rating letters dated October 08, 2020 and December 01, 2020. CRISIL has upgraded the ratings for the Secured NCDs to “CRISIL AA+/Stable” and issued revalidated rating letter dated March 17, 2021.

4. ***Risk Factor 71 on page no.37 of the Shelf Prospectus titled “This Shelf Prospectus includes certain unaudited financial information, which has been subjected to limited review, in relation to our Company. Reliance on such information should, accordingly, be limited.”***

The Shelf Prospectus and this Tranche III Prospectus include certain unaudited financial information in relation to our Company, for the quarter ended June 30, 2020, quarter and half year ended September 30, 2020 and



quarter and nine months ended December 31,2020, in respect of which the Statutory Auditors of our Company have issued their Limited Review Reports dated August 19, 2020, November 03, 2020 and February 09, 2021 respectively. As this financial information has been subject only to limited review as required by regulation 52(2) of SEBI LODR and as described in Standard on Review Engagements (SRE) 2410, “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Institute of Chartered Accountants of India, and not to an audit, any reliance by prospective investors on such unaudited financial information should accordingly, be limited. We have prepared our financial statements in accordance with Ind AS with effect from April 1, 2018 with comparatives for prior periods. Ind AS differs in various respects from Indian GAAP. Accordingly, our financial statements for the period commencing from April 1, 2018 will not be comparable to our historical financial statements. Accordingly, reliance by prospective investors to the Issue on such unaudited financial information shall be limited.

## • OUR BUSINESS

We are the largest gold loan NBFC in India in terms of loan portfolio. According to the ICRA Analytics Limited (Formerly known as ICRA Management Consulting Services Ltd) Industry Report, Gold Loans Market in India, 2020 (“**ICRA Analytics Industry Report 2020**”), we were ranked the largest gold loan company in India in terms of loan portfolio as of March 31, 2020.

We have the largest branch network among gold loan NBFCs as of March 31, 2020,. Our branch network has expanded significantly from 373 branches as of March 31, 2005 to 4,632 branches as of December 31, 2020, comprising 792 branches in northern India, 2,777 branches in southern India, 754 branches in western India and 309 branches in eastern India covering 22 states, the national capital territory of Delhi and six union territories in India.

A Summary of our key operational and financial parameters as at and for the half year ended September 30, 2020 are as follows:

(Rs. in million)

Particulars	Half year ended
	September 30, 2020
Equity	131,965.62
Total Borrowings of which-	
Debt securities	110,791.42
Borrowings(other than debt securities)	308,017.03
Subordinated Liabilities	2,763.43
Property, Plant and Equipment	2,258.61
Other Intangible assets	52.00
Financial Assets	568,400.06
Non- Financial Assets	3,966.60
Cash and Cash Equivalents	55,557.66
Bank Balances other than cash and cash equivalents	529.11
Financial Liabilities	435,324.00
Non- Financial Liabilities	5,077.00
Loans	476,478.31
Loans (Principal Amount)	470,163.00
Interest Income	48,226.00
Finance Costs	17,956.00
Impairment on Financial Instruments	253.00
Profit for the year	17,351.00
% Stage 3 Loans on Loans(Principal Amount)	1.26%
% Net Stage 3 Loans on Net Loans (Principal Amount)	1.15%

CRAR - Tier I Capital Ratio(%)	24.62%
CRAR - Tier II Capital Ratio(%)	1.11%
<u>Debt Equity Ratio of the company</u>	-
Before the issue of debt securities (times)	3.19 times
After the issue of debt securities # (times)	3.32 times

#The debt-equity ratio post the Issue is indicative of the assumed inflow of ₹ 17,000.00 million from the proposed issue. The actual debt-equity ratio post the Issue would depend on the actual position of debt and equity on the deemed date of Allotment.

## • HISTORY AND MAIN OBJECTS

The disclosure in relation to “Potential Acquisition by the Company” appearing under the section titled “*Potential acquisition by the Company*” on page 121 of the Shelf Prospectus stands deleted.

### **Amalgamation, acquisition, re-organisation or reconstruction undertaken by the Company in the last one year**

The Company has not undertaken any amalgamation, acquisition, re-organisation or reconstruction activities in the last one year preceding the date of this Tranche III Prospectus.

### **Further Investments in Subsidiaries**

The Company has not made any further investments in subsidiaries in the last one year preceding the date of this Tranche III Prospectus

## • OTHER MATTERS

### 1. Unaudited financial results

The unaudited limited reviewed financial results of the Company for the quarter and half year ended September 30, 2020 was approved and published by the Board of Directors at their meeting held on November 03, 2020.

The unaudited limited reviewed financial results of the Company for the quarter and nine months ended December 31, 2020 was approved and published by the Board of Directors at their meeting held on February 09, 2021

### 2. Upgradation in Credit Rating

On February 16, 2021, CRISIL Ratings has upgraded its ratings on the long-term debt facilities of Muthoot Finance Limited to “CRISIL AA+/Stable” from “CRISIL AA/ Positive”. On March 16, 2021, ICRA has upgraded its ratings on the long-term debt facilities of Muthoot Finance Limited to “[ICRA] AA+/Stable” from “[ICRA] AA/ Stable”.

### 3. New charges created

Details of charges created on the assets of the Company post September 30, 2020 are as under:

S. No.	Type	Charge holder	Date of creation of charge	Assets on which charge created	Amount (Rs. In Millions)
1.	Bank loan	HDFC Bank Limited	November 17,2020	Current assets, book debts, loans, advances and receivables including gold loan receivables	3,000.00
2.	Secured rated non-convertible debentures-Series XXIII	IDBI Trusteeship Services Limited	November 05,2020	Current assets, book debts, loans, advances and receivables including gold loan receivables	20,000.00
3.	Bank loan	Indian Overseas Bank	December 29,2020	Current assets, book debts, loans, advances and receivables including gold loan receivables	2,500.00
4.	Bank loan	Union Bank	December 30,2020	Current assets, book debts, loans, advances and receivables including gold loan receivables	11,000.00

5.	Bank loan	Kotak Mahindra Bank	December 30,2020	Current assets, book debts, loans, advances and receivables including gold loan receivables	1,500.00
6.	Secured rated non-convertible debentures-Series XXIV	IDBI Trusteeship Services Limited	January 11,2021	Current assets, book debts, loans, advances and receivables including gold loan receivables	2,929.86
7.	Bank loan	Central Bank of India	January 29,2021	Current assets, book debts, loans, advances and receivables including gold loan receivables	3,000.00
8.	Bank loan	State Bank of India	February 20,2021	Current assets, book debts, loans, advances and receivables including gold loan receivables	10,000.00
9.	Secured rated non-convertible debentures-Private Placement.	IDBI Trusteeship Services Limited	March 03,2021	Current assets, book debts, loans, advances and receivables including gold loan receivables	17,070.00
10.	Bank loan	Punjab and Sind Bank	March 29,2021	Current assets, book debts, loans, advances and receivables including gold loan receivables	1,000.00

#### 4. Death of Mr. M G George Muthoot, Chairman & Whole Time Director

Mr. M G George Muthoot, Chairman & Whole Time Director of the Company passed away on March 05, 2021. Mr. M G George Muthoot was one of the Promoters of the Company and consequent to his death, Mr. M G George Muthoot ceased to be a Promoter and Director of the Company with effect from March 05, 2021.

#### 5. Allotment of equity shares pursuant to exercise of employee stock options

Post December 31, 2020, the Nomination and Remuneration Committee of the Board of Directors of the Company under the Muthoot ESOP 2013 allotted 6,735 equity shares of face value of INR 10 each on March 23, 2021 pursuant to exercise of employee stock options by the employees of the Company. As on the date of this Tranche III Prospectus, the issued, subscribed and paid-up share capital of the Company is INR 4,011,958,560.

#### 6. Transmission of shares held by Late M G George Muthoot, Chairman & Whole Time Director

The equity shares of the Company previously held by Late M G George Muthoot have been transmitted to Mrs. Sara George, nominee of the demat account held by Late M G George Muthoot on March 30, 2021. In continuation of the transmission process, 1/3<sup>rd</sup> share of the holdings of Late M G George Muthoot will be transmitted to Mr. George M George, son of Late M G George Muthoot and 1/3<sup>rd</sup> share of the holdings of Late M G George Muthoot will be transmitted to Mr. Alexander M George, son of Late M G George Muthoot, the legal descendants as per the will executed by Late M G George Muthoot.

The equity shareholding of Mrs. Sara George, Mr. George M George, and Mr. Alexander M George post completion of transmission of shares are as under:

Name of Shareholder	No. of shares held on March 31, 2021	Percentage of holding as on March 31, 2021	No. of shares to be held post completion of above mentioned transmission	Percentage of holding post completion of above mentioned transfer
Sara George	6,00,70,968	14.9730	2,90,36,548	7.2375
George M George	67,72,500	1.6881	2,22,89,710	5.5558
Alexander M George	67,72,500	1.6881	2,22,89,710	5.5558

The other securities of the Company held by Late M G George Muthoot are being transmitted to his nominee and legal descendants.

## **7. Appointment of Chief Risk Officer**

The Board of Directors has accorded its approval by way of a circular resolution dated March 30, 2021 for the appointment of Mr. Nazar K A as the Chief Risk Officer of the Company with effect from April 16, 2021.

## SECTION III: ISSUE RELATED INFORMATION

### TERMS OF THE ISSUE

#### Authority for the Issue

At the meeting of the Board of Directors of our Company, held on February 14, 2020, the Directors approved the issuance to the public of secured redeemable non-convertible debentures of face value ₹ 1,000 each and unsecured redeemable non-convertible debentures of face value of ₹ 1,000 each, aggregating up to ₹ 60,000 million.

The issue of Secured NCDs of face value of ₹ 1,000.00 each for an amount upto ₹ 40,000 million (“**Shelf Limit**”) in one or more tranches, hereinafter called the “**Issue**” is approved by NCD Committee meeting dated September 30, 2020.

The present Tranche III Issue through this Tranche III Prospectus of Secured NCDs with a Base Issue size of ₹ 1,000 million, with an option to retain oversubscription up to an amount of ₹ 16,000 million, aggregating up to ₹ 17,000 million, was approved by the NCD Committee at its meeting dated March 31, 2021.

Further, the present borrowing is within the borrowing limits under Section 180(1)(c) of the Companies Act, 2013 duly approved by the shareholders’ vide their resolution dated September 30, 2020.

#### Principal terms and conditions of this Tranche III Issue

The NCDs being offered as part of the Tranche III Issue are subject to the provisions of the SEBI Debt Regulations and the relevant provisions of the Companies Act, 2013, as on the date of this Tranche III Prospectus, our Memorandum and Articles of Association, the terms of this Tranche III Prospectus, the Shelf Prospectus, the terms and conditions of the Debenture Trustee Agreement and the Debenture Trust Deed, other applicable statutory and/or regulatory requirements including those issued from time to time by SEBI/ the GoI/ Stock Exchange/ RBI, and/or other statutory/regulatory authorities relating to the offer, issue and listing of securities and any other documents that may be executed in connection with the NCDs.

#### Ranking of the Secured NCDs

The Secured NCDs would constitute secured obligations of ours and shall rank pari passu inter se, and subject to any obligations under applicable statutory and/or regulatory requirements, shall also, with regard to the amount invested, be secured by way of a first pari passu charge on current assets, book debts, loans and advances, and receivables including gold loan receivables, both present and future. The Secured NCDs proposed to be issued under the Tranche III Issue and all earlier issues of debentures outstanding in the books of our Company having corresponding assets as security, shall rank pari passu without preference of one over the other except that priority for payment shall be as per applicable date of redemption. The Company is required to obtain permissions / consents from the prior creditors in favour of the debenture trustee for creation of such pari passu charge. The Company had applied to the prior creditors for such permissions / consents and has obtained all permissions / consents from such creditors thereby enabling it to undertake the Issue.

#### Investment in relation to maturing debentures

Section 71 of the Companies Act, 2013, read with Rule 18 made under Chapter IV of the Companies Act, 2013, requires that any listed company that intends to issue debentures to the public must, on or before the 30<sup>th</sup> day of April of each year, in respect of such publicly issued debentures, invest an amount not less than 15% of the amount of the debentures maturing during the financial year which is ending on the 31<sup>st</sup> day of March of the next year, in any one or more of the following methods: (a) in deposits with any scheduled bank, free from any charge or lien; (b) in unencumbered securities of the Central Government or any State Government; (c) in unencumbered securities mentioned under section 20 of the Indian Trusts Act, 1882; or (d) in unencumbered bonds issued by any other company which is notified under sub-clause (f) of section 20 of the Indian Trusts Act, 1882. Such invested amount shall not be used for any purpose other than for redemption for debentures maturing during the financial year which is ending on the 31<sup>st</sup> day of March of the next year. Further, the invested amount shall not, at any time, fall below 15% of the amount of the debentures maturing in such financial year.

## Face Value

The face value of each of the Secured NCDs shall be ₹ 1,000.00.

## NCD Holder not a shareholder

The NCD Holders will not be entitled to any of the rights and privileges available to the equity and/or preference shareholders of our Company, except to the extent as may be prescribed under the Companies Act, 2013, the SEBI LODR Regulations and any other applicable law.

## Rights of the Secured NCD Holders

Some of the significant rights available to the Secured NCD Holders are as follows:

1. The Secured NCDs shall not, except as provided in the Companies Act, 2013 to the extent applicable as on the date of this Tranche III Prospectus, confer upon the Secured NCD Holders thereof any rights or privileges available to our members including the right to receive notices, or to attend and/or vote, at our general meeting. However, if any resolution affecting the rights attached to the Secured NCDs is to be placed before the members, the said resolution will first be placed before the concerned registered Secured NCD Holders for their consideration. In terms of section 136 of the Companies Act, the Secured NCD Holders shall be entitled to inspect a copy of the balance sheet and copy of trust deed at the registered office of the Company during business hours.
2. Subject to applicable statutory/ regulatory requirements, including requirements of the RBI, the rights, privileges and conditions attached to the Secured NCDs may be varied, modified and/or abrogated with the consent in writing of the holders of at least three-fourths of the outstanding amount of the Secured NCDs or with the sanction of a special resolution passed at a meeting of the concerned Secured NCD Holders, provided that nothing in such consent or resolution shall be operative against us, where such consent or resolution modifies or varies the terms and conditions governing the Secured NCDs, if the same are not acceptable to us.
3. In case of Secured NCDs held in (i) dematerialised form, the person for the time being appearing in the register of beneficial owners of the Depository; and (ii) physical form, the registered Secured NCD Holders or in case of joint-holders, the one whose name stands first in the register of debenture holders shall be entitled to vote in respect of such Secured NCDs, either in person or by proxy, at any meeting of the concerned Secured NCD Holders and every such Secured NCD Holder shall be entitled to one vote on a show of hands and on a poll, his/her voting rights on every resolution placed before such meeting of the Secured NCD Holders shall be in proportion to the outstanding nominal value of Secured NCDs held by him/her.
4. The Secured NCDs are subject to the provisions of the SEBI Debt Regulations, applicable provisions of the Companies Act, 2013, our Memorandum and Articles of Association, the terms of this Tranche III Prospectus, the Shelf Prospectus, the terms and conditions of the Debenture Trust Deed, requirements of RBI, other applicable statutory and/or regulatory requirements relating to the issue and listing of securities and any other documents that may be executed in connection with the Secured NCDs.
5. For Secured NCDs in physical form, a register of debenture holders will be maintained in accordance with Section 88 of the Companies Act, 2013 and all interest and principal sums becoming due and payable in respect of the Secured NCDs will be paid to the registered holder thereof for the time being or in the case of joint-holders, to the person whose name stands first in the register of debenture holders as on the Record Date. For Secured-NCDs in dematerialized form, all interest and principal sums becoming due and payable in respect of the Secured NCDs will be paid to the person for the time being appearing in the register of beneficial owners of the Depository. In terms of Section 88(3) of the Companies Act, 2013, the register of beneficial owners maintained by a Depository for any Secured NCDs in dematerialized form under Section 11 of the Depositories Act shall be deemed to be a register of debenture holders for this purpose. The same shall be maintained at the Registered Office of the Issuer under Section 94 of the Companies Act, 2013 unless the same has been moved to another location after obtaining the consent of the NCD holders as given thereunder.
6. Subject to compliance with RBI requirements, Secured NCDs can be rolled over only with the consent of the Secured NCD Holders of at least 75% of the outstanding amount of the Secured NCDs after providing 15 days prior notice for such roll over and in accordance with the SEBI Debt Regulations. Our Company shall redeem the debt securities of all the debt securities holders, who have not given their positive consent to the roll-over.

The aforementioned rights of the Secured NCD Holders are merely indicative. The final rights of the Secured NCD Holders will be as per the terms of this Tranche III Prospectus, the Shelf Prospectus and the Debenture Trust Deed.

### **Minimum Subscription**

In terms of the SEBI Debt Regulations, for an issuer undertaking a public issue of debt securities the minimum subscription for public issue of debt securities shall be 75% of the Base Issue, i.e., INR 750 Million. If our Company does not receive the minimum subscription of 75% of the Base Issue within the prescribed timelines under Companies Act and any rules thereto, the entire subscription amount shall be refunded to the Applicants within the timelines prescribed under Applicable Law. In the event, there is a delay, by our Company in making the aforesaid refund within the prescribed time limit, our Company will pay interest at the rate of 15% per annum for the delayed period.

Under Section 39(3) of the Companies Act, 2013 read with Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 if the stated minimum subscription amount is not received within the specified period, the application money received is to be credited only to the bank account from which the subscription was remitted. To the extent possible, where the required information for making such refunds is available with our Company and/or Registrar, refunds will be made to the account prescribed. However, where our Company and/or Registrar does not have the necessary information for making such refunds, our Company and/or Registrar will follow the guidelines prescribed by SEBI in this regard including its circular HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018.

### **Market Lot and Trading Lot**

The NCDs shall be allotted only in dematerialized form. As per the SEBI Debt Regulations, the trading of the NCDs shall be in dematerialised form only. Since trading of the NCDs is in dematerialised form, the tradable lot is one NCD.

Please note that the NCDs shall cease to trade from the Record Date (for payment of the principal amount and the applicable interest for such NCDs) prior to redemption of the NCDs.

Allotment in the Tranche III Issue will be in electronic form in multiples of one NCD. For details of Allotment see the section titled “*Issue Procedure*” at page 118 of this Tranche III Prospectus.

### **Nomination facility to NCD Holders**

In accordance with Section 72 of the Companies Act, 2013, the sole NCD Holder or first NCD Holder, along with other joint NCD Holders (being individual(s)) may nominate any one person (being an individual) who, in the event of death of the sole holder or all the joint-holders, as the case may be, shall become entitled to the NCDs. A person, being a nominee, becoming entitled to the NCDs by reason of the death of the NCD Holder(s), shall be entitled to the same rights to which he would be entitled if he were the registered holder of the NCD. Where the nominee is a minor, the NCD Holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to the NCDs, in the event of the NCD Holder's death, during the minority of the nominee. A nomination shall stand rescinded upon sale of the NCDs by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. When the NCDs are held by two or more persons, the nominee shall become entitled to receive the amount only on the demise of all such NCD Holders. Fresh nominations can be made only in the prescribed form available on request at our Registered/ Corporate Office, at such other addresses as may be notified by us, or at the office of the Registrar to the Issue or the transfer agent.

NCD Holders are advised to provide the specimen signature of the nominee to us to expedite the transmission of the NCDs to the nominee in the event of demise of the NCD Holders. The signature can be provided in the Application Form or subsequently at the time of making fresh nominations. This facility of providing the specimen signature of the nominee is purely optional.

In accordance with the Section 72 read with Rules under Chapter IV of Companies Act, 2013, any person who becomes a nominee by virtue of the above said Section, shall upon the production of such evidence as may be required by our Board, elect either:

- (a) To register himself or herself as the holder of the NCDs; or
- (b) To make such transfer of the NCDs, as the deceased holder could have done.

NCD Holders who are holding NCDs in dematerialised form need not make a separate nomination with our Company.

Nominations registered with the respective Depository Participant of the NCD Holder will prevail. If the NCD Holders require to changing their nominations, they are requested to inform their respective Depository Participant.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the NCDs, and if the notice is not complied with, within a period of 90 days, our Board may thereafter withhold payment of all interests or other monies payable in respect of the NCDs, until the requirements of the notice have been complied with.

A person, being a nominee, becoming entitled to Secured NCDs by reason of the death of the Secured NCD Holder shall be entitled to the same interests and other advantages to which he would have been entitled to if he were the registered Secured NCD Holder except that he shall not, before being registered as a Secured NCD Holder in respect of such Secured NCDs, be entitled in respect of these Secured NCDs to exercise any right conferred by subscription to the same in relation to meetings of the Secured NCD Holders convened by the Company. Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the Secured NCDs, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of interests, bonuses or other moneys payable in respect of the said Secured NCDs, until the requirements of the notice have been complied with.

A nomination may be cancelled or varied by nominating any other person in place of the present nominee, by the Secured NCD Holder who has made the nomination, by giving a notice of such cancellation or variation in the prescribed manner as per applicable laws. The cancellation or variation shall take effect from the date on which the notice of such variation or cancellation is received.

Since the allotment of Secured NCDs will be made only in dematerialized mode, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the Applicant would prevail. If the investors require changing their nomination, they are requested to inform their respective Depository Participant.

### **Succession**

Where NCDs are held in joint names and one of the joint NCD Holder dies, the survivor(s) will be recognized as the NCD Holder(s). It will be sufficient for our Company to delete the name of the deceased NCD Holder after obtaining satisfactory evidence of his death. Provided, a third person may call on our Company to register his name as successor of the deceased NCD Holder after obtaining evidence such as probate of a will for the purpose of proving his title to the NCDs. In the event of demise of the sole or first holder of the NCDs, our Company will recognise the executors or administrator of the deceased NCD Holders, or the holder of the succession certificate or other legal representative as having title to the NCDs only if such executor or administrator obtains and produces probate or letter of administration or is the holder of the succession certificate or other legal representation, as the case may be, from an appropriate court in India. Our Directors, the Board, any committee of the Board or any other person authorised by the Board in their absolute discretion may, in any case, dispense with production of probate or letter of administration or succession certificate or other legal representation. In case of death of NCD Holders who are holding NCDs in dematerialised form, third person is not required to approach the Company to register his name as successor of the deceased NCD holder. He shall approach the respective Depository Participant of the NCD Holder for this purpose and submit necessary documents as required by the Depository Participant. Where a non-resident Indian becomes entitled to the NCDs by way of succession, the following steps have to be complied with:

1. Documentary evidence to be submitted to the Legacy Cell of the RBI to the effect that the NCDs were acquired by the non-resident Indian as part of the legacy left by the deceased NCD Holder.
2. Proof that the non-resident Indian is an Indian national or is of Indian origin.
3. Such holding by a non-resident Indian will be on a non-repatriation basis.

### **Jurisdiction**

Exclusive jurisdiction for the purpose of the Tranche III Issue is with the competent courts of jurisdiction in Mumbai, India.

### **Tranche III Issue programme**

<b>TRANCHE III ISSUE OPENS ON</b>	April 08, 2021
<b>TRANCHE III ISSUE CLOSSES ON</b>	April 29, 2021



The subscription list shall remain open for subscription on Working Days from 10 A.M. to 5 P.M., during the period indicated in this Tranche III Prospectus, except that the Tranche III Issue may close on such earlier date or extended date as may be decided by the Board or the NCD Committee. In the event of such an early closure of or extension of subscription list of the Issue, our Company shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in a national daily newspaper with wide circulation on or before such earlier date or extended date of closure.

Application Forms for the Issue will be accepted only from 10:00 a.m. till 5.00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE, on Working Days during the Issue Period. On the Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3.00 p.m. (Indian Standard Time) and uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE.

Due to limitation of time available for uploading the Applications on the electronic platform of the Stock Exchange on the Tranche III Issue Closing Date, Applicants are advised to submit their Application Forms one day prior to the Tranche III Issue Closing Date and, not later than 3.00 p.m. (Indian Standard Time) on the Tranche III Issue Closing Date. Applicants are cautioned that in the event a large number of Applications are received on the Tranche III Issue Closing Date, there may be some Applications which are not uploaded due to lack of sufficient time to upload. Such Applications that cannot be uploaded will not be considered for allocation under the Tranche III Issue. Application Forms will only be accepted on Working Days during the Tranche III Issue Period. Neither our Company, nor the Members of the Syndicate are liable for any failure in uploading the Applications due to failure in any software/hardware systems or otherwise. As per the SEBI circular dated October 29, 2013, the allotment in the Tranche III Issue should be made on the basis of date of upload of each application into the electronic book of the Stock Exchange. However, on the date of oversubscription, the allotments should be made to the applicants on proportionate basis.

#### **Restriction on transfer of NCDs**

There are currently no restrictions on transfers and transmission of NCDs and on their consolidation/ splitting except as may be required under applicable statutory and/or regulatory requirements including any RBI requirements and/or as provided in our Articles of Association. Please see the section titled “*Summary of the Key Provisions of the Articles of Association*” at page 254 of the Shelf Prospectus.

## ISSUE STRUCTURE

Public issue by our Company of Secured NCDs of face value of ₹ 1,000.00 each, for an amount up to ₹ 40,000.00 million (“**Shelf Limit**”). The Tranche III Issue is with a Base Issue size of ₹ 1,000 million with an option to retain oversubscription upto an amount of ₹ 16,000 million, aggregating up to ₹ 17,000 million (“**Tranche III Issue Limit**”)

The key common terms and conditions of the NCDs are as follows:

Particulars	Terms and Conditions
<b>Minimum Application Size</b>	₹ 10,000
<b>Mode of allotment</b>	Compulsorily in dematerialised form.
<b>Terms of Payment</b>	Full amount on application
<b>Trading Lot</b>	1 (one) NCD
<b>Who can apply</b>	<p><b>Category I</b></p> <ul style="list-style-type: none"> <li>• Public financial institutions, statutory corporations, commercial banks, co-operative banks and RRBs and multilateral and bilateral development financial institutions which are authorised to invest in the NCDs;</li> <li>• Provident funds, pension funds, with a minimum corpus of Rs 25 crores superannuation funds and gratuity funds, which are authorised to invest in the NCDs;</li> <li>• Alternative Investment Funds, subject to investment conditions applicable to them under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012;</li> <li>• Resident Venture Capital Funds registered with SEBI;</li> <li>• Insurance Companies registered with IRDA;</li> <li>• State industrial development corporations;</li> <li>• Insurance funds set up and managed by the army, navy, or air force of the Union of India;</li> <li>• Insurance funds set up and managed by the Department of Posts, the Union of India;</li> <li>• Systemically Important Non- Banking Financial Company, a nonbanking financial company registered with the Reserve Bank of India and having a net-worth of more than five hundred crore rupees as per the last audited financial statements</li> <li>• National Investment Fund set up by resolution no. F. No. 2/3/2005 –DDII dated November 23,2005 of the Government of India published in the Gazette of India; and</li> <li>• Mutual Funds registered with SEBI.</li> </ul> <p><b>Category II</b></p> <ul style="list-style-type: none"> <li>• Companies; bodies corporate and societies registered under the applicable laws in India and authorised to invest in the NCDs;</li> <li>• Public/private charitable/religious trusts which are authorised to invest in the NCDs;</li> <li>• Scientific and/or industrial research organisations, which are authorised to invest in the NCDs;</li> <li>• Partnership firms in the name of the partners;</li> <li>• Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009);</li> <li>• Association of Persons; and</li> <li>• Any other incorporated and/ or unincorporated body of persons.</li> </ul> <p><b>Category III</b></p> <ul style="list-style-type: none"> <li>• High Net-worth Individual Investors (“<b>HNIs</b>”) - Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating to above INR 1,000,000 across all options of NCDs in the Issue</li> </ul> <p><b>Category IV</b></p> <ul style="list-style-type: none"> <li>• Retail Individual Investors - Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating up to and including INR 1,000,000 across all options of NCDs in the Issue</li> </ul>

\* In terms of Regulation 4(2)(d) of the SEBI Debt Regulations, the Company will make public issue of NCDs in the dematerialised form. However, in terms of Section 8 (1) of the Depositories Act, the Company, at the request of the Applicants who wish to hold the NCDs post allotment in physical form, will fulfill such request through the process of rematerialisation.

Participation by any of the above-mentioned investor classes in this Tranche III Issue will be subject to applicable statutory and/or regulatory requirements. Applicants are advised to ensure that Applications made by them do not exceed the investment limits or maximum number of Secured NCDs that can be held by them under applicable statutory and/or regulatory provisions.

Applicants are advised to ensure that they have obtained the necessary statutory and/or regulatory permissions/consents/approvals in connection with applying for, subscribing to, or seeking allotment of NCDs pursuant to the Issue.

For further details, please see “*Issue Procedure*” on page 118 of this Tranche III Prospectus.

## TERMS AND CONDITIONS IN CONNECTION WITH THE NCDs

### Common Terms of NCDs

<b>Issuer</b>	Muthoot Finance Limited
<b>Lead Managers</b>	Edelweiss Financial Services Limited, JM Financial Limited, Equirus Capital Private Limited and A. K. Capital Services Limited.
<b>Debenture Trustee</b>	IDBI Trusteeship Services Limited
<b>Registrar to the Issue</b>	Link Intime India Private Limited
<b>Type and nature of instrument</b>	Secured, redeemable non-convertible debentures of face value ₹ 1,000 each
<b>Base Issue</b>	₹ 1,000 million
<b>Option to retain Oversubscription Amount</b>	₹ 16,000million.
<b>Tranche III Issue Size</b>	₹ 17,000 million
<b>Shelf Limit</b>	₹ 40,000 million
<b>Face Value (in ₹ / NCD)</b>	₹ 1,000
<b>Issue Price (in ₹ / NCD)</b>	₹ 1,000
<b>Minimum application</b>	₹ 10,000 (10 NCDs) (for all options of NCDs, namely Option I, Option II, Option III, Option IV, Option V, Option VI, Option VII and Option VIII).
<b>In multiples of Seniority</b>	₹ 1,000.00 (1 NCD) Senior (to clarify, the claims of the Secured NCD Holders shall be superior to the claims of any unsecured creditors, subject to applicable statutory and/or regulatory requirements). The Secured NCDs would constitute secured obligations of ours and shall rank pari passu inter se, present and future and subject to any obligations under applicable statutory and/or regulatory requirements, shall also, with regard to the amount invested, be secured by way of first <i>pari passu</i> charge on current assets, book debts, loans and advances, and receivables including gold loan receivables, both present and future, of our Company, by way of hypothecation. The issuer shall create and maintain security for the Secured NCDs in favour of the Debenture Trustee for the Secured NCD Holders on the book value of the above assets as appearing in the balance sheet from time to time to the extent of 100% of the amount outstanding in respect of Secured NCDs, including interest thereon, at any time. The Company is required to obtain permissions / consents from the prior creditors having corresponding assets as Security, in favour of the Debenture Trustee, for creation of such <i>pari passu</i> charge. The Company had applied to the prior creditors for such permissions / consents and has obtained all permissions / consents from such creditors thereby enabling it to undertake the Issue. At the request of the Company, the Debenture Trustee may release/ exclude a part of the assets mentioned above from the security so created for the Secured NCDs, subject to the Company maintaining the security cover as mentioned above and subject to such other terms and conditions as may be stipulated by the Debenture Trustee. The Company shall carry out subsequent valuation of the assets mentioned above, at the request of the Debenture Trustee, at the Company's cost.
<b>Mode of Issue</b>	Public Issue
<b>Issue</b>	Public issue by our Company of Secured NCDs of face value of ₹ 1,000.00 each, for an amount up to ₹ 40,000 million (“ <b>Shelf Limit</b> ”), hereinafter referred to as the “Issue”. The NCDs will be issued in one or more tranches up to the Shelf Limit, on terms and conditions as set out in the relevant Tranche Prospectus for any Tranche Issue (each a “ <b>Tranche Issue</b> ”)
<b>Tranche III Issue</b>	Public Issue by the Company of secured redeemable non-convertible debentures of face value of ₹ 1,000 each (“ <b>NCDs</b> ”) for an amount of ₹ 1,000 million (“ <b>Base Issue</b> ”) with an option to retain oversubscription up to ₹ 16,000 million aggregating upto 17,000,000 NCDs amounting to ₹ 17,000 million (“ <b>Tranche III Issue Limit</b> ”) (“ <b>Tranche III Issue</b> ”) which is within the shelf limit of ₹ 40,000 million and is being offered by way of this Tranche III Prospectus dated March 31, 2021 containing, inter alia, the terms and conditions of this Tranche III Issue (“ <b>Tranche III Prospectus</b> ”), which should be read together with the Shelf Prospectus dated October 22, 2020 (“ <b>Shelf Prospectus</b> ”) filed with the Registrar of Companies, Kerala and Lakshadweep, the Stock Exchange and the SEBI.
<b>Listing</b>	BSE  BSE shall be the Designated Stock Exchange for the Issue.  The NCDs are proposed to be listed within 6 Working Days from the Tranche III Issue Closing Date.
<b>Lock-in</b>	N.A.

<b>Mode of Allotment and Trading</b>	NCDs will be issued and traded compulsorily in dematerialised form.																																										
	Please refer to the section titled “ <i>Issue Structure</i> ” beginning on page 98 of this Tranche III Prospectus.																																										
<b>Mode of settlement</b>	One (1) NCD																																										
<b>Trading Lot</b>	NSDL and CDSL																																										
<b>Depositories</b>	Security for the purpose of this Tranche III Issue and every Tranche Issue will be created in accordance with the terms of the Debenture Trust Deed. For further details please refer to the section titled “ <i>Issue Structure</i> ” beginning on page 98 of this Tranche III Prospectus.																																										
<b>Security</b>	Please refer to the section titled “ <i>Issue Procedure</i> ” beginning on page 118 of this Tranche III Prospectus.																																										
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<b>Credit Ratings</b>	<table border="1"> <thead> <tr> <th>Rating agency</th> <th>Instrument</th> <th>Rating symbol</th> <th>Date of credit rating letter</th> <th>Amount rated</th> <th>Rating definition</th> </tr> </thead> <tbody> <tr> <td>(A) ICRA</td> <td>NCDs</td> <td>"[ICRA] AA(Stable)"</td> <td>September 26, 2020 and further revalidated by rating letters dated October 09, 2020 and November 30, 2020</td> <td>Secured NCDs for ₹ 40,000.00 million rated "[ICRA] AA (Stable)"</td> <td>Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.</td> </tr> <tr> <td colspan="6">The rating mentioned above was upgraded by ICRA and the revised rating is set out below:</td> </tr> <tr> <td>ICRA</td> <td>NCDs</td> <td>"[ICRA] AA+/Stable"</td> <td>March 15, 2021</td> <td>Secured NCDs for ₹ 40,000.00 million rated "[ICRA] AA+ /Stable"</td> <td>Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.</td> </tr> <tr> <td>(B) CRISIL</td> <td>NCDs</td> <td>"CRISIL AA/Positive"</td> <td>September 22, 2020 and further revalidated by rating letters dated October 08, 2020 and December 01, 2020</td> <td>Secured NCDs for ₹ 40,000.00 million rated "CRISIL AA/Positive"</td> <td>Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.</td> </tr> <tr> <td colspan="6">The rating mentioned above was upgraded by CRISIL and the revised rating is set out below:</td> </tr> <tr> <td>CRISIL</td> <td>NCDs</td> <td>"CRISIL AA+/Stable"</td> <td>March 17, 2021</td> <td>Secured NCDs for ₹ 40,000.00 million rated "CRISIL AA+/Stable"</td> <td>Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.</td> </tr> </tbody> </table>	Rating agency	Instrument	Rating symbol	Date of credit rating letter	Amount rated	Rating definition	(A) ICRA	NCDs	"[ICRA] AA(Stable)"	September 26, 2020 and further revalidated by rating letters dated October 09, 2020 and November 30, 2020	Secured NCDs for ₹ 40,000.00 million rated "[ICRA] AA (Stable)"	Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.	The rating mentioned above was upgraded by ICRA and the revised rating is set out below:						ICRA	NCDs	"[ICRA] AA+/Stable"	March 15, 2021	Secured NCDs for ₹ 40,000.00 million rated "[ICRA] AA+ /Stable"	Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.	(B) CRISIL	NCDs	"CRISIL AA/Positive"	September 22, 2020 and further revalidated by rating letters dated October 08, 2020 and December 01, 2020	Secured NCDs for ₹ 40,000.00 million rated "CRISIL AA/Positive"	Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.	The rating mentioned above was upgraded by CRISIL and the revised rating is set out below:						CRISIL	NCDs	"CRISIL AA+/Stable"	March 17, 2021	Secured NCDs for ₹ 40,000.00 million rated "CRISIL AA+/Stable"	Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.
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	Please refer to pages 187 to 228 of this Tranche III Prospectus for rating letter and rationale for the above ratings. Please refer to the disclaimer clause of ICRA and CRISIL on page 17 under the chapter “ <i>General Information</i> ”.																																										
<b>Pay-in date</b>	Application Date. The entire Application Amount is payable on Application.																																										
<b>Record Date</b>	The Record Date for payment of interest in connection with the NCDs or repayment of principal in connection therewith shall be 15 days prior to the date on which interest is due and payable, and/or the date of redemption. Provided that trading in the NCDs shall remain suspended between the aforementioned Record Date in connection with redemption of NCDs and the date of redemption or as prescribed by the Stock Exchange, as the case may be. In case Record Date falls on a day when Stock Exchange is having a trading holiday, the immediate subsequent trading day or a date notified by the Company to the Stock Exchange, will be deemed as the Record Date.																																										
<b>All covenants of the Issue (including side letters, accelerated payment clause, etc.)</b>	The applicable covenants to the Issue shall be based on the Shelf Prospectus, Tranche Prospectus and Debenture Trust Deed and have been indicated below: The Company shall:																																										

1. pay the principal and interest on the Secured NCDs;
2. create additional security, if the Debenture Trustee is of the opinion that during the subsistence of these presents, the security for the Secured NCDs has become inadequate on account of the margin requirements;
3. execute all documents and do all acts as the Debenture Trustee may require for exercising its rights and powers, including for creation or enforcement of security;
4. conduct its business with due efficiency and applicable technical, managerial and financial standards;
5. submit a half yearly report regarding the use of the proceeds of the Issue, accurate payment of the interest, as certified by the statutory auditors to the Debenture Trustee;
6. submit a valuation report, if required with respect to the security, or a revaluation report as applicable;
7. at the end of each Financial Year submit an annual credit rating. In case of any degradation, Company shall provide additional security;
8. keep proper books of account and make true entries of all dealings and transactions, in relation to the Security and the business of the Company and shall keep such books of account at its registered office;
9. provide to the Debenture Trustee such information relating to the business, property and affairs of the Company and the Debenture Trustee shall be entitled to nominate a firm of Chartered Accountant to examine the books of account, documents and property of the Company and to investigate the affairs of the Company;
10. permit the Debenture Trustee to enter into or upon and to view the state and condition of all the security and all expenses for the purpose of such inspection shall be covered by the Company;
11. forthwith give, notice in writing to the Debenture Trustee of all orders, directions, notice or commencement of any proceedings of any court/tribunal affecting or likely to affect the security;
12. to register the provisions relating to the security in compliance with the Companies Act;
13. maintain its corporate existence and shall maintain and comply with all now held or any other rights, licences, privileges or concessions acquired in the conduct of its business;
14. pay all stamp duty, taxes, charges and penalties as required;
15. comply with all Applicable Laws;
16. reimburse all sums paid or expenses incurred by the Debenture Trustee or Receiver or other person appointed by the Debenture Trustee;
17. inform the Debenture Trustee if the Company has notice of any application for winding up having been made or any statutory notice of winding up is given to the Company under the Companies Act, the Insolvency and Bankruptcy Code, 2016 or other legal process intended to be filed or initiated against the Company that is affecting title of the Company with respect to its properties;
18. inform the Debenture Trustee of the happening of any labour strikes, lockouts, shut-downs, fires or any event likely to have a substantial effect on the Company's profits or business and the reasons therefor;
19. inform the Debenture Trustee of any loss or damage, which the Company may suffer due to force majeure circumstances or act of God against which the Company may not have insured its properties;
20. submit its duly audited annual accounts, within 6 months from the close of its Financial Year and in case the statutory audit is not likely to be completed during this period, the Company shall get its accounts audited by an independent firm of chartered accountants and furnish the same to the Debenture Trustee;
21. submit its duly audited annual accounts, within 6 months from the close of its Financial Year and in case the statutory audit is not likely to be completed during this period, the Company shall get its accounts audited by an independent firm of chartered accountants and furnish the same to the Debenture Trustee;
22. furnish the following information to the Debenture Trustee:
  - (a) on a quarterly basis: (i) certificate from the director or managing director of the Company, certifying the amount of Security; and (ii) certificate from an independent chartered accountant certifying the amount of Security;
  - (b) on a half yearly basis, certificate from the statutory auditor of the Company giving the value of receivables/book debts including compliance with the covenants of the Offer Document/Information Memorandum in the manner as may be specified by SEBI from time to time;
  - (c) inform the Debenture Trustee of any change in its name, any change in the composition of its Board of Directors or change in the nature and conduct of its business prior to such change being effected; and
  - (d) inform the Debenture Trustee prior to declaration or distribution of dividend by the Company;
  - (e) any additional documents and information as specified in Regulation 56 of SEBI LODR Regulations, 2015, as amended from time to time.

23. maintain the security cover in respect of the outstanding Secured NCDs until all secured obligations in relation to the Secured NCDs are paid in full;
24. submit a quarterly report to the Debenture Trustee containing the following particulars:
  - (a) updated list of names and address of all Secured NCD Holders;
  - (b) details of interest due but unpaid and reasons for the same;
  - (c) the number and nature of grievances received from the Secured NCD Holders including those resolved by the Company and unresolved by the Company and reasons for the same; and
  - (d) statement that the assets of the Company available as security are sufficient to discharge the claims of the Secured NCD Holders as and when the same become due.
25. ensure that the Security of the Company is always sufficient to discharge the secured obligations and that such assets are free from any other encumbrances except the permitted security interest.

#### Negative Covenants

The Company shall not, without the prior written approval of the Debenture Trustee:

1. declare or pay any dividend to its shareholders during any financial year unless it has paid the instalment of principal amount and interest then due and payable on the Secured NCDs;
2. undertake any new project, diversification, modernisation or substantial expansion of any project unless it has paid the instalment of principal and interest then due and payable on the Secured NCDs;
3. create any subsidiary or permit any company to become its subsidiary unless it has paid the instalment of principal and interest then due and payable on the Secured NCDs;
4. undertake or permit any merger, consolidation, reorganisation, amalgamation, reconstruction, scheme of arrangement or compromise with its creditors or shareholders or effect any scheme of amalgamation or reconstruction;
5. voluntarily suffers any act, which has a substantial effect on its business profits, production or sales;
6. permit any act whereby the payment of any principal or interest on the Secured NCDs may be hindered or delayed; or
7. subordinate any rights under these Secured NCDs to any other series debentures or prefer any payments under series debentures.

The Company shall not make material modification to the structure of the NCDs in terms of coupon, conversion, redemption, or otherwise without prior approvals and requirements as mentioned in Regulation 59 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Apart from the Transaction Documents, no other documents have been executed for the issue.

The Secured NCDs are not subject to any mandatory prepayment/ early redemption clause(s) except as a consequence of an event of default.

Further, the terms of the Issue regarding interest, payment of interest, maturity and redemption are set out in the section titled "Issue Related Information" on page 93 of this Tranche III Prospectus.

The Tranche III Issue shall be open from April 08, 2021 to April 29, 2021 with an option to close earlier and/or extend upto a period as may be determined by the NCD Committee.

Please refer to the section titled "*Objects of the Issue*" on page 44 of this Tranche III Prospectus.

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Please refer to the section titled "*Issue Structure*" beginning on page 98 of this Tranche III Prospectus.

N.A.

Fixed

N.A.

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Actual/Actual

All days excluding the second and the fourth Saturday of every month, Sundays and a public holiday in Kochi or Mumbai or at any other payment centre notified in terms of the Negotiable Instruments Act, 1881, except with reference to Issue Period where working days shall mean all days, excluding Saturdays, Sundays and public holidays in India or at any other payment centre notified in terms of the Negotiable Instruments Act, 1881. Furthermore, for the

**Tranche III Issue Schedule\***  
**Objects of the Issue**  
**Details of the utilisation of Issue proceeds**  
**Coupon rate, coupon payment date and redemption premium/discount**  
**Step up/ Step down interest rates**  
**Interest type**  
**Interest reset process**  
**Tenor**  
**Coupon payment frequency**  
**Redemption date**  
**Redemption Amount**  
**Day count convention**  
**Working Days convention/Day count convention / Effect of holidays on payment**

	purpose of post issue period, i.e. period beginning from Issue Closing Date to listing of the NCDs, Working Days shall be all trading days of stock exchanges excluding Sundays and bank holidays in Mumbai.
	Interest shall be computed on an actual/actual basis i.e. 365 days-a-year basis on the principal outstanding on the NCDs. However, if period from the Deemed Date Of Allotment / anniversary date of Allotment till one day prior to the next anniversary / redemption date includes February 29, interest shall be computed on 366 days a-year basis, on the principal outstanding on the NCDs.
	If the date of payment of interest or any date specified does not fall on a Working Day, then the succeeding Working Day will be considered as the effective date for such payment of interest, as the case may be (the “ <b>Effective Date</b> ”). Interest or other amounts, if any, will be paid on the Effective Date. For avoidance of doubt, in case of interest payment on Effective Date, interest for period between actual interest payment date and the Effective Date will be paid in normal course in next interest payment date cycle. Payment of interest will be subject to the deduction of tax as per Income Tax Act, 1961 or any statutory modification or re-enactment thereof for the time being in force. In case the Maturity Date falls on a holiday, the maturity proceeds will be paid on the immediately previous Working Day along with the coupon/interest accrued on the NCDs until but excluding the date of such payment.
<b>Tranche III Issue Opening Date</b>	April 08, 2021
<b>Tranche III Issue Closing Date</b>	April 29, 2021
<b>Default interest rate</b>	In the event of any default in fulfillment of obligations by our Company under the Debenture Trust Deed(s), the default interest rate payable to the applicant shall be as prescribed under the Debenture Trust Deed(s).
<b>Put/Call Date/Price</b>	N.A.
<b>Option</b>	
<b>Deemed Date of Allotment</b>	The date on which the Board or the duly authorised committee of the Board constituted by resolution of the Board dated May 16, 2018 approves the Allotment of the NCDs for each Tranche Issue. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs (as specified for Tranche III Issue by way of this Tranche III Prospectus) shall be available to the Debenture holders from the Deemed Date of Allotment.
<b>Transaction documents</b>	Draft Shelf Prospectus dated September 30, 2020, the Shelf Prospectus dated October 22, 2020, this Tranche III Prospectus, Application Form, Tripartite Agreements dated December 8, 2010 and letter of extension dated March 14, 2011 and August 25, 2006, between the Company, the Registrar and CDSL and NSDL, Engagement Letters dated September 30, 2020 appointing Edelweiss Financial Services Limited, JM Financial Limited and Equirus Capital Private Limited as the Lead Managers respectively, Engagement Letter dated October 14, 2020 appointing A. K. Capital Services Limited as the Lead Manager, Addendum Advertisement to the Draft Shelf Prospectus and the Shelf Prospectus, Issue Agreement dated September 30, 2020 between our Company and the Lead Managers, Amendment to the Issue Agreement dated October 14, 2020, the memorandum of understanding dated September 30, 2020 with the Registrar to the Issue, Amendment to the Registrar MOU dated October 14, 2020, the Public Issue Account Agreement dated March 25, 2021 with the Public Issue Account Bank and the Refund Bank, the Sponsor Bank, the Lead Managers and the Registrar to the Issue, the Lead Broker Agreement dated March 25, 2021 with the Lead Brokers and the Lead Managers, the Debenture Trustee Agreement dated September 30, 2020 and further amended by amendment agreement dated March 31, 2021, executed between our Company and the Debenture Trustee and the Debenture Trust Deed to be executed between our Company and the Debenture Trustee for creating the security over the Secured NCDs issued under the Issue and to protect the interest of NCD Holders under the Issue.
<b>Conditions precedent and subsequent to the Issue</b>	The conditions precedent and subsequent to disbursement will be finalised upon execution of the Debenture Trust Deed.
<b>Events of default (including manner of voting/conditions of joining Inter Creditor Agreement)</b>	Please refer to the section titled “ <i>Issue Structure-Events of default</i> ” on page 116 of this Tranche III Prospectus.
<b>Recovery expense fund</b>	The Company undertakes to deposit an amount in recovery expense fund in the manner as may be specified by SEBI from time to time and inform the Debenture Trustee regarding the creation of such fund.
	The recovery expense fund may be utilised by Debenture Trustee, in the event of default by the Company under the terms of the Debenture Trust Deed, for taking appropriate legal action to enforce the security.
<b>Conditions for breach of covenants (as specified in the Debenture Trust Deed)</b>	Upon occurrence of any default in the performance or observance of any term, covenant, condition or provision contained in the Shelf Prospectus, this Tranche III Prospectus and the Debenture Trust Deed and, except where the Debenture Trustee certifies that such default is in its opinion incapable of remedy (in which case no notice shall be required), such default continues for thirty days after written notice has been given thereof by the Debenture Trustee to the Company requiring the same to be remedied, it shall constitute an event of default.
	The Debenture Trustee may, at any time, waive, on such terms and conditions as to it shall seem expedient, any breach by the Company of any of the covenants and provisions in these presents contained without prejudice to the rights of the Debenture Trustee in respect of any subsequent breach thereof.
<b>Cross Default Roles and responsibilities of the Debenture Trustee</b>	Please refer to the section titled “ <i>Issue Structure-Events of default</i> ” on page 116 of this Tranche III Prospectus. Please refer to the section titled “ <i>Issue Structure-Events of default</i> ” on page 116 of this Tranche III Prospectus. Please refer to the section titled “ <i>Issue Structure-Trustees for the Secured NCD Holders</i> ” on page 115 of this Tranche III Prospectus respectively.
<b>Risk factors pertaining to the Issue</b>	Please refer to the section titled “ <i>Risk Factors</i> ” on page 11 of the Shelf Prospectus and page 88 of this Tranche III Prospectus.
<b>Governing law and</b>	This Tranche III Issue shall be governed in accordance with the laws of the Republic of India and shall be subject to

In terms of Regulation 4(2)(d) of the SEBI Debt Regulations, the Company will make public issue of NCDs in the dematerialised form. However, in terms of Section 8 (1) of the Depositories Act, the Company, at the request of the Applicants who wish to hold the NCDs post allotment in physical form, will fulfill such request through the process of rematerialisation.

\*The subscription list shall remain open for subscription on Working Days from 10 A.M. to 5 P.M., during the period indicated in this Tranche III Prospectus, except that the Tranche III Issue may close on such earlier date or extended date as may be decided by the Board or the NCD Committee. In the event of such an early closure or extension subscription list of the Issue, our Company shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in a national daily newspaper with wide circulation on or before such earlier date or extended date of closure. Application Forms for the Issue will be accepted only from 10:00 a.m. till 5.00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE, on Working Days during the Issue Period. On the Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3.00 p.m. (Indian Standard Time) and uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE.

While the Secured NCDs will be secured to the tune of 100% of the principal and interest amount thereon and as per the terms of the Shelf Prospectus and this Tranche III Prospectus in favour of Debenture Trustee, it is the duty of the Debenture Trustee to monitor that the security is maintained. However, the recovery of 100% of the amount shall depend on the market scenario prevalent at the time of enforcement of the security.



## Nature of the Secured NCDs

We are offering Secured NCDs which shall have a fixed rate of interest. The Secured NCDs will be issued at a face value of ₹ 1,000.00 per NCD. Interest on the Secured NCDs shall be payable in the manner, as set out hereinafter. The terms of the Secured NCDs offered pursuant to the Tranche III Issue are as follows:

<b>Terms and conditions in connection with Secured NCDs<sup>(1)</sup> Options</b>	<b>I</b>	<b>II</b>	<b>III</b>	<b>IV</b>	<b>V</b>	<b>VI</b>	<b>VII</b>	<b>VIII</b>
<b>Frequency of Interest Payment</b>	Monthly*	Monthly*	Annually**	Annually**	Annually**	Annually**	NA	NA
<b>Who can apply</b>	<b>All categories of investors (Category I, II, III &amp; IV)</b>							
<i>Category I- Institutional</i>								
<i>Category II- Non-institutional</i>								
<i>Category III- High Net Worth Individual</i>								
<i>Category IV- Retail Individual</i>								
<b>Minimum Application</b>	₹10,000 (10 NCDs)	₹10,000 (10 NCDs)	₹10,000 (10 NCDs)	₹10,000 (10 NCDs)	₹10,000 (10 NCDs)	₹10,000 (10 NCDs)	₹10,000 (10 NCDs)	₹10,000 (10 NCDs)
<b>In multiples of</b>	₹1,000.00 (1 NCD)	₹1,000.00 (1 NCD)	₹1,000.00 (1 NCD)	₹1,000.00 (1 NCD)	₹1,000.00 (1 NCD)	₹1,000.00 (1 NCD)	₹1,000.00 (1 NCD)	₹1,000.00 (1 NCD)
<b>Face Value of NCDs (₹ / NCD)</b>	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00
<b>Issue Price (₹ / NCD)</b>	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00
<b>Tenor from Deemed Date of Allotment</b>	38months	60 months	26 months	38months	60 months	120 months	38months	60 months
<b>Base Coupon Rate (% per annum) (A)</b>								
<i>Category I- Institutional</i>	6.85%	7.35%	6.60%	7.10%	7.60%	8.00%	NA	NA
<i>Category II- Non Institutional</i>	6.85%	7.35%	6.60%	7.10%	7.60%	8.00%	NA	NA
<i>Category III-High Net Worth Individual</i>	6.85%	7.35%	6.60%	7.10%	7.60%	8.00%	NA	NA
<i>Category IV-Retail Individual</i>	6.85%	7.35%	6.60%	7.10%	7.60%	8.00%	NA	NA
<b>Additional incentive on Base Coupon Rate (% per annum) on any Record Date as applicable to Category III and Category IV investors (B)<sup>(2)</sup></b>								
<i>Category III- High Net Worth Individual</i>	0.25%	0.25%	0.25%	0.25%	0.25%	0.25%	NA	NA
<i>Category IV- Retail Individual</i>	0.25%	0.25%	0.25%	0.25%	0.25%	0.25%	NA	NA

<b>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)})</b>								
<i>Category I- Institutional</i>	6.85%	7.35%	6.60%	7.10%	7.60%	8.00%	NA	NA
<i>Category II- Non Institutional</i>	6.85%	7.35%	6.60%	7.10%	7.60%	8.00%	NA	NA
<i>Category III- High Net Worth Individual</i>	7.10%	7.60%	6.85%	7.35%	7.85%	8.25%	NA	NA
<i>Category IV- Retail Individual</i>	7.10%	7.60%	6.85%	7.35%	7.85%	8.25%	NA	NA
<b>Effective Yield (Per annum)<sup>(3)</sup></b>								
<i>Category I- Institutional</i>	6.85%	7.35%	6.60%	7.10%	7.60%	8.00%	7.10%	7.60%
<i>Category II- Non Institutional</i>	6.85%	7.35%	6.60%	7.10%	7.60%	8.00%	7.10%	7.60%
<i>Category III- High Net Worth Individual</i>	7.10%	7.60%	6.85%	7.35%	7.85%	8.25%	7.35%	7.85%
<i>Category IV- Retail Individual</i>	7.10%	7.60%	6.85%	7.35%	7.85%	8.25%	7.35%	7.85%
<b>Mode of Payment</b>	Through various options available							
<b>Amount (₹ / NCD) on Maturity<sup>(4)</sup></b>								
<i>Category I- Institutional</i>	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,243.02	₹1,442.32
<i>Category II- Non Institutional</i>	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,243.02	₹1,442.32
<i>Category III- High Net Worth Individual</i>	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,252.26	₹1,459.15
<i>Category IV- Retail Individual</i>	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,252.26	₹1,459.15
<b>Maturity Date (From Deemed Date of Allotment)</b>	38months	60 months	26 months	38months	60 months	120 months	38months	60 months
<b>Nature of indebtedness</b>	<b>Secured and non-convertible</b>							
<b>Put and Call option</b>	<b>N.A.</b>							

\* With respect to Options where interest is to be paid on a monthly basis, relevant interest will be calculated 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. For the first interest payment for NCDs under the monthly options, interest from the Deemed Date of Allotment till the last day of the subsequent month will be clubbed and paid on the first day of the month next to that 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 Schedule A for details pertaining to the cash flows of the Company in accordance with the SEBI circular bearing number CIR/IMD/DF/18/2013 dated October 29, 2013 and CIR/IMD/DF-1/122/2016 dated November 11, 2016.

(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 allot the Option IV NCDs, as specified in this Tranche III Prospectus to all valid Applications, wherein the Applicants have not indicated their choice of the relevant option of NCDs.

## **Interest and Payment of Interest**

For avoidance of doubt, with respect to Option I and Option II for Secured NCDs where interest is to be paid on a monthly basis, relevant interest will be calculated from the first day till the last date of every month during the tenor of such Secured NCDs, and paid on the first day of every subsequent month. For the first interest payment for Secured NCDs under the monthly options, interest from the Deemed Date of Allotment till the last day of the subsequent month will be clubbed and paid on the first day of the month next to that subsequent month.

With respect to Option III, Option IV, Option V and Option VI 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 Secured NCDs. The last interest payment under Annual options will be made at the time of redemption of the Secured NCDs.

### **A. Interest**

In case of Option I Secured NCDs, interest would be paid on a monthly basis at 6.85% per annum to Category I and Category II investors and 7.10% per annum to Category III and Category IV investors. Option I Secured NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 38 months from the Deemed Date of Allotment.

In case of Option II Secured NCDs, interest would be paid on a monthly basis at 7.35% per annum to Category I and Category II investors and 7.60% to Category III and Category IV investors. Option II Secured NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 60 months from the Deemed Date of Allotment.

In case of Option III Secured NCDs, interest would be paid on an annual basis at 6.60% per annum to Category I and Category II investors and 6.85% per annum to Category III and Category IV Investors. Option III Secured NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 26 months from the Deemed Date of Allotment.

In case of Option IV Secured NCDs, interest would be paid on an annual basis at 7.10% per annum to Category I and Category II investors and 7.35% per annum to Category III and Category IV investors. Option IV Secured NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 38 months from the Deemed Date of Allotment.

In case of Option V Secured NCDs, interest would be paid on an annual basis at 7.60% per annum to Category I and Category II investors and 7.85% per annum to Category III and Category IV investors. Option V Secured NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 60 months from the Deemed Date of Allotment.

In case of Option VI Secured NCDs, interest would be paid on an annual basis at 8.00% per annum to Category I and Category II investors and 8.25% per annum to Category III and Category IV investors. Option VI Secured NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 120 months from the Deemed Date of Allotment.

Option VII Secured NCDs shall be redeemed at ₹ 1,243.02 for Category I and Category II Investors and at ₹ 1,252.26 for Category III and Category IV Investors at the end of 38 months from the Deemed Date of Allotment.

Option VIII Secured NCDs shall be redeemed at ₹ 1,442.32 for Category I and Category II Investors and at ₹ 1,459.15 for Category III and Category IV Investors at the end of 60 months from the Deemed Date of Allotment.

If the date of interest payment falls on the second or fourth Saturday of any month, Sunday or a public holiday in Kochi or Mumbai or any other payment centre notified in terms of the Negotiable Instruments Act, 1881, then interest as due and payable on such day, would be paid on the next Working Day. Further, the future Interest Payment Dates shall remain intact and shall not be changed because of postponement of such interest payment on account of it falling on a holiday. Payment of interest would be subject to the deduction as prescribed in the I.T. Act or any statutory modification or re-enactment thereof for the time being in force.

*Please note that in case the Secured NCDs are transferred and/or transmitted in accordance with the provisions of this Tranche III Prospectus read with the provisions of the Articles of Association of our Company, the transferee of such Secured NCDs or the deceased holder of Secured NCDs, as the case may be, shall be entitled to any interest which may have accrued on the Secured NCDs subject to such Transferee holding the Secured NCDs on the Record Date.*

## **Taxation**

As per clause (ix) of Section 193 of the IT Act, no tax is required to be withheld on any interest payable on any security issued by a company, where such security is in dematerialized form and is listed on a recognized stock exchange in India in accordance with the Securities Contracts (Regulation) Act, 1956 (42 of 1956) and the rules made thereunder. Accordingly, no tax will be deducted at source from the interest on listed Secured NCDs held in the dematerialised form.

However in case of Secured NCDs held in physical form on account of rematerialisation, as per the current provisions of the IT Act, tax will not be deducted at source from interest payable on such Secured NCDs held by the investor, if such interest does not exceed ₹ 5,000 in any financial year. If interest exceeds the prescribed limit of ₹ 5,000 on account of interest on the Secured NCDs, then the tax will be deducted at applicable rate. However in case of Secured NCD Holders claiming non-deduction or lower deduction of tax at source, as the case may be, the Secured NCD Holder should furnish either (a) a declaration (in duplicate) in the prescribed form i.e. (i) Form 15H which can be given by individuals who are of the age of 60 years or more (ii) Form 15G which can be given by all applicants (other than companies, and firms), or (b) a certificate, from the Assessing Officer which can be obtained by all applicants (including companies and firms) by making an application in the prescribed form i.e. Form No.13. The aforesaid documents, as may be applicable, should be submitted at the office of the Registrar quoting the name of the sole/ first Secured NCD Holder, NCD folio number and the distinctive number(s) of the Secured NCD held, at least seven days prior to the Record Date to ensure non-deduction/lower deduction of tax at source from interest on the Secured NCD. The investors need to submit Form 15H/ 15G/certificate in original with the Assessing Officer for each financial year during the currency of the Secured NCD to ensure non-deduction or lower deduction of tax at source from interest on the Secured NCD.

Tax exemption certificate/document, if any, must be lodged at the office of the Registrar at least seven days prior to the Record Date or as specifically required, failing which tax applicable on interest will be deducted at source on accrual thereof in our Company's books and/or on payment thereof, in accordance with the provisions of the IT Act and/or any other statutory modification, enactment or notification as the case may be. A tax deduction certificate will be issued for the amount of tax so deducted.

## **Payment of Interest**

For Secured NCDs subscribed under Option I and Option II, interest is to be paid on a monthly basis, relevant interest will be calculated from the first day till the last date of every month during the tenor of such Secured NCDs, and paid on the first day of every subsequent month. For the first interest payment for Secured NCDs under the monthly options, interest from the Deemed Date of Allotment till the last day of the subsequent month will be clubbed and paid on the first day of the month next to that subsequent month. On Option III, Option IV, Option V and Options VI, the relevant interest will be paid on each anniversary of the Deemed Date of Allotment on the face value of the Secured NCD and the last interest payment under annual Options will be made at the time of redemption of the Secured NCDs. The last interest payment for Secured NCDs subscribed under Option I, Option II, Option III, Option IV, Option V and Option VI will be made at the time of redemption of the Secured NCD.

On Option VII and Option VIII, NCDs shall be redeemed at the end of 38 months and 60 months from the Deemed Date of Allotment.

Amount of interest payable shall be rounded off to the nearest Rupee. If the date of interest payment falls on the second or fourth Saturday on any month, Sunday or a public holiday in Mumbai or any other payment centre notified in terms of the Negotiable Instruments Act, 1881, then interest as due and payable on such day, would be paid on the next Working Day. Further, the future Interest Payment Dates shall remain intact and shall not be changed because of postponement of such interest payment on account of it falling on a holiday. Payment of interest would be subject to the deduction as prescribed in the IT Act or any statutory modification or re-enactment thereof for the time being in force.

Interest for each of the interest periods shall be calculated, on the face value of principal outstanding on the Secured NCDs at the applicable Coupon Rate for each Category rounded off to the nearest Rupee and same shall be paid annually. Interest shall be computed on an actual/actual basis i.e. 365 days-a-year basis on the principal outstanding on the NCDs. However, if period from deemed date of allotment/anniversary date of allotment till one day prior to next anniversary date/redemption date includes February 29<sup>th</sup>, interest shall be computed on 366 days a-year basis.

### Payment of Interest to Secured NCD Holders

Payment of interest will be made to (i) in case of Secured NCDs in dematerialised form the persons who for the time being appear in the register of beneficial owners of the Secured NCD as per the Depositories as on the Record Date and (ii) in case of Secured NCDs in physical form on account of rematerialisation, the persons whose names appear in the register of debenture holders maintained by us (or to first holder in case of joint-holders) as on the Record Date.

We may enter into an arrangement with one or more banks in one or more cities for direct credit of interest to the account of the Secured NCD Holders. In such cases, interest, on the interest payment date, would be directly credited to the account of those investors who have given their bank mandate.

We may offer the facility of NACH, NEFT, RTGS, Direct Credit and any other method permitted by RBI and SEBI from time to time to effect payments to Secured NCD Holders. The terms of this facility (including towns where this facility would be available) would be as prescribed by RBI. For further details see the section titled “*Issue Structure - Manner of Payment of Interest / Refund / Redemption*” beginning at page 110 of this Tranche III Prospectus.

### Maturity and Redemption

For Secured NCDs subscribed under Option I, Option II, Option III, Option IV, Option V, Option VI, Option VII and Option VIII, the relevant interest will be paid in the manner set out in “*Issue Structure- Payment of Interest*” at page 108. The last interest payment will be made at the time of redemption of the Secured NCD.

Options	Maturity period/Redemption (as applicable)
I	38 months from the Deemed Date of Allotment
II	60 months from the Deemed Date of Allotment
III	26 months from the Deemed Date of Allotment
IV	38 months from the Deemed Date of Allotment
V	60 months from the Deemed Date of Allotment
VI	120 months from the Deemed Date of Allotment
VII	38 months from the Deemed Date of Allotment
VIII	60 months from the Deemed Date of Allotment

### Deemed Date of Allotment

Deemed Date of Allotment shall mean the date on which the Board or the NCD Committee of the Board constituted by resolution of the Board dated May 16, 2018 approves the Allotment of the NCDs for the Tranche III Issue. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs (as specified for the Tranche III Issue by way of the relevant Tranche III Prospectus) shall be available to the Debenture holders from the Deemed Date of Allotment.

### Application Size

Each application should be for a minimum of 10 NCDs and multiples of 1 NCD thereafter (for all options of NCDs, namely Option I, Option II, Option III, Option IV, Option V, Option VI, Option VII and Option VIII either taken individually or collectively). The minimum application size for each application for Secured NCDs would be ₹ 10,000 and in multiples of ₹1,000 thereafter.

**Applicants are advised to ensure that applications made by them do not exceed the investment limits or maximum number of Secured NCDs that can be held by them under applicable statutory and or regulatory provisions.**

## **Terms of Payment**

The entire issue price per NCD, as specified in this Tranche III Prospectus, is blocked in the ASBA Account on application itself. In case of Allotment of lesser number of NCDs than the number of NCDs applied for, our Company shall unblock the excess amount paid on application to the applicant in accordance with the terms of this Tranche III Prospectus.

## **Record Date**

The Record Date for payment of interest in connection with the Secured NCDs or repayment of principal in connection therewith shall be 15 (fifteen) days prior to the date on which interest is due and payable, and/or the date of redemption. Provided that trading in the Secured NCDs shall remain suspended between the aforementioned Record Date in connection with redemption of Secured NCDs and the date of redemption or as prescribed by the relevant stock exchange(s), as the case may be. In case Record Date falls on a day when stock exchanges are having a trading holiday, the immediate subsequent trading day, or a date notified by the Company to the Stock Exchange, will be deemed as the Record Date.

## **Manner of Payment of Interest / Refund / Redemption**

The manner of payment of interest / refund / redemption in connection with the Secured NCDs is set out below:

### ***For Secured NCDs applied / held in electronic form***

The bank details will be obtained from the Depositories for payment of interest / refund / redemption as the case may be. Applicants who have applied for or are holding the NCDs in electronic form, are advised to immediately update their bank account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in credit of interest / refund / redemption amounts to the Applicant at the Applicant's sole risk, and neither the Lead Managers our Company nor the Registrar to the Issue shall have any responsibility and undertake any liability for the same.

The Registrar to the Issue will issue requisite instructions to the relevant SCSBs to un-block amounts in the ASBA Accounts of the Applicants representing the amounts to be refunded to the Applicants.

### ***For Secured NCDs held in physical form due to rematerialisation***

The bank details will be obtained from the Registrar to the Issue for payment of interest / refund / redemption as the case may be.

*In the event, the interest / payout of total coupon / redemption amount is a fraction and not an integer, such amount will be rounded off to the nearest integer. By way of illustration if the redemption amount is ₹1,837.50, then the amount shall be rounded off to ₹1,838.*

The mode of interest / refund / redemption payments shall be undertaken in the following order of preference:

#### **1. Direct Credit**

Investors having their bank account with the Refund Bank, shall be eligible to receive refunds, if any, through direct credit. The refund amount, if any, would be credited directly to their bank account with the Refund Banker. Interest / redemption amount would be credited directly to the bank accounts of the Investors, if held with the same bank as the Company.

#### **2. NACH**

National Automated Clearing House which is a consolidated system of ECS. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including Magnetic Ink Character Recognition (MICR) code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as

appearing on a cheque leaf, from the depositories), except where applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.

### 3. **RTGS**

Applicants having a bank account with a participating bank and whose interest payment/ refund/ redemption amounts exceed ₹ 200,000, or such amount as may be fixed by RBI from time to time, have the option to receive refund through RTGS. Such eligible Applicants who indicate their preference to receive interest payment/ refund/ redemption through RTGS are required to provide the IFSC code in the Application Form or intimate our Company and the Registrar to the Issue at least seven days prior to the Record Date. Charges, if any, levied by the Applicant's bank receiving the credit would be borne by the Applicant. In the event the same is not provided, interest payment/ refund/ redemption shall be made through NACH subject to availability of complete bank account details for the same as stated above.

### 4. **NEFT**

Payment of interest/ refunds/ redemption shall be undertaken through NEFT wherever the Applicants' banks have been assigned the Indian Financial System Code ("IFSC"), which can be linked to a Magnetic Ink Character Recognition ("MICR"), if any, available to that particular bank branch. The IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Applicants have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of interest/ refund/ redemption will be made to the applicants through this method.

### 5. **Registered Post/Speed Post**

For all other applicants, including those who have not updated their bank particulars with the MICR code, the interest payment / refund / redemption orders shall be dispatched through speed post/ registered post.

Please note that applicants are eligible to receive payments through the modes detailed in (1), (2) (3), and (4) herein above provided they provide necessary information for the above modes and where such payment facilities are allowed / available.

Please note that our Company shall not be responsible to the holder of Secured NCD, for any delay in receiving credit of interest / refund / redemption so long as our Company has initiated the process of such request in time.

- 6 The Registrar shall instruct the relevant SCSB or in case of Applications by RIBs applying through the UPI Mechanism to the Sponsor Bank, to revoke the mandate and to unblock the funds in the relevant ASBA Account to the extent of the Application Amount specified in the Application Forms for withdrawn, rejected or unsuccessful or partially successful Applications within six Working Days of the Tranche III Issue Closing Date.

### **Printing of Bank Particulars on Interest Warrants**

As a matter of precaution against possible fraudulent encashment of interest/ redemption warrants due to loss or misplacement, the particulars of the Applicant's bank account are mandatorily required to be given for printing on the warrants. In relation to Secured NCDs applied and held in dematerialized form, these particulars would be taken directly from the depositories. In case of Secured NCDs held in physical form either on account of rematerialisation or transfer, the Secured NCD Holders are advised to submit their bank account details with our Company/ Registrar to the Issue at least seven days prior to the Record Date failing which the warrants will be dispatched to the postal address of the Secured NCD Holders as available in the records of our Company either through speed post or registered post.

Bank account particulars will be printed on the warrants which can then be deposited only in the account specified.

### **Loan against Secured NCDs**

As per the RBI circular dated June 27, 2013, the Company is not permitted to extend loans against the security of its debentures issued by way of private placement or public issues. However, if the RBI subsequently permits the extension of loans by NBFCs against the security of its debentures issued by way of private placement or public issues, the Company may consider granting loans against the security of such Secured NCDs, subject to terms and conditions as may be decided by the Company at the relevant time, in compliance with applicable law.

## **Buy Back of Secured NCDs**

Our Company may, at its sole discretion, from time to time, consider, subject to applicable statutory and/or regulatory requirements, buy-back the Secured NCDs, upon such terms and conditions as may be decided by our Company.

## **Form and Denomination**

In case of Secured NCDs held in physical form on account of rematerialisation, a single certificate will be issued to the Secured NCD Holder for the aggregate amount of the Secured NCDs held (“**Consolidated Certificate**”). The Applicant can also request for the issue of Secured NCD certificates in denomination of one NCD (“**Market Lot**”). In case of NCDs held under different Options, as specified in this Tranche III Prospectus, by a Secured NCD Holder, separate Consolidated Certificates will be issued to the NCD Holder for the aggregate amount of the Secured NCDs held under each Option.

It is however distinctly to be understood that the Secured NCDs pursuant to this Tranche III Issue shall be traded only in demat form.

In respect of Consolidated Certificates, we will, only upon receipt of a request from the Secured NCD Holder, split such Consolidated Certificates into smaller denominations subject to the minimum of Market Lot. No fees would be charged for splitting of Secured NCD certificates in Market Lots, but stamp duty payable, if any, would be borne by the Secured NCD Holder. The request for splitting should be accompanied by the original NCD certificate which would then be treated as cancelled by us.

## **Procedure for Redemption by Secured NCD holders**

The procedure for redemption is set out below:

### ***Secured NCDs held in physical form on account of rematerialisation:***

No action would ordinarily be required on the part of the Secured NCD Holder at the time of redemption and the redemption proceeds would be paid to those Secured NCD Holders whose names stand in the register of debenture holders maintained by us on the Record Date fixed for the purpose of Redemption. However, our Company may require that the Secured NCD certificate(s), duly discharged by the sole holder/all the joint-holders (signed on the reverse of the Secured NCD certificates) be surrendered for redemption on maturity and should be sent by the Secured NCD Holders by Registered Post with acknowledgment due or by hand delivery to our office or to such persons at such addresses as may be notified by us from time to time. Secured NCD Holders may be requested to surrender the Secured NCD certificates in the manner as stated above, not more than three months and not less than one month prior to the redemption date so as to facilitate timely payment.

We may at our discretion redeem the Secured NCDs without the requirement of surrendering of the Secured NCD certificates by the holder(s) thereof. In case we decide to do so, the holders of Secured NCDs need not submit the Secured NCD certificates to us and the redemption proceeds would be paid to those Secured NCD holders whose names stand in the register of debenture holders maintained by us on the Record Date fixed for the purpose of redemption of Secured NCDs. In such case, the Secured NCD certificates would be deemed to have been cancelled. Also see the para “*Payment on Redemption*” given below.

### ***Secured NCDs held in electronic form:***

No action is required on the part of Secured NCD holder(s) at the time of redemption of Secured NCDs.

## **Payment on Redemption**

The manner of payment of redemption is set out below.

### ***Secured NCDs held in physical form on account of rematerialisation***

The payment on redemption of the Secured NCDs will be made by way of cheque/pay order/ electronic modes. However, if our Company so requires, the aforementioned payment would only be made on the surrender of Secured NCD certificates, duly discharged by the sole holder/ all the joint-holders (signed on the reverse of the Secured NCD certificates). Dispatch of cheques/ pay orders, etc. in respect of such payment will be made on the redemption date or (if so requested by our Company



in this regard) within a period of 30 days from the date of receipt of the duly discharged NCD certificate.

In case we decide to do so, the redemption proceeds in the manner stated above would be paid on the redemption date to those Secured NCD Holders whose names stand in the register of debenture holders maintained by us on the Record Date fixed for the purpose of Redemption. Hence the transferees, if any, should ensure lodgment of the transfer documents with us at least seven days prior to the Record Date. In case the transfer documents are not lodged with us at least seven days prior to the Record Date and we dispatch the redemption proceeds to the transferor, claims in respect of the redemption proceeds should be settled amongst the parties inter se and no claim or action shall lie against us or the Registrar to the Issue.

Our liability to Secured NCD Holders towards their rights including for payment or otherwise shall stand extinguished from the redemption in all events and when we dispatch the redemption amounts to the Secured NCD Holders.

Further, we will not be liable to pay any interest, income or compensation of any kind from the date of redemption of the Secured NCDs.

#### ***Secured NCDs held in electronic form***

On the redemption date, redemption proceeds would be paid by cheque/ pay order/ electronic mode to those Secured NCD Holders whose names appear on the list of beneficial owners given by the Depositories to us. These names would be as per the Depositories' records on the Record Date fixed for the purpose of redemption. These Secured NCDs will be simultaneously extinguished to the extent of the amount redeemed through appropriate debit corporate action upon redemption of the corresponding value of the Secured NCDs. It may be noted that in the entire process mentioned above, no action is required on the part of Secured NCD Holders.

Our liability to Secured NCD Holders towards his/their rights including for payment/ redemption in all events shall end when we dispatch the redemption amounts to the Secured NCD Holders.

Further, we will not be liable to pay any interest, income or compensation of any kind from the date of redemption of the Secured NCDs.

\* In the event, the interest / payout of total coupon / redemption amount is a fraction and not an integer, such amount will be rounded off to the nearest integer. By way of illustration if the redemption amount is ₹ 1,837.5, then the amount shall be rounded off to ₹ 1,838.

#### **Right to reissue Secured NCD(s)**

Subject to the provisions of the Companies Act, 2013, where we have fully redeemed or repurchased any Secured NCDs, we shall have and shall be deemed always to have had the right to keep such Secured NCDs in effect without extinguishment thereof, for the purpose of resale or re-issue and in exercising such right, we shall have and be deemed always to have had the power to resell or reissue such Secured NCDs either by reselling or re-issuing the same Secured NCDs or by issuing other Secured NCDs in their place. The aforementioned right includes the right to reissue original Secured NCDs.

#### **Transfer/Transmission of Secured NCD(s)**

##### ***For Secured NCDs held in physical form on account of rematerialisation***

The Secured NCDs shall be transferred or transmitted freely in accordance with the applicable provisions of Companies Act, 2013 applicable as on the date of this Tranche III Prospectus and all other applicable laws including FEMA and the rules and regulations thereunder. The provisions relating to transfer and transmission and other related matters in respect of our shares contained in the Articles and the relevant provisions of the Companies Act, 2013 applicable as on the date of this Tranche III Prospectus, and all applicable laws including FEMA and the rules and regulations thereunder, shall apply, *mutatis mutandis* (to the extent applicable to debentures) to the Secured NCDs as well. In respect of the Secured NCDs held in physical form on account of rematerialisation, a common form of transfer shall be used for the same. The Secured NCDs held in dematerialised form shall be transferred subject to and in accordance with the rules/ procedures as prescribed by NSDL/CDSL and the relevant Depository Participants of the transferor and the transferee and any other applicable laws and rules notified in respect thereof. The transferees should ensure that the transfer formalities are completed at prior to the Record Date. In the absence of the same, interest will be paid/ redemption will be made to the person, whose name appears in the register of debenture holders or the records as maintained by the Depositories. In such cases, claims, if any, by the transferees would need to be settled with the transferors and not with the Issuer or Registrar.

### ***For Secured NCDs held in electronic form***

The normal procedure followed for transfer of securities held in dematerialised form shall be followed for transfer of the NCDs held in electronic form. The seller should give delivery instructions containing details of the buyer's Depository Participant account to his depository participant.

In case the transferee does not have a Depository Participant account, the transferor can rematerialise the NCDs and thereby convert his dematerialised holding into physical holding. Thereafter these NCDs can be transferred in the manner as stated above for transfer of NCDs held in physical form.

In case the recipient of the NCDs in physical form wants to hold the NCDs in dematerialized form, he can choose to dematerialize the securities through his DP.

Any trading of the NCDs issued pursuant to this Tranche III Issue shall be compulsorily in dematerialized form only.

### **Title**

In case of:

- Secured NCDs held in the dematerialised form, the person for the time being appearing in the register of beneficial owners maintained by the Depository; and
- the Secured NCDs held in physical form on account of rematerialisation, the person for the time being appearing in the register of NCD Holders as Secured NCD holder,

shall be treated for all purposes by our Company, the Debenture Trustee, the Depositories and all other persons dealing with such person as the holder thereof and its absolute owner for all purposes whether or not it is overdue and regardless of any notice of ownership, trust or any interest in it or any writing on, theft or loss of the Consolidated NCD Certificates issued in respect of the Secured NCDs and no person will be liable for so treating the Secured NCD holder.

No transfer of title of a NCD will be valid unless and until entered on the register of NCD holders or the register of beneficial owners maintained by the Depository prior to the Record Date. In the absence of transfer being registered, interest and/or maturity amount, as the case may be, will be paid to the person, whose name appears first in the register of the NCD Holders maintained by the Depositories and/or our Company and/or the Registrar, as the case may be. In such cases, claims, if any, by the purchasers of the Secured NCDs will need to be settled with the seller of the Secured NCDs and not with our Company or the Registrar. The provisions relating to transfer and transmission and other related matters in respect of our Company's shares contained in the Articles of Association of our Company and the Companies Act 2013, mutatis mutandis (to the extent applicable) to the Secured NCD(s) as well.

### **Common form of transfer**

The Issuer undertakes that there shall be a common form of transfer for the Secured NCDs and the provisions of the Companies Act, 2013 and all applicable laws including the FEMA and the rules and regulations thereunder shall be duly complied with in respect of all transfer of debentures and registration thereof.

### **Joint-holders**

Where two or more persons are holders of any Secured NCD(s), they shall be deemed to hold the same as joint holders with benefits of survivorship subject to other provisions contained in the Articles.

### **Sharing of information**

We may, at our option, use on our own, as well as exchange, share or part with any financial or other information about the Secured NCD Holders available with us, with our subsidiaries, if any and affiliates and other banks, financial institutions, credit bureaus, agencies, statutory bodies, as may be required and neither we or our affiliates nor their agents shall be liable for use of the aforesaid information.

## Notices

All notices to the Secured NCD Holders required to be given by us or the Debenture Trustee will be sent by speed post or registered post or through email or other electronic media to the registered Secured NCD Holders from time to time.

## Issue of Duplicate NCD Certificate(s) issued in physical form

If NCD certificate(s) is/ are mutilated or defaced or the cages for recording transfers of Secured NCDs are fully utilised, the same may be replaced by us against the surrender of such certificate(s). Provided, where the NCD certificate(s) are mutilated or defaced, the same will be replaced as aforesaid only if the certificate numbers and the distinctive numbers are legible.

If any NCD certificate is destroyed, stolen or lost then upon production of proof thereof to our satisfaction and upon furnishing such indemnity/ security and/or documents as we may deem adequate, duplicate Secured NCD certificates shall be issued. Upon issuance of a duplicate NCD certificate, the original NCD certificate shall stand cancelled.

## Security

The Secured NCDs shall be secured by way of first *pari passu* floating charge on current assets, book debts, loans, advances and receivables including gold loan receivables both present and future, by way of hypothecation.

The issuer shall create and maintain security for the Secured NCDs in favour of the Debenture Trustee for the Secured NCD Holders on the book value of the above assets as appearing in the balance sheet from time to time to the extent of 100% of the amount outstanding in respect of Secured NCDs including interest thereon at any time.

At the request of the Company, the Debenture Trustee may release/ exclude a part of the assets mentioned above from the security to be created for the Secured NCDs, subject to the Company maintaining the security cover as mentioned above and subject to such other terms and conditions as may be stipulated by the Debenture Trustee.

The Company shall carry out subsequent valuation of the assets mentioned above, at the request of the Debenture Trustee, at the Company's cost.

While the Secured NCDs will be secured to the tune of 100% of the principal and interest amount as per the terms of this Tranche III Prospectus, in favour of Debenture Trustee, it is the duty of the Debenture Trustee to monitor that the security is maintained, however, the recovery of 100% of the amount shall depend on the market scenario prevalent at the time of enforcement of the security.

Our Company intends to enter into an agreement with the Debenture Trustee ('**Debenture Trust Deed**'), the terms of which will govern the appointment of the Debenture Trustee and the issue of the Secured NCDs. Our Company proposes to complete the execution of the Debenture Trust Deed before finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange and utilize the funds only after the stipulated security has been created and upon receipt of listing and trading approval from the Designated Stock Exchange.

Under the terms of the Debenture Trust Deed, our Company will covenant with the Debenture Trustee that it will pay the Secured NCD Holders the principal amount on the Secured NCDs on the relevant redemption date and also that it will pay the interest due on Secured NCDs on the rate specified in this Tranche III Prospectus and in the Debenture Trust Deed.

The Debenture Trust Deed will also provide that our Company may withdraw any portion of the security and replace with another asset of the same or a higher value subject to the stipulated security cover being maintained till the maturity date of the Secured NCDs.

## Trustees for the Secured NCD holders

We have appointed IDBI Trusteeship Services Limited to act as the Debenture Trustees for the Secured NCD Holders. The Debenture Trustee and we will execute a Debenture Trust Deed, *inter alia*, specifying the powers, authorities and obligations of the Debenture Trustee and us. The Secured NCD Holders shall, without further act or deed, be deemed to have irrevocably given their consent to the Debenture Trustee or any of its agents or authorised officials to do all such acts, deeds, matters and things in respect of or relating to the Secured NCDs as the Debenture Trustee may in its absolute discretion deem necessary or require to be done in the interest of the Secured NCD Holders. Any payment made by us to the Debenture Trustee on behalf of the Secured NCD Holders shall discharge us pro tanto to the Secured NCD Holders.

The Debenture Trustee will protect the interest of the Secured NCD Holders in the event of default by us in regard to timely payment of interest and repayment of principal and they will take necessary action at our cost.

**Events of Default:**

The occurrence of any one of the following events (unless cured within the applicable cure period of 30 (thirty) days from the receipt by the Company of a written notice from the Debenture Trustee (acting on the instructions of the Majority NCD Holders) or such cure period which has been specified for a specific Event of Default in the clause itself) shall constitute an event of default by the Company (“**Event of Default**”):

- (a) default is committed in payment of any interest or principal amount of the Secured NCDs on the due date(s);
- (b) default is committed in the performance or observance of any term, covenant, condition or provision contained in the Shelf Prospectus, this Tranche III Prospectus, the Transaction Documents and the Debenture Trust Deed and, except where the Debenture Trustee certifies that such default is in its opinion incapable of remedy (in which case no notice shall be required), such default continues for thirty days after written notice has been given thereof by the Debenture Trustee to the Company requiring the same to be remedied;
- (c) any information given by the Company to the Secured NCD holders or the Debenture Trustee in the Transaction Documents and the warranties given or deemed to have been given by it to the Secured NCD holders or the Debenture Trustee is misleading or incorrect in any material respect, which is capable of being cured and is not cured within a period of 30 days from such occurrence;
- (d) a petition for winding up of the Company have been admitted and an order of a court of competent jurisdiction is made for the winding up of the Company or an effective resolution is passed for the winding up of the Company by the members of the Company is made otherwise than in pursuance of a scheme of amalgamation or reconstruction previously approved in writing by the Debenture Trustee and duly carried out into effect or consents to the entry of an order for relief in an involuntary proceeding under any such law, or consents to the appointment or taking possession by a receiver, liquidator, assignee (or similar official) for any or a substantial part of its property or any action is taken towards its re-organisation, liquidation or dissolution;
- (e) an application is filed by the Company, the financial creditor or the operational creditor (as defined under the Insolvency and Bankruptcy Code, 2016, as amended from time to time) before a National Company Law Tribunal under the Insolvency and Bankruptcy Code, 2016, as amended from time to time and the same has been admitted by the National Company Law Tribunal.
- (f) proceedings are initiated against the Company under the insolvency laws or a resolution professional has been appointed under the insolvency laws and in any such event, the same is not stayed or discharged within 45 days.
- (g) if in the opinion of the Debenture Trustee further security should be created to secure the Secured NCDs and to maintain the security cover specified and on advising the Company, fails to create such security in favour of the Debenture Trustee to its reasonable satisfaction;
- (h) if without the prior written approval of the Debenture Trustee, the security or any part thereof is sold, disposed off, charged, encumbered or alienated, pulled down or demolished, other than as provided in the Debenture Trust Deed;
- (i) an encumbrancer, receiver or liquidator takes possession of the assets charged as security or any part thereof, or has been appointed or allowed to be appointed of all or any part of the undertaking of the Company and such appointment is, in the opinion of the Debenture Trustee, prejudicial to the security hereby created;
- (j) if an attachment has been levied on the assets charged as security or any part thereof or certificate proceedings have been taken or commenced for recovery of any dues from the Company;
- (k) the Company without the consent of Secured NCD Holders / Debenture Trustee cease to carry on its business or gives notice of its intention to do so;

- (l) one or more events, conditions or circumstances whether related or not, (including any change in Applicable Law) has occurred or might occur which could collectively or otherwise be expected to affect the ability of the Company to discharge its obligations under this Tranche III Issue;
- (m) the Company enters into amalgamation, reorganisation or reconstruction without the prior consent of the Debenture Trustee in writing; and
- (n) in the opinion of the Debenture Trustee, the Security created for the benefit of Secured NCD Holders is in jeopardy.

Any event of default shall be called by the Debenture Trustee, upon request in writing of or by way of resolution passed by holders of 75% (seventy five percent) of the outstanding nominal value of all Secured NCDs at any point of time (i.e. the Majority NCD Holders), as set out in the Debenture Trust Deed.

Subject to the approval of the debenture holders and the conditions as may be specified by the SEBI from time to time, the Debenture Trustee, on behalf of the debenture holders, may enter into inter-creditor agreements provided under the framework specified by the Reserve Bank of India.

### **Lien**

As per the RBI circular dated June 27, 2013, the Company is not permitted to extend loans against the security of its debentures issued by way of private placement or public issues. The Company shall have the right of set-off and lien, present as well as future on the moneys due and payable to the Secured NCD holders or deposits held in the account of the Secured NCD holders, whether in single name or joint name, to the extent of all outstanding dues by the Secured NCD holders to the Company, subject to applicable law.

### **Lien on pledge of Secured NCDs**

The Company may, at its discretion note a lien on pledge of Secured NCDs if such pledge of Secured NCD is accepted by any third party bank/institution or any other person for any loan provided to the Secured NCD holder against pledge of such Secured NCDs as part of the funding, subject to applicable law.

### **Future Borrowings**

We shall be entitled to make further issue of secured debentures and/or raise secured term loans or raise further funds from time to time from any persons, banks, financial institutions or bodies corporate or any other agency by creating charge over security as defined in this Tranche III Prospectus as well as corresponding Debenture Trust Deed provided stipulated security cover is maintained on Secured NCDs and consent of the Debenture Trustee regarding the creation of a charge over such security is obtained.

### **Illustration for guidance in respect of the day count convention and effect of holidays on payments.**

The illustration for guidance in respect of the day count convention and effect of holidays on payments, as required by SEBI Circular No. CIR/IMD/DF/18/2013 October 29, 2013 and SEBI Circular No. CIR/IMD/DF-1/122/2016 dated November 11, 2016 is as disclosed in Schedule A.

## ISSUE PROCEDURE

*This section applies to all Applicants. Please note that all Applicants are required to ensure that the ASBA Account has sufficient credit balance such that the entire Application Amount can be blocked by the SCSB while making an Application. An amount equivalent to the full Application Amount will be blocked by the SCSBs in the relevant ASBA Accounts maintained with the SCSB or under UPI mechanism (only for Retail Individual Investors), as the case may be, in the bank account of the Applicants that is specified in the ASBA Form at the time of the submission of the Application Form.*

*Applicants should note that they may submit their Applications to the Designated Intermediaries.*

*Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable law or as specified in this Tranche III Prospectus.*

*Please note that this section has been prepared based on the circular (No. CIR/IMD/DF/18/2013) dated October 29, 2013 (“Debt Application Circular”) issued by SEBI and circular no. CIR/DDHS/P/121/2018 dated August 16, 2018 issued by SEBI (“Debt ASBA Circular”).*

*In addition, specific attention is invited to SEBI Circular SEBI/HO/DDHC/CIR/P/2020/233 dated November 23, 2020 (“Debt UPI Circular”), whereby retail individual investor may use the Unified Payment Interface (“UPI”) to participate in the public issue for an amount up to INR 200,000 being conducted on or after January 01, 2021. Retail Individual Investors should note that they may use the UPI mechanism to block funds for application value upto INR 200,000 submitted through the app/web interface of the Stock Exchange or through intermediaries (Lead Brokers, Registered Stockbrokers, Registrar and Transfer agent and Depository Participants).*

**PLEASE NOTE THAT ALL TRADING MEMBERS OF THE STOCK EXCHANGE(S) WHO WISH TO COLLECT AND UPLOAD APPLICATION IN THIS ISSUE ON THE ELECTRONIC APPLICATION PLATFORM PROVIDED BY THE STOCK EXCHANGE WILL NEED TO APPROACH THE RESPECTIVE STOCK EXCHANGE(S) AND FOLLOW THE REQUISITE PROCEDURES AS MAY BE PRESCRIBED BY THE RELEVANT STOCK EXCHANGE. THE FOLLOWING SECTION MAY CONSEQUENTLY UNDERGO CHANGE BETWEEN THE DATES OF THE TRANCHE III PROSPECTUS, THE TRANCHE III ISSUE OPENING DATE AND THE TRANCHE III ISSUE CLOSING DATE.**

**THE MEMBERS OF THE SYNDICATE AND THE COMPANY SHALL NOT BE RESPONSIBLE OR LIABLE FOR ANY ERRORS OR OMISSIONS ON THE PART OF THE DESIGNATED INTERMEDIARIES IN CONNECTION WITH THE RESPONSIBILITY OF SUCH DESIGNATED INTERMEDIARIES IN RELATION TO COLLECTION AND UPLOAD OF APPLICATIONS IN THIS ISSUE ON THE ELECTRONIC APPLICATION PLATFORM PROVIDED BY THE STOCK EXCHANGE. FURTHER, THE RELEVANT STOCK EXCHANGE SHALL BE RESPONSIBLE FOR ADDRESSING INVESTOR GRIEVANCES ARISING FROM APPLICATIONS THROUGH DESIGNATED INTERMEDIARIES REGISTERED WITH SUCH STOCK EXCHANGE.**

Please note that for the purposes of this section, the term “Working Day” shall mean all days excluding the second and the fourth Saturday of every month, Sundays and a public holiday in Kochi or Mumbai or at any other payment centre notified in terms of the Negotiable Instruments Act, 1881, except with reference to Issue Period where working days shall mean all days, excluding Saturdays, Sundays and public holidays in India or at any other payment centre notified in terms of the Negotiable Instruments Act, 1881. Furthermore, for the purpose of post issue period, i.e. period beginning from Issue Closing Date to listing of the NCDs, Working Days shall mean all trading days of Stock Exchange excluding Sundays and bank holidays in Mumbai.

### **Who can apply?**

The following categories of persons are eligible to apply in the Issue.

### **Category I**

- Public financial institutions, statutory corporations, commercial banks, co-operative banks and RRBs and multilateral and bilateral development financial institutions which are authorised to invest in the NCDs;
- Provident funds, pension funds with a minimum corpus of Rs 25 crores, superannuation funds and gratuity funds, which are authorised to invest in the NCDs;
- Alternative Investment Funds, subject to investment conditions applicable to them under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012;
- Resident Venture Capital Funds registered with SEBI;
- Insurance Companies registered with IRDA;
- State industrial development corporations;
- Insurance funds set up and managed by the army, navy, or air force of the Union of India;
- Insurance funds set up and managed by the Department of Posts, the Union of India;
- Systemically Important Non- Banking Financial Company, a nonbanking financial company registered with the Reserve Bank of India and having a net-worth of more than five hundred crore rupees as per the last audited financial statements;
- National Investment Fund set up by resolution no. F. No. 2/3/2005 –DDII dated November 23,2005 of the Government of India published in the Gazette of India; and
- Mutual Funds registered with SEBI.

### **Category II**

- Companies; bodies corporate and societies registered under the applicable laws in India and authorised to invest in the NCDs;
- Public/ private charitable/ religious trusts which are authorised to invest in the NCDs;
- Scientific and/or industrial research organisations, which are authorised to invest in the NCDs;
- Partnership firms in the name of the partners;
- Limited Liability Partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009);
- Association of Persons; and
- Any other incorporated and/ or unincorporated body of persons.

### **Category III**

- High Net-worth Individual Investors ("HNIs") - Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating to above INR 1,000,000 across all options of NCDs in the Issue

### **Category IV**

- Retail Individual Investors - Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating up to and including INR 1,000,000 across all options of NCDs in the Issue and shall include RIBs, who have submitted bid for an amount not more than INR 200,000 in any of the bidding options in the Tranche III Issue (including Hindu Undivided Families applying through their Karta and does not include Non-Resident Indians) though UPI Mechanism.

Participation of any of the aforementioned categories of persons or entities is subject to the applicable statutory and/or regulatory requirements in connection with the subscription to Indian securities by such categories of persons or entities.

**Applicants are advised to ensure that they have obtained the necessary statutory and/or regulatory permissions/consents/approvals in connection with applying for, subscribing to, or seeking allotment of NCDs pursuant to the Issue.**

The Lead Managers and their respective associates and affiliates are permitted to subscribe in the Issue. The information below is given for the benefit of Applicants. Our Company and the Lead Managers are not liable for any amendment or modification or changes in applicable laws or regulations, which may occur after the date of this Tranche III Prospectus.

## **How to apply?**

### **Availability of the Draft Shelf Prospectus, the Shelf Prospectus, this Tranche III Prospectus, Abridged Prospectus and Application Forms**

**Please note that there is a single Application Form for all Applicants.**

Copies of the Abridged Prospectus containing the salient features of the Draft Shelf Prospectus, Shelf Prospectus, this Tranche III Prospectus together with Application Forms and copies of the Draft Shelf Prospectus and the Shelf Prospectus and this Tranche III Prospectus may be obtained from our Registered Office, the Lead Managers, the Registrar, the Lead Brokers and the Designated Branches of the SCSBs. Additionally the Draft Shelf Prospectus, the Shelf Prospectus and this Tranche III Prospectus and the Application Forms will be available

- (i) for download on the website of BSE at [www.bseindia.com](http://www.bseindia.com), and the website of the Lead Managers at [www.edelweissfin.com](http://www.edelweissfin.com), [www.jmfl.com](http://www.jmfl.com), [www.equirus.com](http://www.equirus.com) and [www.akgroup.co.in](http://www.akgroup.co.in).
- (ii) at the designated branches of the SCSB and the Designated Intermediaries at the Syndicate ASBA Application Locations.

Electronic Application Forms will also be available on the website of the Stock Exchange. A hyperlink to the website of the Stock Exchange for this facility will be provided on the website of the Lead Managers and the SCSBs. Further, Application Forms will also be provided to Designated Intermediaries at their request.

### **Method of Application**

An eligible investor desirous of applying in the Tranche III Issue can make Applications only through the ASBA process.

Applicants intending to subscribe in the Tranche III Issue shall submit a duly filled Application form to any of the Designated Intermediaries. Designated Intermediaries (other than SCSBs) shall submit/deliver the Application Form (except the Application Form from a RIB bidding using the UPI mechanism) to the respective SCSB, where such investor has a bank account and shall not submit it to any non-SCSB bank.

Applicants should submit the Application Form only at the Bidding Centres, i.e. to the respective Members of the Syndicate at the Specified Locations, the SCSBs at the Designated Branches, the Registered Broker at the Broker Centres, the CRTAs at the Designated RTA Locations or CDPs at the Designated CDP Locations. Kindly note that Application Forms submitted by Applicants at the Specified Locations will not be accepted if the SCSB with which the ASBA Account, as specified in the Application Form is maintained has not named at least one branch at that location for the Designated Intermediaries for deposit of the Application Forms. A list of such branches is available at <http://www.sebi.gov.in>.

The relevant Designated Intermediaries, upon receipt of physical Application Forms from ASBA Applicants, shall upload the details of these Application Forms to the online platform of the Stock Exchange and submit these Application Forms (except a Bid cum Application Form from RIBs using the UPI Mechanism) with the SCSB with whom the relevant ASBA Accounts are maintained.

Designated Intermediaries (other than SCSBs) shall not accept any Application Form from a RIB who is not applying using the UPI Mechanism. For RIBs using UPI Mechanism, the Stock Exchange shall share the bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds.

An Applicant shall submit the Application Form, which shall be stamped at the relevant Designated Branch of the SCSB. Application Forms in physical mode, which shall be stamped, can also be submitted to be the Designated Intermediaries at the Specified Locations. The SCSB shall block an amount in the ASBA Account equal to the Application Amount specified in the Application Form.

Our Company, the Directors, affiliates, associates and their respective directors and officers, Lead Managers and the Registrar to the Issue shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to ASBA Applications accepted by the Designated Intermediaries, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in



the ASBA Accounts. It shall be presumed that for Applications uploaded by SCSBs, the Application Amount has been blocked in the relevant ASBA Account. Further, all grievances against Designated Intermediaries in relation to this Tranche III Issue should be made by Applicants directly to the relevant Stock Exchange.

In terms of the Debt UPI Circular, an eligible investor desirous of applying in this Issue can make Applications through the following modes:

- 1. Through Self-Certified Syndicate Bank (SCSB) or intermediaries** (viz. Lead Brokers, Registered Stock Brokers, Registrar and Transfer agent and Depository Participants)
  - (a) An investor may submit the bid-cum-application form, with ASBA as the sole mechanism for making payment, physically at the branch of a SCSB, i.e. investor's bank. For such applications, the existing process of uploading of bid on the Stock Exchange bidding platform and blocking of funds in investors account by the SCSB would continue.
  - (b) An investor may submit the completed bid-cum-application form to intermediaries mentioned above along with details of his/her bank account for blocking of funds. The intermediary shall upload the bid on the Stock Exchange bidding platform and forward the application form to a branch of a SCSB for blocking of funds.
  - (c) An investor may submit the bid-cum-application form with a SCSB or the intermediaries mentioned above and use his / her bank account linked UPI ID for the purpose of blocking of funds, if the application value is INR 200,000 or less. The intermediary shall upload the bid on the Stock Exchange bidding platform. The application amount would be blocked through the UPI mechanism in this case.
  
- 2. Through Stock Exchange**
  - (a) An investor may submit the bid-cum-application form through the App or web interface developed by Stock Exchange (or any other permitted methods) wherein the bid is automatically uploaded onto the Stock Exchange bidding platform and the amount is blocked using the UPI Mechanism.
  - (b) The Stock Exchange has extended its web-based platform i.e 'BSEDirect' to facilitate investors to apply in public issues of debt securities through the web based platform and Mobile App with a facility to block funds through Unified Payments Interface (UPI) mechanism for application value upto INR 200,000. To place bid through 'BSEDirect' platform/ Mobile App the eligible investor is required to register himself/ herself with BSE Direct.
  - (c) An investor may use the following links to access the web-based interface developed by the Stock Exchange to bid using the UPI Mechanism: BSE: <https://www.bsedirect.com>.
  - (d) The BSE Direct mobile application can be downloaded from play store in android phones. Kindly search for 'BSEdirect' on Google Playstore for downloading mobile applications.
  - (e) For further details on the registration process and the submission of bids through the App or web interface, the Stock Exchange have issued operational guidelines and circulars available at BSE: <https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20201228-60>, and <https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=2020122-61>.

### **Application Size**

Each Application should be for a minimum of 10 NCDs and in multiples of one NCD thereafter for all options of NCDs, as specified in this Tranche III Prospectus.

## **APPLICATIONS BY VARIOUS APPLICANT CATEGORIES**

### **Applications by Mutual Funds**

Pursuant to the SEBI circular SEBI/HO/IMD/DF2/CIR/P/2019/104 dated October 1, 2019 dated February 22, 2017 (“**SEBI Circular 2019**”), mutual funds are required to ensure that the total exposure of debt schemes of mutual funds in a particular sector shall not exceed 20% of the net assets value of the scheme. Further, the additional exposure limit provided for financial services sector not exceeding 10% of net assets value of scheme shall be allowed only by way of increase in exposure to HFCs. However the overall exposure in HFCs shall not exceed the sector exposure limit of 20% of the net assets of the scheme. Further, the group level limits for debt schemes and the ceiling be fixed at 10% of net assets value extendable to 15% of net assets value after prior approval of the board of trustees.

A separate Application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such Applications shall not be treated as multiple Applications. Applications made by the AMCs or custodians of a Mutual Fund shall clearly indicate the name of the concerned scheme for which the Application is being made. An Application Form by a mutual fund registered with SEBI for Allotment of the NCDs must be also accompanied by certified true copies of (i) its SEBI registration certificates (ii) the trust deed in respect of such mutual fund (ii) a resolution authorising investment and containing operating instructions and (iii) specimen signatures of authorized signatories. Failing this, our Company reserves the right to accept or reject any Application from a Mutual Fund for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

### **Application by Scheduled Banks, Co-operative Banks and RRBs**

Scheduled Banks, Co-operative Banks and RRBs can apply in a relevant Tranche Issue based upon their own investment limits and approvals. Applications by them for Allotment of the NCDs must be accompanied by certified true copies of (i) a board resolution authorising investments; and (ii) a letter of authorisation. Failing this, our Company reserves the right to accept or reject any Application for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

**Pursuant to SEBI Circular no. CIR/CFD/DIL/1/2013 dated January 2, 2013, SCSBs making applications on their own account using ASBA facility, should have a separate account in their own name with any other SEBI registered SCSB. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for Applications.**

### **Application by Insurance Companies**

In case of Applications for Allotment of the NCDs made by an Insurance Company, a certified copy of its certificate of registration issued by IRDA must be lodged along with Application Form. The Applications must be accompanied by certified copies of (i) its Memorandum and Articles of Association; (ii) a power of attorney (iii) a resolution authorising investment and containing operating instructions; and (iv) specimen signatures of authorized signatories. Failing this, our Company reserves the right to accept or reject any Application for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

### **Applications by Alternative Investments Funds**

Applications made by an Alternative Investments Fund eligible to invest in accordance with the Securities and Exchange Board of India (Alternate Investment Funds) Regulations, 2012, must be accompanied by certified true copies of: (i) the SEBI registration certificate of such Alternative Investment Fund; (ii) a resolution authorising the investment and containing operating instructions; and (iii) specimen signatures of authorised persons. Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason thereof. Alternative Investment Funds applying for Allotment of the NCDs shall at all time comply with the conditions for categories as per their SEBI registration certificate and the Securities and Exchange Board of India (Alternate Investment Funds) Regulations, 2012.

### **Applications by Trusts**

In case of Applications for Allotment of the NCDs made by trusts, settled under the Indian Trusts Act, 1882, or any other statutory and/or regulatory provision governing the settlement of trusts in India, Applicants must submit a (i) a certified copy of the registered instrument for creation of such trust; (ii) a power of attorney, if any, in favour of one or

more trustees thereof; (iii) such other documents evidencing registration thereof under applicable statutory/regulatory requirements. Further, any trusts applying for NCDs pursuant to the Tranche III Issue must ensure that (a) they are authorised under applicable statutory/regulatory requirements and their constitution instrument to hold and invest in debentures; (b) they have obtained all necessary approvals, consents or other authorisations, which may be required under applicable statutory and/or regulatory requirements to invest in debentures; and (c) Applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and or regulatory provisions. Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

**Applications by Public Financial Institutions or statutory corporations, which are authorized to invest in the NCDs**

Applications by Public Financial Institutions or statutory corporation for Allotment of the NCDs must be accompanied by certified true copies of: (i) any Act/rules under which such Applicant is incorporated; (ii) a resolution of the board of directors of such Applicant authorising investments; and (iii) specimen signature of authorized persons of such Applicant. Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

**Applications made by companies, bodies corporate and societies registered under the applicable laws in India**

Applications made by companies, bodies corporate and registered societies for Allotment of the NCDs must be accompanied by certified true copies of: (i) any Act/rules under which such Applicant is incorporated; (ii) a resolution of the board of directors of such Applicant authorising investments; and (iii) specimen signature of authorized persons of such Applicant. Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

**Indian scientific and/ or industrial research organizations, which are authorized to invest in the NCDs**

Applications by scientific and/ or industrial research organisations which are authorised to invest in the NCDs must be accompanied by certified true copies of: (i) any Act/rules under which such Applicant is incorporated; (ii) a resolution of the board of directors of such Applicant authorising investments; and (iii) specimen signature of authorized persons of such Applicant. Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

**Partnership firms formed under applicable Indian laws in the name of the partners and Limited Liability Partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008**

Applications made by partnership firms and limited liability partnerships formed and registered under the Limited Liability Partnership Act, 2008 must be accompanied by certified true copies of: (i) the partnership deed for such Applicants; (ii) any documents evidencing registration of such Applicant thereof under applicable statutory/regulatory requirements; (iii) a resolution authorizing the investment and containing operating instructions; and (iv) specimen signature of authorized persons of such Applicant. Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

**Applications under a power of attorney by limited companies, corporate bodies and registered societies**

In case of Applications made pursuant to a power of attorney by Applicants from Category I, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.

In case of Applications made pursuant to a power of attorney by Applicants from Category II and Category III, a certified copy of the power of attorney must be lodged along with the Application Form.

In case of physical ASBA Applications made pursuant to a power of attorney, a certified copy of the power of attorney must be lodged along with the Application Form. Failing this, our Company, in consultation with the Lead Managers, reserves the right to reject such Applications.

**Our Company, in its absolute discretion, reserves the right to relax the above condition of attaching the power of attorney along with the Application Forms subject to such terms and conditions that our Company and the Lead Managers may deem fit.**

**Applications by provident funds, pension funds with a minimum corpus of Rs 25 crores, superannuation funds and gratuity funds which are authorized to invest in the NCDs**

Applications by provident funds, pension funds with a minimum corpus of Rs. 25 crores, superannuation funds and gratuity funds which are authorised to invest in the NCDs, for Allotment of the NCDs must be accompanied by certified true copies of: (i) any Act/rules under which they are incorporated; (ii) a power of attorney, if any, in favour of one or more trustees thereof, (ii) a board resolution authorising investments; (iii) such other documents evidencing registration thereof under applicable statutory/regulatory requirements; (iv) specimen signature of authorized person; (v) a certified copy of the registered instrument for creation of such fund/trust; and (vi) any tax exemption certificate issued by Income Tax authorities. Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

**Applications by National Investment Funds**

Application made by a National Invest Fund for Allotment of the NCDs must be accompanied by certified true copies of: (i) a resolution authorising investment and containing operating instructions; and (ii) specimen signatures of authorized persons. Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

**Applications cannot be made by:**

- (a) Minors without a guardian name (A guardian may apply on behalf of a minor. However, the name of the guardian will need to be mentioned on the Application Form);
- (b) Foreign nationals;
- (c) Persons resident outside India;
- (d) Foreign Institutional Investors;
- (e) Non Resident Indians;
- (f) Qualified Foreign Investors;
- (g) Overseas Corporate Bodies;
- (h) Foreign Venture Capital Funds;
- (i) Persons ineligible to contract under applicable statutory/ regulatory requirements.

*The Registrar shall verify the above on the basis of the records provided by the Depositories based on the DP ID and Client ID provided by the Applicants in the Application Form and uploaded onto the electronic system of the Stock Exchange by the Designated Intermediaries.*

**APPLICATIONS FOR ALLOTMENT OF NCDs**

***Submission of Applications***

This section is for the information of the Applicants proposing to subscribe to the Tranche III Issue. The Lead Managers and our Company are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Tranche III Prospectus. Applicants are advised to make their independent investigations and to ensure that the Application Form is correctly filled up.

Our Company, our directors, affiliates, associates and their respective directors and officers, Lead Managers and the Registrar to the Issue shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to Applications accepted by and/or uploaded by and/or accepted but not uploaded by Lead Brokers, Trading Members, Registered Brokers, CDPs, CRTAs and SCSBs who are authorised to collect Application Forms from the Applicants in the Tranche III Issue, or Applications accepted and uploaded without blocking funds in the ASBA Accounts by SCSBs. It shall be presumed that for Applications uploaded by SCSBs, the Application Amount payable on Application has been blocked in the relevant ASBA Account. The list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive Application Forms from the Members of the Syndicate is available on the website of SEBI (<http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>) and updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more

information on such branches collecting Application Forms from the Members of the Syndicate at Specified Locations, see the website of the SEBI <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> as updated from time to time or any such other website as may be prescribed by SEBI from time to time. The list of Registered Brokers at the Broker Centres, CDPs at the Designated CDP Locations or the CRTAs at the Designated CRTA Locations, respective lists of which, including details such as address and telephone number, are available at the websites of the Stock Exchange at [www.bseindia.com](http://www.bseindia.com). The list of branches of the SCSBs at the Broker Centres, named by the respective SCSBs to receive deposits of the Application Forms from the Registered Brokers will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time.

Applications can be submitted through either of the following modes:

- (a) Physically or electronically to the Designated Branches of the SCSB(s) with whom an Applicant's ASBA Account is maintained. In case of Application in physical mode, the Applicant shall submit the Application Form at the relevant Designated Branch of the SCSB(s). The Designated Branch shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account and shall also verify that the signature on the Application Form matches with the Applicant's bank records, as mentioned in the Application Form, prior to uploading such Application into the electronic system of the Stock Exchange. If sufficient funds are not available in the ASBA Account, the respective Designated Branch shall reject such Application and shall not upload such Application in the electronic system of the Stock Exchange. If sufficient funds are available in the ASBA Account, the Designated Branch shall block an amount equivalent to the Application Amount and upload details of the Application in the electronic system of the Stock Exchange. The Designated Branch of the SCSBs shall stamp the Application Form and issue an acknowledgement as proof of having accepted the Application.

In case of Application being made in the electronic mode, the Applicant shall submit the Application either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for application and blocking funds in the ASBA Account held with SCSB, and accordingly registering such Application.

An Applicant may submit the Application Form with a Designated Intermediary and use his/ her bank account linked UPI ID for the purpose of blocking of funds, if the application value is INR 200,00 or less. The application amount would be blocked through the UPI Mechanism once the mandate request has been successfully accepted by the Applicant in this case.

An Applicant may submit the Application Form through the application or web interface developed by Stock Exchange wherein the bid is automatically uploaded onto the Stock Exchange bidding platform and the amount is blocked using the UPI Mechanism once the mandate request has been successfully accepted by the Applicant.

- (b) Physically through the Designated Intermediaries at the respective Bidding Centres. Kindly note that above Applications submitted to any of the Designated Intermediaries will not be accepted if the SCSB where the ASBA Account is maintained, as specified in the Application Form, has not named at least one branch at that Bidding Center where the Application Form is submitted (a list of such branches is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>).

Upon receipt of the Application Form by the Designated Intermediaries, an acknowledgement shall be issued by the relevant Designated Intermediary, giving the counter foil of the Application Form to the Applicant as proof of having accepted the Application. Thereafter, the details of the Application shall be uploaded in the electronic system of the Stock Exchange and the Application Form shall be forwarded to the relevant branch of the SCSB, in the relevant Collection Center, named by such SCSB to accept such Applications from the Designated Intermediaries (a list of such branches is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>). Upon receipt of the Application Form, the relevant branch of the SCSB shall perform verification procedures including verification of the Applicant's signature with his bank records and check if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.

In case of an Application not involving an Application by an RIB through UPI Mechanism, if sufficient funds are not available in the ASBA Account, the relevant Application Form is liable to be rejected. If sufficient funds are available in the ASBA Account, the relevant branch of the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form. The Application Amount shall remain blocked in the ASBA Account until approval of the Basis of Allotment and consequent transfer of the amount against the Allotted NCDs to the Public Issue Account(s), or until withdrawal/ failure of this Tranche III Issue or until withdrawal/ rejection of the Application

Form, as the case may be.

In case of Application involving an Application by an RIB through UPI Mechanism, if an Applicant submits the Application Form with a Designated Intermediary and uses his/ her bank account linked UPI ID for the purpose of blocking of funds, where the application value is INR 200,000 or less, the Application Amount will be blocked through the UPI Mechanism once the mandate request has been successfully accepted by the Applicant and the Designated Intermediary shall upload the Application on the bidding platform developed by the Stock Exchange. If an Applicant submits the Application Form through the application or web interface developed by Stock Exchange, the bid will automatically be uploaded onto the Stock Exchange bidding platform and the amount will be blocked using the UPI Mechanism once the mandate request has been successfully accepted by the Applicant.

Applicants must note that:

- (a) Physical Application Forms will be available with the Designated Branches of the SCSBs and with the Designated Intermediaries (other than Trading Members of the Stock Exchange) at the respective Collection Centers; and electronic Application Forms will be available on the websites of the SCSBs and the Stock Exchange at least one day prior to the Tranche III Issue Opening Date. Physical Application Forms will also be provided to the Trading Members of the Stock Exchange at their request. The Application Forms would be serially numbered. Further, the SCSBs will ensure that the electronic version of this Tranche III Prospectus is made available on their websites. The physical Application Form submitted to the Designated Intermediaries shall bear the stamp of the relevant Designated Intermediary. In the event the Application Form does not bear any stamp, the same shall be liable to be rejected.
- (b) The Designated Branches of the SCSBs shall accept Applications directly from Applicants only during the Tranche III Issue Period. The SCSB shall not accept any Application directly from Applicants after the closing time of acceptance of Applications on the Tranche III Issue Closing Date. However, the relevant branches of the SCSBs at Specified Locations can accept Application Forms from the Designated Intermediaries, after the closing time of acceptance of Applications on the Tranche III Issue Closing Date, if the Applications have been uploaded. For further information on the Tranche III Issue programme, please refer to “*Issue Structure*” on page 98 of this Tranche III Prospectus.
- (c) Physical Application Forms directly submitted to SCSBs should bear the stamp of SCSBs, if not, the same are liable to be rejected.

Please note that Applicants can make an Application for Allotment of NCDs in the dematerialized form only.

### **Payment instructions**

In case of an Application not involving an Application by an RIB through UPI Mechanism, an Applicant shall specify details of the ASBA Account Number in the Application Form and the relevant SCSB shall block an amount equivalent to the Application Amount in the ASBA Account specified in the Application Form. In case of Application involving an Application by an RIB through UPI Mechanism, if an Applicant submits the Application Form with a Designated Intermediary and uses his/ her bank account linked UPI ID for the purpose of blocking of funds, where the application value is INR 200,000 or less, the Application Amount will be blocked through the UPI Mechanism once the mandate request has been successfully accepted by the Applicant. If an Applicant submits the Application Form through the application or web interface developed by Stock Exchange, the Application Amount will be blocked using the UPI Mechanism once the mandate request has been successfully accepted by the Applicant.

Upon receipt of intimation from the Registrar to this Tranche III Issue, the SCSBs shall, on the Designated Date, transfer such blocked amount from the ASBA Account to the Public Issue Account in terms of the Public Issue Account Agreement. The balance amount remaining after the finalisation of the Basis of Allotment shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB within 6 (six) Working Days of the Tranche III Issue Closing Date. The Application Amount shall remain blocked in the ASBA Account until transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Tranche III Issue or until rejection of the Application, as the case may be.

### **Additional information for Applicants**

1. Application Forms submitted by Applicants whose beneficiary accounts are inactive shall be rejected.

2. No separate receipts will be issued for the money blocked on the submission of Application Form. However, the collection centre of the Designated Intermediaries, will acknowledge the receipt of the Application Forms by stamping and returning to the Applicant the acknowledgement slip. This acknowledgement slip will serve as the duplicate of the Application Form for the records of the Applicant.
3. Applications should be submitted through the Application Form only. In the event that physical Application Forms do not bear the stamp of the Designated Intermediary or the relevant Designated Branch, they are liable to be rejected.
4. Application Forms submitted by Applicants shall be for allotment of NCDs only in dematerialized form.

**Additional Instructions for RIBs using the UPI mechanism:**

1. Before submission of the Application Form with the Designated Intermediary, a RIB shall download the Mobile App for UPI and create a UPI ID (xyz@bankname) of not more than 45 characters with its bank and link it to his/ her bank account where the funds equivalent to the Application Amount is available.
2. The RIB shall fill in the bid details in the Application Form along with his/ her bank account linked UPI ID and submit the Application with any of the Designated Intermediaries or through the stock exchanges App/ Web interface.
3. The Designated Intermediary, upon receipt of form, shall upload the bid details along with the UPI ID on the Stock Exchange(s) bidding platform using appropriate protocols.
4. Once the bid has been entered in the bidding platform, the Stock Exchange(s) shall undertake validation of the PAN and Demat account combination details of the Applicant with the depository.
5. The depository shall validate the aforesaid PAN and demat account details on a near real time basis and send response to Stock Exchange(s) which would be shared by the Stock Exchange(s) with the Designated Intermediaries through its platform, for corrections, if any.
6. Once the bid details are uploaded on the Stock Exchange(s) platform, the Stock Exchange(s) shall send an SMS to the investor regarding submission of his / her Application, at the end of day, during the bidding period. For the last day of bidding, the SMS may be sent the next Working Day.
7. Post undertaking validation with the Depository, the Stock Exchange(s) shall, on a continuous basis, electronically share the bid details along with investors UPI ID, with the Sponsor Bank.
8. The Sponsor Bank shall initiate a mandate request on the Applicant i.e. request the Applicant to authorize blocking of funds equivalent to Application Amount and subsequent debit of funds in case of Allotment.
9. The request raised by the Sponsor Bank, would be electronically received by the Applicant as a SMS / intimation on his / her mobile no. / Mobile App, associated with the UPI ID linked bank account.
10. The RIB shall be able to view the amount to be blocked as per his / her bid in such intimation. The Applicant will be able to view an attachment wherein the bid details submitted by such Applicant will be visible. After reviewing the details properly, the Applicant shall be required to proceed to authorize the mandate. Such mandate raised by the Sponsor Bank would be a one-time mandate for each application in the Tranche III Issue.
11. The RIB is required to accept the UPI mandate latest by 5 pm on the third working day from the day of bidding on the stock exchange platform except for the last day of the Tranche III Issue Period or any other modified closure date of the Tranche III Issue Period in which case, he / she is required to accept the UPI mandate latest by 5 pm the next Working Day.
12. The RIB shall not be allowed to add or modify the bid(s) of the Application except for modification of either DP ID/Client ID, or PAN ID but not both. However, the Applicant can withdraw the bid(s) and reapply.
13. For mismatch bids, on successful validation of PAN and DP ID/ Client ID combination during T+1 (T being the Tranche III Issue Closing Date) modification session, such bids will be sent to Sponsor Bank for further

processing by the Exchange on T+1 (T being the Issue Closing Date) day till 1 pm.

14. The facility of Re-initiation/ Resending the UPI mandate shall be available only till 5 pm on the day of bidding.
15. Upon successful validation of block request by the Applicant, as above, the said information would be electronically received by the Applicant's bank, where the funds, equivalent to the Application Amount, would get blocked in the Applicant's account. Intimation regarding confirmation of such block of funds in the Applicant's account would also be received by the RIB.
16. The information containing status of block request (e.g. accepted / decline / pending) would also be shared with the Sponsor Bank, which in turn would be shared with the Stock Exchange(s). The block request status would also be displayed on the Stock Exchange(s) platform for information of the Designated Intermediary.
17. The information received from Sponsor Bank, would be shared by Stock Exchange(s) with the Registrar in the form of a file for the purpose of reconciliation.
18. Post closure of the Tranche III Issue, the Stock Exchange(s) shall share the bid details with the Registrar to the Tranche III Issue. Further, the Stock Exchange(s) shall also provide the Registrar to the Issue, the final file received from the Sponsor Bank, containing status of blocked funds or otherwise, along with the bank account details with respect to applications made using UPI ID.

### **Filing of the Shelf Prospectus and Tranche Prospectus with ROC**

A copy of the Shelf Prospectus dated October 22, 2020 was filed with the ROC in accordance with section 26 and section 31 of the Companies Act, 2013. A copy of this Tranche III Prospectus shall be filed with the ROC in accordance with section 26 and section 31 of the Companies Act, 2013.

### **Pre-Issue Advertisement**

Our Company will issue a statutory advertisement in compliance with Regulation 8(1) of SEBI Debt Regulations on or before the Tranche III Issue Opening Date. This advertisement will contain the information as prescribed under Schedule IV of the SEBI Debt Regulations and Section 30 of the Companies Act, 2013. Material updates, if any, between the date of filing of this Tranche III Prospectus with the ROC and the date of release of this statutory advertisement will be included in the statutory advertisement.

## **INSTRUCTIONS FOR FILLING-UP THE APPLICATION FORM**

### **General Instructions**

#### **A. General instructions for completing the Application Form**

- Applications must be made in prescribed Application Form only;
- Application Forms must be completed in block letters in English, as per the instructions contained in the Draft Shelf Prospectus, the Shelf Prospectus, this Tranche III Prospectus, the Abridged Prospectus and the Application Form.
- If the Application is submitted in joint names, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the depository account held in joint names.
- Applications must be for a minimum of 10 (Ten) NCDs and in multiples of 1 NCD thereafter. For the purpose of fulfilling the requirement of minimum application size of 10 (Ten) NCDs, an Applicant may choose to apply for 10 (Ten) NCDs or more in a single Application Form.
- If the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form.
- Applications should be made by Karta in case of HUFs. Applicants are required to ensure that the PAN details of the HUF are mentioned and not those of the Karta.
- Thumb impressions and signatures other than in English/Hindi/Gujarati/Marathi or any other languages specified in the 8<sup>th</sup> Schedule of the Constitution needs to be attested by a Magistrate or Notary Public or a Special Executive Magistrate under his/her seal;



- The Designated Intermediaries or the Designated Branches of the SCSBs, as the case may be, will acknowledge the receipt of the Application Forms by stamping and returning to the Applicants the acknowledgement slip. This acknowledgement slip will serve as the duplicate of the Application Form for the records of the Applicant. Applicants must ensure that the requisite documents are attached to the Application Form prior to submission and receipt of acknowledgement from the relevant Designated Intermediaries or the Designated Branch of the SCSBs, as the case may be.
- Every Applicant should hold a valid PAN and mention the same in the Application Form.
- All Applicants are required to tick the relevant column of “Category of Investor” in the Application Form.
- Applicants should correctly mention the ASBA Account number and UPI ID in case applying through UPI Mechanism and ensure that funds equal to the Application Amount are available in the ASBA Account before submitting the Application Form and also ensure that the signature in the Application Form matches with the signature in Applicant’s bank records, otherwise the Application is liable to be rejected
- Applicants must provide details of valid and active DP ID, Client ID, UPI ID and PAN clearly and without error. On the basis of such Applicant’s active DP ID, Client ID, UPI ID and PAN provided in the Application Form, and as entered into the electronic Application system of Stock Exchange by SCSBs, the Designated Intermediaries, the Registrar will obtain from the Depository the Demographic Details. Invalid accounts, suspended accounts or where such account is classified as invalid or suspended may not be considered for Allotment of the NCDs. If the ASBA Account holder is different from the Applicant, the Application Form should be signed by the ASBA Account holder, in accordance with the instructions provided in the Application Form. Not more than five Applications can be made from one single ASBA Account;
- For Applicants, the Applications in physical mode should be submitted to the SCSBs or a member of the Syndicate or to the Trading Members of the Stock Exchange on the prescribed Application Form. SCSBs may provide the electronic mode for making Application either through an internet enabled banking facility or such other secured, electronically enabled mechanism for Application and blocking funds in the ASBA Account;
- Application Forms should bear the stamp of the Member of the Syndicate, Trading Member of the Stock Exchange, Designated Intermediaries and/or Designated Branch of the SCSB. Application Forms which do not bear the stamp will be rejected.

The series, mode of allotment, PAN, demat account no. etc. should be captured by the relevant Designated Intermediaries in the data entries as such data entries will be considered for allotment.

**Applicants should note that neither the Designated Intermediaries nor the SCSBs, as the case may be, will be liable for error in data entry due to incomplete or illegible Application Forms.**

#### **B. Applicant’s Beneficiary Account Details**

Applicants must mention their DP ID, Client ID and UPI ID (in case applying through UPI Mechanism) in the Application Form and ensure that the name provided in the Application Form is exactly the same as the name in which the beneficiary account is held. In case the Application Form is submitted in the first Applicant’s name, it should be ensured that the beneficiary account is held in the same joint names and in the same sequence in which they appear in the Application Form. In case the DP ID, Client ID, UPI ID and PAN mentioned in the Application Form and entered into the electronic system of the Stock Exchange do not match with the DP ID, Client ID, UPI ID and PAN available in the Depository database or in case PAN is not available in the Depository database, the Application Form is liable to be rejected. Further, Application Forms submitted by Applicants whose beneficiary accounts are inactive, will be rejected. On the basis of the Demographic details as appearing on the records of the DP, the Registrar to the Issue will issue Allotment Advice to the Applicants. Hence, Applicants are advised to immediately update their Demographic Details as appearing on the records of the DP and ensure that they are true and correct, and carefully fill in their beneficiary account details in the Application Form. Failure to do so could result in delays in delivery of Allotment Advice at the Applicants’ sole risk, and neither our Company, the Lead Managers, Trading Members of the Stock Exchange, Members of the Syndicate, Designated Intermediaries, Banker to the Issue, SCSBs, Registrar to the Issue nor the Stock Exchange will bear any responsibility or liability for the same. In case of Applications made under power of attorney, our Company in its absolute discretion, reserves the right to permit the holder of power of attorney to request the Registrar that for the purpose of printing particulars on the Allotment Advice, the demographic details obtained from the Depository of the Applicant shall be used.

By signing the Application Form, the Applicant would have deemed to have authorized the Depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records. The Demographic Details given by Applicant in the Application Form would not be used for any other purpose by the Registrar to the Issue except in relation to the Issue.

With effect from August 16, 2010, the beneficiary accounts of Applicants for whom PAN details have not been verified shall be suspended for credit and no credit of Secured NCDs pursuant to the Issue will be made into the accounts of such Applicants. **Application Forms submitted by Applicants whose beneficiary accounts are inactive shall be rejected. Furthermore, in case no corresponding record is available with the Depositories, which matches the three parameters, namely, DP ID, Client ID and PAN, then such Application are liable to be rejected.**

### C. Permanent Account Number (PAN)

The Applicant should mention his or her PAN allotted under the IT Act. For minor Applicants, applying through the guardian, it is mandatory to mention the PAN of the minor Applicant. However, Applications on behalf of the central or state government officials and the officials appointed by the courts in terms of a SEBI circular dated June 30, 2008 and Applicants residing in the state of Sikkim who in terms of a SEBI circular dated July 20, 2006 may be exempt from specifying their PAN for transacting in the securities market. In accordance with Circular No. MRD/DOP/Cir-05/2007 dated April 27, 2007 issued by SEBI, the PAN would be the sole identification number for the participants transacting in the securities market, irrespective of the amount of transaction. **Any Application Form, without the PAN is liable to be rejected, irrespective of the amount of transaction. It is to be specifically noted that the Applicants should not submit the general index register number i.e. GIR number instead of the PAN as the Application is liable to be rejected on this ground.**

However, the exemption for the central or state government and the officials appointed by the courts and for investors residing in the State of Sikkim is subject to the Depository Participants' verifying the veracity of such claims by collecting sufficient documentary evidence in support of their claims. At the time of ascertaining the validity of these Applications, the Registrar to the Issue will check under the Depository records for the appropriate description under the PAN field i.e. either Sikkim category or exempt category.

### D. Joint Applications

Applications made in joint names (not exceeding three). In the case of joint Applications, all payments will be made out in favour of the first Applicant. All communications will be addressed to first named in the Application whose name appears in the Application Form and at the address mentioned therein. If the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form.

### E. Additional/ Multiple Applications

An Applicant is allowed to make one or more Applications for the NCDs, for the same or other Options of NCDs, as specified in this Tranche III Prospectus, subject to a minimum Application size as specified in this Tranche III Prospectus for each Application, subject to a minimum application size of ₹ 10,000 and in multiples of ₹ 1,000 thereafter as specified in this Tranche III Prospectus. **Any Application for an amount below the aforesaid minimum application size will be deemed as an invalid application and shall be rejected.** Any Application made by any person in his individual capacity and an Application made by such person in his capacity as a karta of a HUF and/or as Applicant (second or third Applicant), shall not be deemed to be a multiple Application. For the purposes of allotment of NCDs under the Issue, Applications shall be grouped based on the PAN, i.e. Applications under the same PAN shall be grouped together and treated as one Application. Two or more Applications will be deemed to be multiple Applications if the sole or first Applicant is one and the same. For the sake of clarity, two or more applications shall be deemed to be a multiple Application for the aforesaid purpose if the PAN number of the sole or the first Applicant is one and the same.

### Process for Application submitted with UPI as mode of payment

1. Before submission of the Application with the Designated Intermediary, the Applicant would be required to have / create a UPI ID, with a maximum length of 45 characters including the handle (Example: InvestorID@bankname).

2. An Applicant shall fill in the bid details in the application form along with his/ her bank account linked UPI ID and submit the application with any of the intermediaries or through the stock exchange app/ web interface, or any other methods as may be permitted.
3. The Designated Intermediary, upon receipt of form, shall upload the bid details along with the UPI ID on the stock exchange bidding platform using appropriate protocols.
4. Once the bid has been entered in the bidding platform, the Stock Exchange shall undertake validation of the PAN and Demat account combination details of the Applicant with the Depository.
5. The Depository shall validate the aforesaid PAN and Demat account details on a near real time basis and send response to Stock Exchange which would be shared by stock exchange with Designated Intermediary through its platform, for corrections, if any.
6. Once the bid details are uploaded on the Stock Exchange platform, the Stock Exchange shall send an SMS to the Applicant regarding submission of his / her Application, at the end of day, during the bidding period. For the last day of bidding, the SMS may be sent the next working day.
7. Post undertaking validation with the Depository, the Stock Exchange shall, on a continuous basis, electronically share the bid details along with investors UPI ID, with the Sponsor Bank.
8. The Sponsor Bank shall initiate a mandate request on the Applicant.
9. The request raised by the Sponsor Bank, would be electronically received by the investor as a SMS / intimation on his / her mobile no. / Mobile App, associated with the UPI ID linked bank account.
10. The investor shall be able to view the amount to be blocked as per his / her bid in such intimation. The investor shall be able to view an attachment wherein the public issue bid details submitted by investor will be visible. After reviewing the details properly, the investor shall be required to proceed to authorize the mandate. Such mandate raised by sponsor bank would be a one-time mandate for each application in the public issue.
11. An investor is required to accept the UPI mandate latest by 5 pm on the third working day from the day of bidding on the stock exchange platform except for the last day of the issue period or any other modified closure date of the issue period in which case, he / she is required to accept the UPI mandate latest by 5 pm the next working day.
12. An investor shall not be allowed to add or modify the bid(s) of the application except for modification of either DP ID/Client ID, or PAN ID but not both. However, the investor can withdraw the bid(s) and reapply.
13. For mismatch bids, on successful validation of PAN and DP ID/ Client ID combination during T+1 modification session, such bids will be sent to Sponsor Bank for further processing by the Stock Exchange on T+1 day till 1 PM.
14. The facility of re-initiation/ resending the UPI Mandate shall be available only till 5 pm on the day of bidding.
15. Upon successful validation of block request by the investor, as above, the said information would be electronically received by the investors' bank, where the funds, equivalent to application amount, would get blocked in investors account. Intimation regarding confirmation of such block of funds in investors account would also be received by the investor.
16. The information containing status of block request (e.g. accepted / decline / pending) would also be shared with the Sponsor Bank, which in turn would be shared with the Stock Exchange. The block request status would also be displayed on the Stock Exchange platform for information of the intermediary.
17. The information received from Sponsor Bank, would be shared by stock exchange with RTA in the form of a file for the purpose of reconciliation.

18. Post closure of the offer, the Stock Exchange shall share the bid details with RTA. Further, the Stock Exchange shall also provide the RTA, the final file received from the Sponsor Bank, containing status of blocked funds or otherwise, along with the bank account details with respect to applications made using UPI ID.
19. The allotment of NCDs shall be done as per SEBI Circular No. CIR/IMD/DF/18/2013 dated October 29, 2013.
20. The RTA, based on information of bidding and blocking received from the Stock Exchange, shall undertake reconciliation of the bid data and block confirmation corresponding to the bids by all investor category applications (with and without the use of UPI) and prepare the basis of allotment.
21. Upon approval of the basis of allotment, the RTA shall share the 'debit' file with Sponsor bank (through Stock Exchange) and SCSBs, as applicable, for credit of funds in the public issue account and unblocking of excess funds in the investor's account. The Sponsor Bank, based on the mandate approved by the investor at the time of blocking of funds, shall raise the debit / collect request from the investor's bank account, whereupon funds will be transferred from investor's account to the public issue account and remaining funds, if any, will be unblocked without any manual intervention by investor or their bank.
22. Upon confirmation of receipt of funds in the public issue account, the securities would be credited to the investor's account. The investor will be notified for full/partial allotment. For partial allotment, the remaining funds would be unblocked. For no allotment, mandate would be revoked and application amount would be unblocked for the investor.
23. Thereafter, Stock Exchange will issue the listing and trading approval.
24. Further, in accordance with the Operational Instructions and Guidelines for Making Application for Public Issue of Debt Securities through BSEDirect issued by BSE on December 28, 2020 the investor shall also be responsible for the following:
  - (a) Investor shall check the Issue details before placing desired bids;
  - (b) Investor shall check and understand the UPI mandate acceptance and block of funds process before placing the bid;
  - (c) The receipt of the SMS for mandate acceptance is dependant upon the system response/ integration of UPI on Debt Public Issue System;
  - (d) Investor shall accept the UPI Mandate Requests within the stipulated timeline;
  - (e) Investor shall note that the transaction will be treated as completed only after the acceptance of mandates by the investor by way of authorising the transaction by entering their UPI pin and successfully blocking funds through the ASBA process by the investor's bank;
  - (f) Investor shall check the status of their bid with respect to the mandate acceptance and blocking of funds for the completion of the transaction; and
  - (g) In case the investor does not accept the mandate within stipulated timelines, in such case their bid will not be considered for allocation.

### **Do's and Don'ts**

Applicants are advised to take note of the following while filling and submitting the Application Form:

#### ***Do's***

1. Check if you are eligible to apply as per the terms of the Draft Shelf Prospectus, the Shelf Prospectus, this Tranche III Prospectus, and applicable law;
2. Read all the instructions carefully and complete the Application Form in the prescribed form;
3. Ensure that you have obtained all necessary approvals from the relevant statutory and/or regulatory authorities to apply for, subscribe to and/or seek Allotment of NCDs pursuant to the Issue;
4. Ensure that the DP ID, UPI ID and Client ID and PAN mentioned in the Application Form, which shall be entered into the electronic system of the Stock Exchange are correct and match with the DP ID, Client ID, UPI ID and PAN available in the Depository database. Ensure that the DP ID and Client ID are correct and beneficiary account is activated. The requirement for providing Depository Participant details shall be mandatory for all Applicants;

5. Ensure that you have mentioned the correct ASBA Account number in the Application Form;
6. Ensure that the Application Form is signed by the ASBA Account holder in case the Applicant is not the ASBA account holder;
7. Ensure that you have funds equal to the Application Amount in the ASBA Account before submitting the Application Form to the respective Designated Branch of the SCSB, or to the Designated Intermediaries, as the case may be;
8. Ensure that the Application Forms are submitted at the Designated Branches of SCSBs or the Bidding Centres provided in the Application Forms, bearing the stamp of the relevant Designated Intermediaries/Designated branch of the SCSB as the case may be;
9. Before submitting the Application Form with the Designated Intermediaries ensure that the SCSB, whose name has been filled in the Application Form, has named a branch in that relevant Bidding Centre;
10. Ensure that you have been given an acknowledgement as proof of having accepted the Application Form;
11. In case of any revision of Application in connection with any of the fields which are not allowed to be modified on the electronic application platform of the Stock Exchange as per the procedures and requirements prescribed by each relevant Stock Exchange, ensure that you have first withdrawn your original Application and submit a fresh Application. For instance, as per the notice No: 20120831-22 dated August 31, 2012 issued by the BSE, fields namely, quantity, series, application no., sub-category codes will not be allowed for modification during the Issue. In such a case the date of the fresh Application will be considered for date priority for allotment purposes;
12. Ensure that signatures other than in the languages specified in the 8<sup>th</sup> Schedule to the Constitution of India is attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
13. Ensure that you mention your PAN in the Application Form. In case of joint Applicants, the PAN of all the Applicants should be provided, and for HUFs, PAN of the HUF should be provided. Any Application Form without the PAN is liable to be rejected. Applicants should not submit the GIR Number instead of the PAN as the Application is liable to be rejected on this ground;
14. In case of an HUF applying through its Karta, the Applicant is required to specify the name of an Applicant in the Application Form as 'XYZ Hindu Undivided Family applying through PQR', where PQR is the name of the Karta. However, the PAN number of the HUF should be mentioned in the Application Form and not that of the Karta;
15. Ensure that the Applications are submitted to the Designated Intermediaries, or Designated Branches of the SCSBs, as the case may be, before the closure of application hours on the Tranche III Issue Closing Date. For further information on the Tranche III Issue programme, please refer to "**Issue Structure**" on page 98 of this Tranche III Prospectus.
16. **Permanent Account Number:** Except for Application (i) on behalf of the central or state government and officials appointed by the courts, and (ii) (subject to SEBI circular dated April 3, 2008) from the residents of the state of Sikkim, each of the Applicants should provide their PAN. Application Forms in which the PAN is not provided will be rejected. The exemption for the central or state government and officials appointed by the courts and for investors residing in the state of Sikkim is subject to (a) the demographic details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the demographic details evidencing the same.
17. Retail individual investors using the UPI Mechanism to ensure that they submit bids upto the application value of INR 2,00,000;
18. Investor using the UPI Mechanism should ensure that the correct UPI ID (with maximum length of 45 characters including the handle) is mentioned in the Bid cum Application Form;
19. Investors bidding using the UPI Mechanism should ensure that they use only their own bank account linked UPI ID to make an application in the issue and submit the application with any of the intermediaries or through the Stock Exchange(s) app/ web interface;
20. Ensure that you have mentioned the correct details of ASBA Account (i.e. bank account number or UPI ID, as applicable) in the Application Form;
21. In case of RIBs submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Application Amount and subsequent debit of funds in case of Allotment;
22. Retail Individual Investors submitting Application Form using the UPI Mechanism, should ensure that the: (a) bank where the bank account linked to their UPI ID is maintained; and (b) the Mobile App and UPI handle being used for making the Application are listed on the website of SEBI at [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40)
23. Ensure that if the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed on behalf of

- joint holders and would be required to give confirmation to this effect in the Application Form;
24. All Applicants are requested to tick the relevant column “Category of Investor” in the Application Form.

In terms of SEBI Circular no. CIR/CFD/DIL/1/2013 dated January 2, 2013, SCSBs making applications on their own account using ASBA facility, should have a separate account in their own name with any other SEBI registered SCSB. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account.

**SEBI Circular No. CIR/DDHS/P/121/2018 dated August 16, 2018 stipulating the time between closure of the Issue and listing at 6 (six) Working Days. In order to enable compliance with the above timelines, investors are advised to use ASBA facility only to make payment.**

***Don'ts:***

1. Do not apply for lower than the minimum application size;
2. Do not pay the Application Amount in cash, by cheque, by money order or by postal order or by stock invest;
3. Do not send Application Forms by post instead submit the same to the Designated Intermediaries or Designated Branches of the SCSBs, as the case may be;
4. Do not submit the Application Form to any non-SCSB bank or our Company.
5. Do not submit an Application Form that does not have the stamp of the relevant Designated Intermediary or the Designated Branch of the SCSB, as the case may be.
6. Do not fill up the Application Form such that the NCDs applied for exceeds the Tranche III Issue size and/or investment limit or maximum number of NCDs that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
7. Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground;
8. Do not submit incorrect details of the DP ID, UPI ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
9. Do not submit the Application Forms without ensuring that funds equivalent to the entire Application Amount are available for blocking in the relevant ASBA Account;
10. Do not submit Applications on plain paper or on incomplete or illegible Application Forms;
11. Do not apply if you are not competent to contract under the Indian Contract Act, 1872;
12. Do not submit an Application in case you are not eligible to acquire NCDs under applicable law or your relevant constitutional documents or otherwise;
13. Do not submit Application Forms to a Designated Intermediary at a location other than Collection Centers;
14. Do not submit an Application that does not comply with the securities law of your respective jurisdiction;
15. Do not apply if you are a person ineligible to apply for NCDs under the Issue including Applications by persons resident outside India, NRI (*inter-alia* including NRIs who are (i) based in the USA, and/or, (ii) domiciled in the USA, and/or, (iii) residents/citizens of the USA, and/or, (iv) subject to any taxation laws of the USA);
16. Do not make an application of the NCD on multiple copies taken of a single form;
17. Do not submit an Application Form using UPI ID, if the Application is for an amount more than INR 2,00,000;
18. Do not submit a bid using UPI ID, if you are not a Retail Individual Investor;
19. Do not apply through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB and/or mobile applications which are not mentioned in the list provided in the SEBI;
20. Payment of Application Amount in any mode other than through blocking of Application Amount in the ASBA Accounts shall not be accepted in the Issue; and
21. Do not submit more than five Application Forms per ASBA Account.

**Kindly note that Applications submitted to the Designated Intermediaries will not be accepted if the SCSB where the ASBA Account, as specified in the Application Form, is maintained has not named at least one branch at that location for the Designated Intermediaries to deposit such Application Forms. (A list of such branches is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>).**

**Please refer to “Rejection of Applications” on page 137 of this Tranche III Prospectus for information on rejection of Applications.**

**TERMS OF PAYMENT**

The Application Forms will be uploaded onto the electronic system of the Stock Exchange and deposited with the relevant branch of the SCSB at the Specified City named by such SCSB to accept such Applications from the

Designated Intermediaries, (a list of such branches is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>). The relevant branch of the SCSB shall perform verification procedures and block an amount in the ASBA Account equal to the Application Amount specified in the Application.

The entire Application Amount for the NCDs is payable on Application only. The relevant SCSB shall block an amount equivalent to the entire Application Amount in the ASBA Account at the time of upload of the Application Form. In case of Allotment of lesser number of NCDs than the number applied, the Registrar to the Issue shall instruct the SCSBs to unblock the excess amount in the ASBA Account. For Applications submitted directly to the SCSBs, the relevant SCSB shall block an amount in the ASBA Account equal to the Application Amount specified in the Application, before entering the Application into the electronic system of the Stock Exchange. SCSBs may provide the electronic mode of application either through an internet enabled application and banking facility or such other secured, electronically enabled mechanism for application and blocking of funds in the ASBA Account. **Applicants should ensure that they have funds equal to the Application Amount in the ASBA Account before submitting the Application to the Designated Intermediaries, or to the Designated Branches of the SCSBs. An Application where the corresponding ASBA Account does not have sufficient funds equal to the Application Amount at the time of blocking the ASBA Account is liable to be rejected.**

The Application Amount shall remain blocked in the ASBA Account until approval of the Basis of Allotment and consequent transfer of the amount against the Allotted NCDs to the Public Issue Account(s), or until withdrawal/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment is approved and upon receipt of intimation from the Registrar, the controlling branch of the SCSB shall, on the Designated Date, transfer such blocked amount from the ASBA Account to the Public Issue Account. The balance amount remaining after the finalisation of the Basis of Allotment shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB within 6 (six) Working Days of the Closing Date. The Application Amount shall remain blocked in the ASBA Account until transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application, as the case may be.

#### **Payment mechanism for Direct Online Applicants**

*Please note that clarifications and/or confirmations regarding the implementation of the requisite infrastructure and facilities in relation to direct online applications and online payment facility have been sought from the Stock Exchange.*

#### **SUBMISSION OF COMPLETED APPLICATION FORMS**

<b>Mode of Submission of Application Forms</b>	<b>To whom the Application Form has to be submitted</b>
Applications	(i) If using <u>physical Application Form</u> , (a) to the Designated Intermediaries at relevant Bidding Centres or (b) to the Designated Branches of the SCSBs where the ASBA Account is maintained; or (ii) If using <u>electronic Application Form</u> , to the SCSBs, electronically through internet banking facility, if available.

*Please note that clarifications and/or confirmations regarding the implementation of the requisite infrastructure and facilities in relation to direct online applications and online payment facility have been sought from the Stock Exchange.*

#### **No separate receipts will be issued for the Application Amount payable on submission of Application Form.**

However, the Designated Intermediaries, will acknowledge the receipt of the Application Forms by stamping the date and returning to the Applicants an acknowledgement slips which will serve as a duplicate Application Form for the records of the Applicant.

#### **Electronic Registration of Applications**

- (a) The Designated Intermediaries and Designated Branches of the SCSBs, as the case may be, will register the Applications using the on-line facilities of the Stock Exchange. Direct Online Applications will be registered by Applicants using the online platform offered by the Stock Exchange. **The Lead Managers, our Company**

**and the Registrar to the Issue are not responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Applications accepted by the SCSBs, (ii) the Applications uploaded by the SCSBs, (iii) the Applications accepted but not uploaded by the SCSBs, (iv) with respect to Applications accepted and uploaded by the SCSBs without blocking funds in the ASBA Accounts, or (v) any Applications accepted and uploaded and/or not uploaded by the Trading Members of the Stock Exchange or (vi) the Applications accepted by and/or uploaded by and/or accepted but not uploaded by Lead Brokers, Trading Members, Registered Brokers, CDPs, CRTAs and SCSBs who are authorised to collect Application Forms**

In case of apparent data entry error by the Designated Intermediaries or Designated Branches of the SCSBs, as the case may be, in entering the Application Form number in their respective schedules other things remaining unchanged, the Application Form may be considered as valid and such exceptions may be recorded in minutes of the meeting submitted to the Designated Stock Exchange. However, the series, mode of allotment, PAN, demat account no. etc. should be captured by the relevant Designated Intermediaries or Designated Branches of the SCSBs in the data entries as such data entries will be considered for allotment/rejection of Application.

- (b) The Stock Exchange will offer an electronic facility for registering Applications for the Issue. This facility will be available on the terminals of the Designated Intermediaries and the SCSBs during the Tranche III Issue Period. The Designated Intermediaries can also set up facilities for off-line electronic registration of Applications subject to the condition that they will subsequently upload the off-line data file into the on-line facilities for Applications on a regular basis, and before the expiry of the allocated time on the Tranche III Issue Closing Date. On the Tranche III Issue Closing Date, the Designated Intermediaries and the Designated Branches of the SCSBs shall upload the Applications till such time as may be permitted by the Stock Exchange. This information will be available with the Designated Intermediaries and the Designated Branches of the SCSBs on a regular basis. Applicants are cautioned that a high inflow of high volumes on the last day of the Tranche III Issue Period may lead to some Applications received on the last day not being uploaded and such Applications will not be considered for allocation. For further information on the Tranche III Issue programme, please refer to “*Issue Structure*” on page 98 of this Tranche III Prospectus.
- (c) With respect to Applications submitted directly to the SCSBs at the time of registering each Application, the Designated Branches of the SCSBs shall enter the requisite details of the Applicants in the on-line system including:
- Application Form number
  - PAN (of the first Applicant, in case of more than one Applicant)
  - Investor category and sub-category
  - DP ID
  - Client ID
  - UPI ID (if applicable)
  - Number of NCDs applied for
  - Price per NCD
  - Bank code for the SCSB where the ASBA Account is maintained
  - Bank account number
  - Application amount
- (d) With respect to Applications submitted to the Designated Intermediaries at the time of registering each Application, the requisite details of the Applicants shall be entered in the on-line system including:
- Application Form number
  - PAN (of the first Applicant, in case of more than one Applicant)
  - Investor category and sub-category
  - DP ID
  - Client ID
  - UPI ID (if applicable)
  - Number of NCDs applied for
  - Price per NCD
  - Bank code for the SCSB where the ASBA Account is maintained
  - Location
  - Application amount



- (e) A system generated acknowledgement will be given to the Applicant as a proof of the registration of each Application. **It is the Applicant's responsibility to obtain the acknowledgement from the Designated Intermediaries and the Designated Branches of the SCSBs, as the case may be. The registration of the Application by the Designated Intermediaries and the Designated Branches of the SCSBs, as the case may be, does not guarantee that the NCDs shall be allocated/ Allotted by our Company. The acknowledgement will be non-negotiable and by itself will not create any obligation of any kind.**
- (f) Applications can be rejected on the technical grounds listed on page 137 of this Tranche III Prospectus or if all required information is not provided or the Application Form is incomplete in any respect.
- (g) The permission given by the Stock Exchange to use their network and software of the online system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Lead Managers are cleared or approved by the Stock 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 our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Tranche III Prospectus; nor does it warrant that the NCDs will be listed or will continue to be listed on the Stock Exchange.
- (h) **Only Applications that are uploaded on the online system of the Stock Exchange shall be considered for allocation/ Allotment.** The Lead Managers, Designated Intermediaries and the Designated Branches of the SCSBs shall capture all data relevant for the purposes of finalizing the Basis of Allotment while uploading Application data in the electronic systems of the Stock Exchange. In order that the data so captured is accurate the, Designated Intermediaries and the Designated Branches of the SCSBs will be given up to one Working Day after the Tranche III Issue Closing Date to modify/ verify certain selected fields uploaded in the online system during the Tranche III Issue Period after which the data will be sent to the Registrar for reconciliation with the data available with the NSDL and CDSL.

## REJECTION OF APPLICATIONS

Applications would be liable to be rejected on the technical grounds listed below or if all required information is not provided or the Application Form is incomplete in any respect. The Board of Directors and/or any committee of our Company reserves its full, unqualified and absolute right to accept or reject any Application in whole or in part and in either case without assigning any reason thereof.

Application may be rejected on one or more technical grounds, including but not restricted to:

- (i) Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);
- (ii) Applications accompanied by cash, draft, cheques, money order or any other mode of payment other than amounts blocked in the Applicant's ASBA Account maintained with an SCSB;
- (iii) Applications not being signed by the sole/joint Applicant(s);
- (iv) Investor Category in the Application Form not being ticked;
- (v) Application Amount blocked being higher or lower than the value of NCDs Applied for. However, our Company may allot NCDs up to the number of NCDs Applied for, if the value of such NCDs Applied for exceeds the minimum Application size;
- (vi) Applications where a registered address in India is not provided for the Applicant;
- (vii) In case of partnership firms (except LLPs), NCDs applied for in the name of the partnership and not the names of the individual partner(s);
- (viii) Minor Applicants (applying through the guardian) without mentioning the PAN of the minor Applicant;
- (ix) PAN not mentioned in the Application Form, except for Applications by or on behalf of the central or state government and the officials appointed by the courts and by investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participants. In case of minor Applicants applying through guardian, when PAN of the Applicant is not mentioned;
- (x) DP ID, UPI ID (if applicable) and Client ID not mentioned in the Application Form;
- (xi) GIR number furnished instead of PAN;
- (xii) Applications by OCBS;
- (xiii) Applications for an amount below the minimum application size;
- (xiv) Submission of more than five Application per ASBA Account;

- (xv) Applications by persons who are not eligible to acquire NCDs of our Company in terms of applicable laws, rules, regulations, guidelines and approvals;
- (xvi) Applications under power of attorney or by limited companies, corporate, trust etc., submitted without relevant documents;
- (xvii) Applications accompanied by Stockinvest/ cheque/ money order/ postal order/ cash;
- (xviii) Signature of sole Applicant missing, or, in case of joint Applicants, the Application Forms not being signed by the first Applicant (as per the order appearing in the records of the Depository);
- (xix) Applications by persons debarred from accessing capital markets, by SEBI or any other regulatory authority.
- (xx) Date of birth for first/sole Applicant (in case of Category III) not mentioned in the Application Form.
- (xxi) Application Forms not being signed by the ASBA Account holder, if the account holder is different from the Applicant
- (xxii) Signature of the ASBA Account holder on the Application Form does not match with the signature available on the SCSB bank's records where the ASBA Account mentioned in the Application Form is maintained;
- (xxiii) Application Forms submitted to the Designated Intermediaries or to the Designated Branches of the SCSBs does not bear the stamp of the SCSB and/or the Designated Intermediaries, as the case may be;
- (xxiv) Applications not having details of the ASBA Account to be blocked;
- (xxv) In case no corresponding record is available with the Depositories that matches three parameters namely, DP ID, Client ID and PAN or if PAN is not available in the Depository database;
- (xxvi) Inadequate funds in the ASBA Account to enable the SCSB to block the Application Amount specified in the Application Form at the time of blocking such Application Amount in the ASBA Account or no confirmation is received from the SCSB for blocking of funds;
- (xxvii) SCSB making an Application (a) through an ASBA account maintained with its own self or (b) through an ASBA Account maintained through a different SCSB not in its own name or (c) through an ASBA Account maintained through a different SCSB in its own name, where clear demarcated funds are not present or (d) through an ASBA Account maintained through a different SCSB in its own name which ASBA Account is not utilised solely for the purpose of applying in public issues;
- (xxviii) Applications for amounts greater than the maximum permissible amount prescribed by the regulations and applicable law;
- (xxix) Authorization to the SCSB for blocking funds in the ASBA Account not provided or acceptance of UPI Mandate Request raised has not been provided;
- (xxx) Applications by persons prohibited from buying, selling or dealing in shares, directly or indirectly, by SEBI or any other regulatory authority;
- (xxxi) Applications by any person outside India;
- (xxxii) Applications by other persons who are not eligible to apply for NCDs under the Issue under applicable Indian or foreign statutory/regulatory requirements;
- (xxxiii) Applications not uploaded on the online platform of the Stock Exchange;
- (xxxiv) Applications uploaded after the expiry of the allocated time on the Issue Closing Date, unless extended by the Stock Exchange, as applicable;
- (xxxv) Application Forms not delivered by the Applicant within the time prescribed as per the Application Form and the Shelf Prospectus and as per the instructions in the Application Form, the Draft Shelf Prospectus, the Shelf Prospectus, and this Tranche III Prospectus;
- (xxxvi) Applications by Applicants whose demat accounts have been 'suspended for credit' pursuant to the circular issued by SEBI on July 29, 2010 bearing number CIR/MRD/DP/22/2010;
- (xxxvii) Where PAN details in the Application Form and as entered into the electronic system of the Stock Exchange, are not as per the records of the Depositories;
- (xxxviii) Applications providing an inoperative demat account number;
- (xxxix) Applications submitted to the Designated Intermediaries, at locations other than the Specified Cities or at a Designated Branch of a SCSB where the ASBA Account is not maintained, and Applications submitted directly to the Public Issue Account Bank (assuming that such bank is not a SCSB), to our Company or the Registrar to the Issue;
- (xl) Category not ticked;
- (xli) Forms not uploaded on the electronic software of the Stock Exchange; and/or
- (xlii) In case of cancellation of one or more orders within an Application, leading to total order quantity falling under the minimum quantity required for a single Application.

**Kindly note that Applications submitted to the Lead Managers, or Trading Members of the Stock Exchange, Members of the Syndicate, Designated Intermediaries at the Specified Cities will not be accepted if the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has not named at least one branch at that Specified City for the Lead Managers, or Trading Members of the Stock Exchange, Members of the Syndicate, Designated Intermediaries, as the case may be, to deposit Applications.**

### **Mode of making refunds**

The Registrar shall instruct the relevant SCSB to unblock the funds in the relevant ASBA Account to the extent of the Application Amount specified in the Application Forms for withdrawn, rejected or unsuccessful or partially successful Applications within 5 (five) Working Days of the Tranche III Issue Closing Date.

Our Company and the Registrar shall credit the allotted NCDs to the respective beneficiary accounts, within 5 (five) Working Days from the Tranche III Issue Closing Date.

Further,

- (a) Allotment of NCDs in the Issue shall be made within a time period of 4 (four) Working Days from the Tranche III Issue Closing Date;
- (b) Credit to dematerialised accounts will be given within one Working Day from the Date of Allotment;
- (c) Interest at a rate of 15% per annum will be paid if the Allotment has not been made and/or the refund has not been effected within 5 (five) Working Days from the Tranche III Issue Closing Date, for the delay beyond 5 (five) Working Days; and
- (d) Our Company will provide adequate funds to the Registrar for this purpose.

### **Retention of oversubscription**

The base issue size of this Tranche III Issue is ₹ 1,000 million. Our Company shall have the option to retain oversubscription up to ₹ 16,000 million, aggregating to ₹ 17,000 million.

### **Basis of Allotment**

The Registrar to the Issue will aggregate the Applications based on the Applications received through an electronic book from the Stock Exchange and determine the valid Applications for the purpose of drawing the Basis of Allotment. Grouping of the Applications received will be then done in the following manner:

### **Grouping of Applications and allocation ratio**

For the purposes of the basis of allotment:

- A. Applications received from Category I Applicants: Applications received from Applicants belonging to Category I shall be grouped together, ("**Institutional Portion**");
- B. Applications received from Category II Applicants: Applications received from Applicants belonging to Category II, shall be grouped together, ("**Non-Institutional Portion**").
- C. Applications received from Category III Applicants: Applications received from Applicants belonging to Category III shall be grouped together, ("**High Net Worth Individual Investors Portion**").
- D. Applications received from Category IV Applicants: Applications received from Applicants belonging to Category IV shall be grouped together, ("**Retail Individual Investors Portion**").

For removal of doubt, the terms "**Institutional Portion**", "**Non-Institutional Portion**", "**High Net Worth Individual Investors Portion**" and "**Retail Individual Investors Portion**" are individually referred to as "**Portion**" and collectively referred to as "**Portions**".

For the purposes of determining the number of Secured NCDs available for allocation to each of the abovementioned Portions, our Company shall have the discretion of determining the number of Secured NCDs to be allotted over and above the Base Issue, in case our Company opts to retain any oversubscription in a Tranche Issue upto an amount specified under this Tranche III Prospectus. The aggregate value of NCDs decided to be allotted over and above the Base Issue, (in case our Company opts to retain any oversubscription in the Tranche III Issue), and/or the aggregate value of NCDs upto the Base Issue Size shall be collectively termed in this Tranche III Prospectus.

## Basis of Allotment of Secured NCDs

Allocation Ratio:

Institutional Portion	Non-Institutional Portion	High Net Worth Individual Investors Portion	Retail Individual Investors Portion
10%	10%	30%	50%

(a) Allotments in the first instance:

- (i) Applicants belonging to the Institutional Portion, in the first instance, will be allocated Secured NCDs upto 10% of Overall Tranche III Issue Size on first come first serve basis which would be determined on the date of upload of their Applications in to the electronic platform of the Stock Exchange;
- (ii) Applicants belonging to the Non-Institutional Portion, in the first instance, will be allocated Secured NCDs upto 10% of Overall Tranche III Issue Size on first come first serve basis which would be determined on the date of upload of their Applications in to the electronic platform of the Stock Exchange;
- (iii) Applicants belonging to the High Net Worth Individual Investors Portion, in the first instance, will be allocated Secured NCDs upto 30% of Overall Tranche III Issue Size on first come first serve basis which would be determined on the date of upload of their Applications in to the electronic platform of the Stock Exchange;
- (iv) Applicants belonging to the Retail Individual Investors Portion, in the first instance, will be allocated Secured NCDs upto 50% of Overall Tranche III Issue Size on first come first serve basis which would be determined on the date of upload of their Applications in to the electronic platform of the Stock Exchange.

Allotments, in consultation with the Designated Stock Exchange, shall be made on date priority basis i.e. a first-come first-serve basis, based on the date of upload of each Application in to the Electronic Book with Stock Exchange, in each Portion subject to the Allocation Ratio indicated at the section titled “*Issue Procedure – Basis of Allotment – Allotments in the first instance*” at page 140.

As per the SEBI circular dated October 29, 2013, the allotment in this Tranche III Issue is required to be made on the basis of date of upload of each application into the electronic book of the Stock Exchange. However, on the date of oversubscription, the allotments should be made to the applicants on proportionate basis.

- (b) Under Subscription: If there is any under subscription in any Category, priority in Allotments will be given to the Retail Individual Investors Portion, High Net Worth Individual Investors Portion, and balance, if any, shall be first made to applicants of the Non Institutional Portion, followed by the Institutional Portion on a first come first serve basis, on proportionate basis.
- (c) For each Category, all Applications uploaded on the same day onto the electronic platform of the Stock Exchange would be treated at par with each other. Allotment would be on proportionate basis, where Secured NCDs uploaded into the platform of the Stock Exchange on a particular date exceeds Secured NCDs to be Allotted for each portion respectively.
- (d) Minimum Allotments of 1 Secured NCD and in multiples of 1 Secured NCD thereafter would be made in case of each valid Application to all Applicants.
- (e) Allotments in case of oversubscription: In case of an oversubscription, allotments to the maximum extent, as possible, will be made on a first-come first-serve basis and thereafter on proportionate basis, i.e. full allotment of the Secured NCDs to the Applicants on a first come first basis up to the date falling 1 (one) day prior to the date of oversubscription and proportionate allotment of Secured NCDs to the applicants on the date of oversubscription (based on the date of upload of each Application on the electronic platform of the Stock Exchange, in each Portion).

- (f) Proportionate Allotments: For each Portion, on the date of oversubscription:
- (i) Allotments to the Applicants shall be made in proportion to their respective Application size, rounded off to the nearest integer.
  - (ii) If the process of rounding off to the nearest integer results in the actual allocation of Secured NCDs being higher than the Tranche III Issue size, not all Applicants will be allotted the number of Secured NCDs arrived at after such rounding off. Rather, each Applicant whose Allotment size, prior to rounding off, had the highest decimal point would be given preference.
  - (iii) In the event, there are more than one Applicant whose entitlement remain equal after the manner of distribution referred to above, our Company will ensure that the basis of allotment is finalised by draw of lots in a fair and equitable manner.
- (g) Applicant applying for more than one Options of Secured NCDs: If an Applicant has applied for more than one Option of Secured NCDs and in case such Applicant is entitled to allocation of only a part of the aggregate number of Secured NCDs applied for, the Option-wise allocation of Secured NCDs to such Applicants shall be in proportion to the number of Secured NCDs with respect to each Options, applied for by such Applicant, subject to rounding off to the nearest integer, as appropriate in consultation with the Lead Manager and the Designated Stock Exchange. Further, in the aforesaid scenario, wherein the Applicant has applied for all the eight Options and in case such Applicant cannot be allotted all the eight series, then the Applicant would be allotted Secured NCDs, at the discretion of the Company, the Registrar and the Lead Managers wherein the Secured NCDs with the least tenor i.e. Allotment of Secured NCDs with tenor of 26 months followed by Allotment of Secured NCDs with tenor of 38 months.
- (h) Unblocking of Funds for withdrawn, rejected or unsuccessful or partially successful Applications: The Registrar shall, pursuant to preparation of Basis of Allotment, instruct the relevant SCSB to unblock the funds in the relevant ASBA Account for withdrawn, rejected or unsuccessful or partially successful Applications within 6 (six) Working Days of the Tranche III Issue Closing Date.

All decisions pertaining to the basis of allotment of Secured NCDs pursuant to the Tranche III Issue shall be taken by our Company in consultation with the Lead Managers and the Designated Stock Exchange and in compliance with the aforementioned provisions of this Tranche III Prospectus. Any other queries / issues in connection with the Applications will be appropriately dealt with and decided upon by our Company in consultation with the Lead Managers.

Our Company would allot Option IV Secured NCDs to all valid applications, wherein the applicants have selected only Secured NCDs, but have not indicated their choice of the relevant options of the Secured NCDs (Option I, Option II, Option III, Option IV, Option V, Option VI, Option VII or Option VIII).

Applications where the Application Amount received is greater than the minimum Application Amount, and the Application Amount paid does not tally with the number of NCDs applied for may be considered for Allotment, to the extent of the Application Amount paid rounded down to the nearest ₹ 1,000.

#### **Investor Withdrawals and Pre-closure**

Investor Withdrawal: Applicants are allowed to withdraw their Applications at any time prior to the Tranche III Issue Closing Date.

Pre-closure: Our Company, in consultation with the Lead Managers reserves the right to close the Tranche III Issue at any time prior to the Tranche III Issue Closing Date, subject to receipt of minimum subscription which is 75% of the Base Issue i.e. ₹ 750 million before the Tranche III Issue Closing Date. Our Company shall allot NCDs with respect to the Applications received at the time of such pre-closure in accordance with the Basis of Allotment as described hereinabove and subject to applicable statutory and/or regulatory requirements.

Further, the Tranche III Issue will also be withdrawn by our Company in the event that the aggregate Applications received for the NCDs is lesser than the minimum subscription which is 75% of the Base Issue, i.e., INR 750 Million, before the Tranche III Issue Closing Date.

In the event of such early closure of the Tranche III Issue, our Company shall ensure that public notice of such early closure is published on or before such early date of closure or the relevant Issue Closing Date of the Tranche III Issue, as applicable, through advertisement(s) in all those newspapers in which pre-issue advertisement and advertisement for opening or closure of the issue have been given.

### **ISSUANCE OF ALLOTMENT ADVICE**

Our Company shall ensure dispatch/and/or mail the Allotment Advice within 6 (six) Working Days of the Tranche III Issue Closing Date to the Applicants. The Allotment Advice for successful Applicants will be mailed to their addresses as per the Demographic Details received from the Depositories. Instructions for credit of NCDs to the beneficiary account with Depository Participants shall be made within 6 (six) Working Days of the Tranche III Issue Closing Date.

Our Company shall use best efforts to ensure that all steps for completion of the necessary formalities for commencement of trading at the Stock Exchange where the NCDs are proposed to be listed are taken within 6 (six) Working Days from the Tranche III Issue Closing Date.

Allotment Advices shall be issued, or Application Amount shall be unblocked within 6 (six) Working Days from the Tranche III Issue Closing Date or such lesser time as may be specified by SEBI or else the Application Amount shall be unblocked in the ASBA Accounts of the Applicants forthwith, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period.

Our Company will provide adequate funds required for dispatch of Allotment Advice, as applicable, to the Registrar to the Issue.

### **Revision of Applications**

As per the notice No: 20120831-22 dated August 31, 2012 issued by the BSE, cancellation of one or more orders within an Application is permitted during the Tranche III Issue Period as long as the total order quantity does not fall under the minimum quantity required for a single Application. Please note that in case of cancellation of one or more orders within an Application, leading to total order quantity falling under the minimum quantity required for a single Application will be liable for rejection by the Registrar.

Applicants may revise/ modify their Application details during the Tranche III Issue Period, as allowed/permitted by the Stock Exchange(s), by submitting a written request to the Designated Intermediaries/the Designated branch of the SCSBs, as the case may be. However, for the purpose of Allotment, the date of original upload of the Application will be considered in case of such revision/modification. In case of any revision of Application in connection with any of the fields which are not allowed to be modified on the electronic Application platform of the Stock Exchange(s) as per the procedures and requirements prescribed by each relevant Stock Exchange, Applicants should ensure that they first withdraw their original Application and submit a fresh Application. In such a case the date of the new Application will be considered for date priority for Allotment purposes.

Revision of Applications is not permitted after the expiry of the time for acceptance of Application Forms on Issue Closing Date. However, in order that the data so captured is accurate, the Designated Intermediaries and/or the Designated Branches of the SCSBs will be given up to one Working Day after the Tranche III Issue Closing Date to modify/ verify certain selected fields uploaded in the online system during the Tranche III Issue Period, after which the data will be sent to the Registrar for reconciliation with the data available with the NSDL and CDSL.

### **Depository Arrangements**

We have made depository arrangements with NSDL and CDSL. Please note that Tripartite Agreements have been executed between our Company, the Registrar and both the depositories.

As per the provisions of the Depositories Act, the NCDs issued by us can be held in a dematerialized form. In this context:

- (i) Tripartite Agreements dated December 8, 2010, and letter of extension dated March 14, 2011 and August 25, 2006, between us, the Registrar and CDSL and NSDL, respectively have been executed, for offering depository option to the Applicants.
- (ii) An Applicant must have at least one beneficiary account with any of the Depository Participants (DPs) of

NSDL or CDSL prior to making the Application.

- (iii) The Applicant must necessarily provide the DP ID and Client ID details in the Application Form.
- (iv) Secured NCDs Allotted to an Applicant in the electronic form will be credited directly to the Applicant's respective beneficiary account(s) with the DP.
- (v) Non-transferable Allotment Advice will be directly sent to the Applicant by the Registrar to this Tranche III Issue.
- (vi) It may be noted that Secured NCDs in electronic form can be traded only on the Stock Exchange having electronic connectivity with NSDL or CDSL. The Stock Exchange has connectivity with NSDL and CDSL.
- (vii) Interest or other benefits with respect to the Secured NCDs held in dematerialized form would be paid to those Secured NCD Holders whose names appear on the list of beneficial owners given by the Depositories to us as on Record Date. In case of those Secured NCDs for which the beneficial owner is not identified by the Depository as on the Record Date/ book closure date, we would keep in abeyance the payment of interest or other benefits, till such time that the beneficial owner is identified by the Depository and conveyed to us, whereupon the interest or benefits will be paid to the beneficiaries, as identified, within a period of 30 days.
- (viii) The trading of the Secured NCDs on the floor of the Stock Exchange shall be in dematerialized form only.

Please note that the Secured NCDs shall cease to trade from the Record Date (for payment of the principal amount and the applicable premium and interest for such Secured NCDs) prior to redemption of the Secured NCDs.

**PLEASE NOTE THAT TRADING OF SECURED NCDs ON THE FLOOR OF THE STOCK EXCHANGE SHALL BE IN DEMATERIALIZED FORM ONLY IN MULTIPLE OF ONE SECURED NCD.**

Allottees will have the option to re-materialize the Secured NCDs Allotted under the Tranche III Issue as per the provisions of the Companies Act, 2013 and the Depositories Act.

### **Communications**

All future communications in connection with Applications made in this Tranche III Issue (except the Applications made through the Trading Members of the Stock Exchange) should be addressed to the Registrar to the Issue with a copy to the relevant SCSB, quoting the full name of the sole or first Applicant, Application Form number, Applicant's DP ID and Client ID, Applicant's PAN, number of NCDs applied for, date of the Application Form, name and address of the Designated Intermediaries, or Designated Branch, as the case may be, where the Application was submitted and, ASBA Account number in which the amount equivalent to the Application Amount was blocked and the UPI ID. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant SCSB. Applicants may contact the Lead Managers, our Compliance Officer and Company Secretary or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of Allotment Advice or credit of NCDs in the respective beneficiary accounts, as the case may be.

Grievances relating to Direct Online Applications may be addressed to the Registrar to the Issue, with a copy to the relevant Stock Exchange.

### **Interest in case of Delay**

Our Company undertakes to pay interest, in connection with any delay in Allotment and demat credit beyond the time limit as may be prescribed under applicable statutory and/or regulatory requirements, at such rates as stipulated under such applicable statutory and/or regulatory requirements.

### **Undertaking by the Issuer**

*Statement by the Board:*

- (a) All monies received pursuant to the Issue of Secured NCDs to public shall be transferred to a separate bank account as referred to in sub-section (3) of section 40 of the Companies Act, 2013.
- (b) Details of all monies utilised out of Issue referred to in sub-item (a) shall be disclosed under an appropriate separate head in our Balance Sheet indicating the purpose for which such monies had been utilised;
- (c) Details of all unutilised monies out of issue of Secured NCDs, if any, referred to in sub-item (a) shall be disclosed under an appropriate separate head in our Balance Sheet indicating the form in which such unutilised monies have been invested.
- (d) the details of all utilized and unutilised monies out of the monies collected in the previous issue made by way of public offer shall be disclosed and continued to be disclosed in the balance sheet till the time any part

of the proceeds of such previous issue remains unutilized indicating the purpose for which such monies have been utilized, and the securities or other forms of financial assets in which such unutilized monies have been invested;

- (e) We shall utilize the Issue proceeds only upon allotment of the Secured NCDs, execution of the Debenture Trust Deed as stated in this Tranche III Prospectus and on receipt of the minimum subscription of 75% of the Base Issue, i.e., INR 750 Million, and receipt of listing and trading approval from the Stock Exchange.
- (f) The Issue proceeds shall not be utilized towards full or part consideration for the purchase or any other acquisition, *inter alia* by way of a lease, of any immovable property.
- (g) The allotment letter shall be issued, or Application Amount shall be unblocked within 6 Working Days from the closure of the Issue or such lesser time as may be specified by SEBI, or else the Application Amount shall be refunded to the applicants forthwith, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period;

#### *Other Undertakings by our Company*

Our Company undertakes that:

- (a) Complaints received in respect of the Issue will be attended to by our Company expeditiously and satisfactorily;
- (b) Necessary cooperation to the relevant credit rating agency(ies) will be extended in providing true and adequate information until the obligations in respect of the Secured NCDs are outstanding;
- (c) Our Company will take necessary steps for the purpose of getting the Secured NCDs listed within the specified time, i.e., within 6 Working Days of the Tranche III Issue Closing Date;
- (d) Funds required for dispatch of Allotment Advice will be made available by our Company to the Registrar to the Issue;
- (e) Our Company will forward details of utilisation of the proceeds of the Issue, duly certified by the Statutory Auditor, to the Debenture Trustee;
- (f) Our Company will provide a compliance certificate to the Debenture Trustee on an annual basis in respect of compliance with the terms and conditions of the Tranche III Issue as contained in this Tranche III Prospectus;
- (g) the assets on which charge is proposed to be created in the Tranche III Issue are free from any encumbrances and in case the assets are already charged to secure existing secured borrowings of the Company, the permission or consent to create a *pari-passu* charge on our Company's assets has already been obtained from all existing secured creditors;
- (h) it has created a recovery expense fund in the manner specified by the Board and informed the Debenture Trustee about such fund;
- (i) the charge created on the assets of the Company shall be registered with the sub-registrar, RoC, CERSAI, Depositories, as applicable, within 30 days of creation of such charge;
- (j) the NCDs shall be considered as secured only if the charged assets are registered with the sub-registrar or RoC or CERSAI or Depositories, as applicable or is independently verifiable by the Debenture Trustee; and
- (k) it shall disclose the complete name and address of the Debenture Trustee in its annual report.

Our Company will disclose the complete name and address of the Debenture Trustee in its annual report

#### **Utilisation of Application Amounts**

The sum received in respect of a Tranche Issue will be kept in separate bank accounts and we will have access to such funds as per applicable provisions of law(s), regulations and approvals.

#### **Impersonation**

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of section 38 of the Companies Act, 2013, which is reproduced below:

*“Any person who:*

- (a) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (b) *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*



*(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

*shall be liable for action under section 447.”*

### **Listing**

The NCDs proposed to be offered in pursuance of the Draft Shelf Prospectus, the Shelf Prospectus and this Tranche III Prospectus will be listed on the BSE. The application for listing of the NCDs will be made to the Stock Exchange at an appropriate stage.

If permissions to deal in and for an official quotation of our NCDs are not granted by the Stock Exchange, our Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of this Tranche III Prospectus. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange are taken within 6 (six) Working Days from the date of closure of the Tranche III Issue.

For the avoidance of doubt, it is hereby clarified that in the event of non subscription to any one or more of the Options, such NCDs with Option(s) shall not be listed.

### **Guarantee/Letter of Comfort**

This Tranche III Issue is not backed by a guarantee or letter of comfort or any other document and/or letter with similar intent.

## SECTION IV: LEGAL AND OTHER INFORMATION

### OTHER REGULATORY AND STATUTORY DISCLOSURES

#### Authority for the Tranche III Issue

At the meeting of the Board of Directors of our Company, held on February 14, 2020, the Directors approved the issuance to the public of Secured NCDs and unsecured redeemable non-convertible debentures of face value of ₹ 1,000 each, aggregating up to ₹ 60,000 millions.

The present issue through the Shelf Prospectus of Secured NCDs is for an amount upto ₹ 40,000 million (“**Shelf Limit**”), hereinafter called the “Issue” is approved by NCD Committee meeting dated September 30, 2020.

The present Tranche III Issue through this Tranche III Prospectus of Secured NCDs for an amount up to ₹ 1,000 million, with an option to retain oversubscription up to an amount of ₹ 16,000 million, aggregating up to ₹ 17,000 million, was approved by the NCD Committee at its meeting dated March 31, 2021.

Further, the present borrowing is within the borrowing limits under Section 180(1)(c) of the Companies Act, 2013 duly approved by the shareholders’ vide their resolution dated September 30, 2020.

#### Prohibition by SEBI

Our Company, persons in control of our Company and/or our Promoters and/or our Directors have not been restrained, prohibited or debarred by SEBI from accessing the securities market or dealing in securities and no such order or direction is in force. Further, no member of our promoter group has been prohibited or debarred by SEBI from accessing the securities market or dealing in securities due to fraud.

#### Disclaimer Clause of SEBI

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKERS, EDELWEISS FINANCIAL SERVICES LIMITED, JM FINANCIAL LIMITED, EQRUS CAPITAL PRIVATE LIMITED AND A. K. CAPITAL SERVICES LIMITED HAVE CERTIFIED THAT DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MERCHANT BANKERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKERS, EDELWEISS FINANCIAL SERVICES LIMITED, JM FINANCIAL LIMITED, EQRUS CAPITAL PRIVATE LIMITED AND A. K. CAPITAL SERVICES LIMITED\* CONFIRM THAT COMMENTS RECEIVED ON THE DRAFT SHELF PROSPECTUS HAVE BEEN SUITABLY ADDRESSED BEFORE FILING THE SHELF PROSPECTUS AND THE TRANCHE III PROSPECTUS AND TO THIS EFFECT HAVE FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED MARCH 31, 2021 WHICH READS AS FOLLOWS:**

- 1. We confirm that neither the Issuer nor its promoters or directors have been prohibited from accessing the capital market under any order or direction passed by the board. We also confirm that none of the intermediaries named in the Prospectus have been debarred from functioning by any regulatory**

authority.

2. We confirm that all the material disclosures in respect of the Issuer have been made in the Prospectus and certify that any material development in the Tranche III issue or relating to the Tranche III issue up to the commencement of listing and trading of the NCDs offered through the Tranche III issue shall be informed through public notices/advertisements in all those newspapers in which pre-issue advertisement and advertisement for opening or closure of the Tranche III issue will be given.
3. We confirm that the Prospectus contains all disclosures as specified in the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
4. We also confirm that all relevant provisions of the Companies Act, 2013, Securities Contracts (Regulation) Act, 1956, Securities and Exchange Board of India Act, 1992 and the rules, regulations, guidelines, circulars issued thereunder are complied with.
5. We, Edelweiss Financial Services Limited, JM Financial Limited and Equirus Capital Private Limited confirm that no comments/complaints were received on the Draft Shelf Prospectus dated September 30, 2020 filed with BSE Limited, being the designated stock exchange.\*

*\*We, A. K. Capital Services Limited, state that on account of the Issuer appointing us as a Lead Manager to the Issue after the expiry of 7 (seven) working days from the date of filing of the Draft Shelf Prospectus on September 30, 2020 with the BSE Limited, we are unable to confirm as regards the receipt of any comments/complaints on the Draft Shelf Prospectus.*

#### Disclaimer Clause of the BSE

BSE Limited ("the Exchange") has given, vide its approval letter dated October 16, 2020 permission to this Company to use the Exchange's name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

- a) warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- b) warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or
- c) take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

And it should not for any reason be deemed or construed that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for, or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by any reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

#### Disclaimer Clause of the RBI

**THE COMPANY IS 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.**

## **Listing**

Application will be made to the BSE simultaneously with the filing of this Tranche III Prospectus for permission to deal in and for official quotation in NCDs. If permission to deal in and for an official quotation of our NCDs is not granted by the BSE, our Company will forthwith repay, without interest, all monies received from the applications in pursuance of this Tranche III Prospectus.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the stock exchange mentioned above are taken within 6 Working Days from the date of closure of the Issue.

For the avoidance of doubt, it is hereby clarified that in the event of non-subscription to any one or more of the Options, such NCDs with Option(s) shall not be listed.

## **Disclosures in accordance with the DT Circular**

### **Appointment of the Debenture Trustee**

The Company has appointed the Debenture Trustee in accordance with the terms of the Debenture Trustee Agreement. Separately, the Company and the Debenture Trustee have agreed the payment of an acceptance fee of INR 350,000 plus applicable taxes and a service charge of INR 350,000 on an annual basis, plus applicable taxes.

### **Debenture Trustee Agreement**

The Company has entered into a Debenture Trustee Agreement with the Debenture Trustee which provides for, inter alia, the following terms and conditions:

- (a) The Debenture Trustee, either through itself or its agents /advisors/consultants, shall carry out requisite diligence to verify the status of encumbrance and valuation of the assets and whether all permissions or consents (if any) as may be required to create the security as stipulated in the prospectus and the applicable laws, has been obtained;
- (b) The Company shall provide all assistance to the Debenture Trustee to enable verification from the registrar of companies, sub-registrar of assurances (as applicable), CERSAI, depositories, information utility or any other authority, as may be required, where the assets and/or prior encumbrances in relation to the assets proposed to secure the NCDs, whether owned by our Company or any other person, are registered / disclosed;
- (c) The Debenture Trustee shall have the power to either independently appoint, or direct our Company to (after consultation with the Debenture Trustee) appoint intermediaries, valuers, chartered accountant firms, practicing company secretaries, consultants, lawyers and other entities in order to assist in the diligence by the Debenture Trustee and the Debenture Trustee shall subsequently form an independent assessment that the assets for creation of security are sufficient to discharge the outstanding amounts on NCDs at all times. All costs, charges, fees and expenses that are associated with and incurred in relation to the diligence as well as preparation of the reports/certificates/documentation, including all out of pocket expenses towards legal or inspection costs, travelling and other costs, shall be solely borne by our Company;
- (d) Our Company has undertaken to promptly furnish all and any information as may be required by the Debenture Trustee, including such information as required to be furnished in terms of the applicable laws and the Debenture Trust Deed on a regular basis;
- (e) The Company has agreed that the Tranche III Issue proceeds shall be kept in a public issue account with a scheduled commercial bank and shall not be utilised by the Company until the Debenture Trust Deed and the relevant security documents are executed and until the listing and trading approval in respect of the NCDs is obtained by our Company; and
- (f) The Debenture Trustee, *ipso facto* does not have the obligations of a borrower or a principal debtor or a guarantor as to the monies paid/invested by investors for the NCDs.

## **Other confirmations**

The Debenture Trustee undertakes that the securities shall be considered as secured only if the charged asset is registered with sub-registrar and registrar of companies or CERSAI or depository, etc., as applicable, or is independently verifiable by them.

The Debenture Trustee confirms that they have undertaken the necessary due diligence in accordance with Applicable Law, including the SEBI (Debenture Trustees) Regulations, 1993, read with the SEBI circulars titled (i) "Creation of Security in issuance of listed debt securities and 'due diligence' by debenture trustee(s)" dated November 3, 2020 ("**DT Circular**"); and (ii) "Monitoring and Disclosures by Debenture Trustee(s)" dated November 12, 2020.

**IDBI TRUSTEESHIP SERVICES LIMITED HAVE FURNISHED TO THE STOCK EXCHANGE A DUE DILIGENCE CERTIFICATE MARCH 30, 2021, WHICH READS AS FOLLOWS:**

**WE HAVE EXAMINED DOCUMENTS PERTAINING TO THE SAID ISSUE AND OTHER SUCH RELEVANT DOCUMENTS, REPORTS AND CERTIFICATIONS.**

**ON THE BASIS OF SUCH EXAMINATION AND OF THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES AND ON INDEPENDENT VERIFICATION OF THE VARIOUS RELEVANT DOCUMENTS, REPORTS AND CERTIFICATIONS, WE CONFIRM THAT:**

- A. THE ISSUER HAS MADE ADEQUATE PROVISIONS FOR AND/OR HAS TAKEN STEPS TO PROVIDE FOR ADEQUATE SECURITY FOR THE DEBT SECURITIES TO BE ISSUED.**
- B. THE ISSUER HAS OBTAINED THE PERMISSIONS / CONSENTS NECESSARY FOR CREATING SECURITY ON THE SAID PROPERTY(IES).**
- C. THE ISSUER HAS MADE ALL THE RELEVANT DISCLOSURES ABOUT THE SECURITY AND ALSO ITS CONTINUED OBLIGATIONS TOWARDS THE HOLDERS OF DEBT SECURITIES.**
- D. ISSUER HAS ADEQUATELY DISCLOSED ALL CONSENTS/ PERMISSIONS REQUIRED FOR CREATION OF FURTHER CHARGE ON ASSETS IN OFFER DOCUMENT OR PRIVATE PLACEMENT MEMORANDUM/ INFORMATION MEMORANDUM AND ALL DISCLOSURES MADE IN THE OFFER DOCUMENT OR PRIVATE PLACEMENT MEMORANDUM/ INFORMATION MEMORANDUM WITH RESPECT TO CREATION OF SECURITY ARE IN CONFIRMATION WITH THE CLAUSES OF DEBENTURE TRUSTEE AGREEMENT.**
- E. ISSUER HAS DISCLOSED ALL COVENANTS PROPOSED TO BE INCLUDED IN DEBENTURE TRUST DEED (INCLUDING ANY SIDE LETTER, ACCELERATED PAYMENT CLAUSE ETC.), OFFER DOCUMENT OR PRIVATE PLACEMENT MEMORANDUM/ INFORMATION MEMORANDUM.**
- F. ISSUER HAS GIVEN AN UNDERTAKING THAT CHARGE SHALL BE CREATED IN FAVOUR OF DEBENTURE TRUSTEE AS PER TERMS OF ISSUE BEFORE FILING OF LISTING APPLICATION.**

**WE HAVE SATISFIED OURSELVES ABOUT THE ABILITY OF THE ISSUER TO SERVICE THE DEBT SECURITIES.**

Our Company undertakes that it shall submit the due diligence certificate from Debenture Trustee to the Stock Exchange as per format specified in the DT Circular.

## **Track record of past public issues handled by the Lead Managers**

The track record of past issues handled by the Lead Managers, as required by SEBI circular number CIR/MIRSD/1/2012 dated January 10, 2012, are available at the following websites:

<b>Name of lead manager</b>	<b>Website</b>
Edelweiss Financial Services Limited	<a href="http://www.edelweissfin.com">www.edelweissfin.com</a>
JM Financial Limited	<a href="http://www.jmfl.com">www.jmfl.com</a>
Equirus Capital Private Limited	<a href="http://www.equirus.com">www.equirus.com</a>
A. K. Capital Services Limited	<a href="http://www.akgroup.co.in">www.akgroup.co.in</a>

## Consents

Consents in writing of: (a) the Directors, (b) our Company Secretary and Compliance Officer, (c) the Chief Financial Officer, (d) the Lead Managers, (e) the Registrar to the Issue, (f) the Legal Advisor to the Issue, (g) Credit Rating Agencies, (h) the Debenture Trustee, (i) ICRA Analytics Limited for the inclusion of the industry report; (j) the Lead Brokers; (k) the Public Issue Bank; (l) the Refund Bank; and (m) the Statutory Auditor; (k) lenders of the Company to act in their respective capacities, have been obtained and the same will be filed along with a copy of this Tranche III Prospectus with the ROC, stock exchange and SEBI.

The consent of the Statutory Auditors of our Company, namely Varma & Varma, Chartered Accountants for (a) inclusion of their names as the Statutory Auditors, (b) examination reports on Reformatted Financial Information in the form and context in which they appear in the Shelf Prospectus, (c) the statement of tax benefits available to the debenture holders in the form and context in which they appear in this Tranche III Prospectus; (d) report on limited review of unaudited standalone and consolidated financials for the quarter ended June 30, 2020; and (e) report on limited review of unaudited standalone and consolidated financials for the quarter and half year ended September 30, 2020, (f) Report on Limited Review of Unaudited Standalone and Consolidated Financials for the quarter and nine months ended December 31,2020 have been obtained and has not withdrawn such consent and the same will be filed along with a copy of this Tranche III Prospectus with the ROC, stock exchange and SEBI.

## Expert Opinion

Except the (i) Examination reports on Reformatted Financial Information in the form and context in which they appear in the Shelf Prospectus issued by Varma & Varma, Chartered Accountants; (ii) Auditors report, on limited review of the unaudited standalone and consolidated financial results for the quarter and three months ended June 30, 2020 issued by Varma & Varma, Chartered Accountants dated August 19, 2020; (iii) Auditors report on limited review of the unaudited standalone and consolidated financial results for the quarter and half year ended September 30, 2020 issued by Varma & Varma, Chartered Accountants dated November 03, 2020; (iv) Auditors Report on limited review of the Unaudited Standalone and Consolidated financial results for the quarter and nine months ended December 31, 2020 issued by Varma & Varma , Chartered Accountants dated February 09,2021. (v) "ICRA Analytics Industry Report – Gold Loan Market in India, 2020, (vi) IMACS Industry Report-Gold Loan Market in India 2019, IMACS Industry Report-Gold Loan Market in India 2018 and IMACS Industry Report-Gold Loan Market in India 2017 and (vii) Statement of Tax Benefits issued by Varma & Varma, Chartered Accountants dated March 26, 2021, the Company has not obtained any expert opinions.

## Common form of Transfer

All trading / transfers of Securities will only be in Demat form and as per the provisions of the Companies Act, 2013 applicable as on the date of this Tranche III Prospectus and all applicable laws shall be duly complied with in respect of all transfer of debentures and registration thereof.

## Minimum Subscription

In terms of the SEBI Debt Regulations, for an issuer undertaking a public issue of debt securities the minimum subscription for public issue of debt securities shall be 75% of the Base Issue, i.e., INR 750 Million. If our Company does not receive the minimum subscription of 75% of the Base Issue within the prescribed timelines under Companies Act and any rules thereto, the entire subscription amount shall be refunded to the Applicants within the timelines prescribed under Applicable Law. In the event, there is a delay, by our Company in making the aforesaid refund within the prescribed time limit, our Company will pay interest at the rate of 15% per annum for the delayed period.

Under Section 39(3) of the Companies Act, 2013 read with Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 if the stated minimum subscription amount is not received within the specified period, the application money received is to be credited only to the bank account from which the subscription was remitted. To the extent possible, where the required information for making such refunds is available with our Company and/or

Registrar, refunds will be made to the account prescribed. However, where our Company and/or Registrar does not have the necessary information for making such refunds, our Company and/or Registrar will follow the guidelines prescribed by SEBI in this regard including its circular HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018.

### Filing of the Draft Shelf Prospectus

A copy of the Draft Shelf Prospectus was filed with the Designated Stock Exchange in terms of Regulation 7 of the SEBI Debt Regulation for dissemination on their website and the SEBI.

### Filing of the Shelf Prospectus and Tranche III Prospectus with the RoC

A copy of the Shelf Prospectus dated October 22, 2020 was filed with the ROC in accordance with section 26 and section 31 of the Companies Act, 2013. A copy of this Tranche III Prospectus shall be filed with the RoC in accordance with Section 26 and Section 31 of the Companies Act, 2013.

### Investment in relation to maturing debentures

Section 71 of the Companies Act, 2013, read with Rule 18 made under Chapter IV of the Companies Act, 2013, requires that any listed company that intends to issue debentures to the public must, on or before the 30<sup>th</sup> day of April of each year, in respect of such publicly issued debentures, invest an amount not less than 15% of the amount of the debentures maturing during the financial year which is ending on the 31<sup>st</sup> day of March of the next year, in any one or more of the following methods: (a) in deposits with any scheduled bank, free from any charge or lien; (b) in unencumbered securities of the Central Government or any State Government; (c) in unencumbered securities mentioned under section 20 of the Indian Trusts Act, 1882; or (d) in unencumbered bonds issued by any other company which is notified under sub-clause (f) of section 20 of the Indian Trusts Act, 1882. Such invested amount shall not be used for any purpose other than for redemption for debentures maturing during the financial year which is ending on the 31<sup>st</sup> day of March of the next year. Further, the invested amount shall not, at any time, fall below 15% of the amount of the debentures maturing in such financial year.

### Issue Related Expenses

The expenses for each Tranche Issue include, inter alia, lead management fees and selling commission to the lead managers, lead-brokers, fees payable to debenture trustees, the Registrar to the Issue, SCSBs' commission/ fees, printing and distribution expenses, legal fees, advertisement expenses and listing fees. The Tranche III Issue expenses and listing fees will be paid by our Company.

The estimated breakdown of the total expenses for the Tranche III Issue is as follows:

Activity	Expenses
Fees to intermediaries (Lead Management Fee, brokerage, rating agency, registrar, legal advisors, Debenture Trustees etc.)	130
Advertising and Marketing Expenses	25
Printing and Stationery	15
Total	170

*The above expenses are indicative and are subject to change depending on the actual level of subscription to the Tranche III Issue, the number of allottees, market conditions and other relevant factors.*

### Underwriting

The Tranche III Issue shall not be underwritten.

### Identification as wilful defaulter

Neither our Company nor any Promoter or Director is a wilful defaulter identified by the RBI/ECGC or any other governmental authority and/or by any bank or financial institution nor in default of payment of interest or repayment of principal amount in respect of debt securities issued by it to the public, if any, for a period of more than six months.

## Reservation

No portion of this Tranche III Issue has been reserved.

### **Details regarding the Company and other listed companies under the same management within the meaning of section 370(1B) of the Companies Act, 1956, which made any capital issue during the last three years**

On May 03, 2011, our Company issued and allotted 51,500,000 equity shares at a price of ₹ 175 per such Equity Share, amounting to an aggregate of ₹ 9,012,500,000 pursuant to an initial public offer under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**SEBI ICDR Regulations**”) which opened on April 18, 2011 and closed on April 21, 2011. The electronic credit of the equity shares to investors pursuant to the initial public offer was completed on May 04, 2011.

On April 29, 2014, our Company issued and allotted 25,351,062 Equity Shares at a price of ₹ 165 per Equity Share, amounting to an aggregate of ₹ 4,182.93 million pursuant to an institutional placement programme under Chapter VIII – A of the SEBI ICDR Regulations which opened and closed on April 25, 2014. The electronic credit of the Equity Shares to investors pursuant to the institutional placement programme was completed on April 29, 2014. There are no listed companies under the same management within the meaning of Section 370(1) (B) of the Companies Act, 1956.

On January 06, 2015, ESOP Committee of Board of Directors of our company has allotted 6,48,581 equity shares of face value of ₹ 10 each under Muthoot ESOP 2013 pursuant to exercise of 4,85,181 options of ₹ 10 each for Loyalty Options (face value ₹ 10 each) and 163,400 options of ₹ 50/- each for Growth Options (face value ₹ 10 each) by Employees of the Company.

On March 06, 2015, ESOP Committee of Board of Directors of our company has allotted 2,54,008 equity shares of face value of ₹ 10 each under Muthoot ESOP 2013 pursuant to exercise of 1,68,960 options of ₹ 10 each for Loyalty Options (face value ₹ 10 each) and 85,048 options of ₹ 50/- each for Growth Options (face value ₹ 10 each) by Employees of the Company.

On June 4, 2015, ESOP Committee of Board of Directors of our company has allotted 33,541 equity shares of face value of ₹ 10 each under Muthoot ESOP 2013 pursuant to exercise of 21,641 options of ₹ 10 each for Loyalty Options (face value ₹ 10 each) and 11,900 options of ₹ 50/- each for Growth Options (face value ₹ 10 each) by Employees of the Company.

On September 15, 2015, the ESOP Committee of Board of Directors of the Company has allotted 44,036 equity shares of face value of ₹ 10 each under Muthoot ESOP 2013 pursuant to exercise of 9,394 options of ₹ 10 each for Loyalty Options (face value ₹ 10 each) and 34,642 options of ₹ 50 each for Growth Options (face value ₹ 10 each) by Employees of the Company.

On March 16, 2016, Nomination and Remuneration Committee of Board of Directors of the Company has allotted 9,58,336 equity shares of face value of ₹ 10 each under Muthoot ESOP 2013 pursuant to exercise of 6,02,106 options of ₹ 10 each for Loyalty Options (face value ₹ 10 each) and 3,56,230 options of ₹ 50 each for Growth Options (face value ₹ 10 each) by Employees of the Company.

On June 27, 2016, Nomination and Remuneration Committee of Board of Directors of the Company has allotted 48,602 equity shares of face value of ₹ 10 each under Muthoot ESOP 2013 pursuant to exercise of 23,782 options of ₹ 10 each for Loyalty Options (face value ₹ 10 each) and 24,820 options of ₹ 50/- each for Growth Options (face value ₹ 10 each) by Employees of the Company.

On December 21, 2016, Nomination and Remuneration Committee of Board of Directors of the Company has allotted 404,805 equity shares of face value of ₹ 10 each under the Muthoot ESOP 2013 pursuant to exercise of 12,525 options of ₹ 10 each for Loyalty Options (face value ₹ 10 each) and 392,280 options of ₹ 50/- each for Growth Options (face value ₹ 10 each) by Employees of the Company.



On March 23, 2017, Nomination and Remuneration Committee of Board of Directors of the Company has allotted 19,810 equity shares of face value of ₹ 10 each under the Muthoot ESOP 2013 pursuant to exercise 19,810 options of ₹ 50 each for Growth Options (face value ₹ 10 each) by Employees of the Company.

On May 09, 2017, Nomination and Remuneration Committee of Board of Directors of the Company has allotted 60,747 equity shares of face value of ₹ 10 each under the Muthoot ESOP 2013 pursuant to exercise 3,512 options of ₹ 10 each for Loyalty Options (face value ₹ 10 each) and 57,235 options of ₹ 50/- each for Growth Options (face value ₹ 10 each) by Employees of the Company.

On August 07, 2017, Nomination and Remuneration Committee of Board of Directors of the Company has allotted 30,393 equity shares of face value of ₹ 10 each under the Muthoot ESOP 2013 pursuant to exercise 4,113 options of ₹ 10 each for Loyalty Options (face value ₹ 10 each) and 26,280 options of ₹ 50/- each for Growth Options (face value ₹ 10 each) by Employees of the Company.

On December 11, 2017, Nomination and Remuneration Committee of Board of Directors of the Company has allotted 347,225 equity shares of face value of ₹ 10 each under the Muthoot ESOP 2013 pursuant to exercise 2,575 options of ₹ 10 each for Loyalty Options (face value ₹ 10 each) and 344,650 options of ₹ 50/- each for Growth Options (face value ₹ 10 each) by Employees of the Company.

On March 29, 2018, Nomination and Remuneration Committee of Board of Directors of the Company has allotted 127,325 equity shares of face value of ₹ 10 each under the Muthoot ESOP 2013 pursuant to exercise 3,225 options of ₹ 10 each for Loyalty Options (face value ₹ 10 each) and 124,100 options of ₹ 50/- each for Growth Options (face value ₹ 10 each) by Employees of the Company.

On May 15, 2018, Nomination and Remuneration Committee of Board of Directors of the Company has allotted 50,205 equity shares of face value of ₹ 10 each under the Muthoot ESOP 2013 pursuant to exercise 1,925 options of ₹ 10 each for Loyalty Options (face value ₹ 10 each) and 48,280 options of ₹ 50/- each for Growth Options (face value ₹ 10 each) by Employees of the Company.

On September 19, 2018, Nomination and Remuneration Committee of Board of Directors of the Company has allotted 120,327 equity shares of face value of ₹ 10 each under the Muthoot ESOP 2013 pursuant to exercise 3,237 options of ₹ 10 each for Loyalty Options (face value ₹ 10 each) and 117,090 options of ₹ 50/- each for Growth Options (face value ₹ 10 each) by Employees of the Company.

On December 18, 2018, Nomination and Remuneration Committee of Board of Directors of the Company has allotted 371,510 equity shares of face value of ₹ 10 each under the Muthoot ESOP 2013 pursuant to exercise 2,125 options of ₹ 10 each for Loyalty Options (face value ₹ 10 each) and 369,385 options of ₹ 50/- each for Growth Options (face value ₹ 10 each) by Employees of the Company.

On February 20, 2019, Nomination and Remuneration Committee of Board of Directors of the Company has allotted 45,080 equity shares of face value of ₹ 10 each under the Muthoot ESOP 2013 pursuant to exercise 45,080 options of ₹ 50/- each for Growth Options (face value ₹ 10 each) by Employees of the Company.

On March 23, 2019, Nomination and Remuneration Committee of Board of Directors of the Company has allotted 32,955 equity shares of face value of ₹ 10 each under the Muthoot ESOP 2013 pursuant to exercise 32,955 options of ₹ 50/- each for Growth Options (face value ₹ 10 each) by Employees of the Company.

On June 21, 2019, Nomination and Remuneration Committee of Board of Directors of the Company has allotted 41,080 equity shares of face value of ₹ 10 each under the Muthoot ESOP 2013 pursuant to exercise 41,080 options of ₹ 50/- each for Growth Options (face value ₹ 10 each) by Employees of the Company.

On August 24, 2019, Nomination and Remuneration Committee of Board of Directors of the Company has allotted 35,505 equity shares of face value of ₹ 10 each under the Muthoot ESOP 2013 pursuant to exercise 100 options of ₹ 10/- each for Loyalty Options (face value ₹ 10 each) and 30,405 options of ₹ 50/- each for Growth Options (face value ₹ 10 each) by Employees of the Company.

On October 28, 2019, Nomination and Remuneration Committee of Board of Directors of the Company has allotted 131,580 equity shares of face value of ₹ 10 each under the Muthoot ESOP 2013 pursuant to exercise 475 options of ₹ 10 for Loyalty Options (face value ₹ 10 each) and 131,105 options of ₹ 50 each for Growth Options (face value ₹ 10 each) by Employees of the Company.

On December 31, 2019, Nomination and Remuneration Committee of Board of Directors of the Company has allotted 104,220 equity shares of face value of ₹ 10 each under the Muthoot ESOP 2013 pursuant to exercise of 500 options of ₹ 10 for Loyalty Options (face value ₹ 10 each) and 103,720 options of ₹ 50 each for Growth Options (face value ₹ 10 each) by the Employees of the Company.

On March 14, 2020, Nomination and Remuneration Committee of Board of Directors of the Company has allotted 68,625 equity shares of face value of ₹ 10 each under the Muthoot ESOP 2013 pursuant to exercise 68,625 options of ₹ 50/- each for Growth Options (face value ₹ 10 each) by Employees of the Company.

On July 18, 2020, Nomination and Remuneration Committee of Board of Directors of the Company has allotted 41,210 equity shares of face value of ₹ 10 each under the Muthoot ESOP 2013 pursuant to exercise of 200 options of ₹ 10 for Loyalty Options (face value ₹ 10 each) and 41,010 options of ₹ 50 each for Growth Options (face value ₹ 10 each) by the Employees of the Company.

On September 29, 2020, Nomination and Remuneration Committee of Board of Directors of the Company has allotted 93,680 equity shares of face value of ₹ 10 each under the Muthoot ESOP 2013 pursuant to exercise of 93,680 options of ₹ 50 each for Growth Options (face value ₹ 10 each) by the Employees of the Company.

On December 22, 2020, Nomination and Remuneration Committee of Board of Directors of the Company has allotted 16,905 equity shares of face value of ₹ 10 each under the Muthoot ESOP 2013 pursuant to exercise of 16,905 options of ₹ 50 each for Growth Options (face value ₹ 10 each) by the Employees of the Company.

On March 23, 2021, Nomination and Remuneration Committee of Board of Directors of the Company has allotted 6,735 equity shares of face value of ₹ 10 each under the Muthoot ESOP 2013 pursuant to exercise of 6,735 options of ₹ 50 each for Growth Options (face value ₹ 10 each) by the Employees of the Company.

## **Public/ Rights Issues**

On May 03, 2011, our Company issued and allotted 51,500,000 Equity Shares at a price of ₹ 175 per Equity Share, amounting to an aggregate of ₹ 9,012,500,000 pursuant to an initial public offer under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**SEBI ICDR Regulations**”) which opened on April 18, 2011 and closed on April 21, 2011. The electronic credit of the Equity Shares to investors pursuant to the initial public offer was completed on May 04, 2011.

On September 14, 2011, our Company issued and allotted 6.93 million secured, redeemable non-convertible debentures (“**PL- I NCDs**”) at a price of ₹ 1,000 per PL- I NCD, amounting to an aggregate of ₹ 6,932.81 million pursuant to a public offer under the SEBI Debt Regulations which opened on August 23, 2011 and closed on September 05, 2011. The electronic credit of the PL-I NCDs to investors pursuant to this public offer was completed on September 16, 2011.

On January 18, 2012, our Company issued and allotted 4.59 million secured, redeemable non-convertible debentures (“**PL- II NCDs**”) at a price of ₹ 1,000.00 per PL- II NCD, amounting to an aggregate of ₹ 4,593.20 million pursuant to a public offer under the SEBI Debt Regulations which opened on December 22, 2011 and closed on January 07, 2012. The electronic credit of the PL-II NCDs to investors pursuant to this public offer was completed on January 19, 2012.

On April 18, 2012, our Company issued and allotted 2.60 million secured, redeemable non-convertible debentures (“**PL- III NCDs**”) at a price of ₹ 1,000.00 per PL- III NCD, amounting to an aggregate of ₹ 2,597.52 million pursuant to a public offer under the SEBI Debt Regulations which opened on March 02, 2012 and closed on April 09, 2012. The electronic credit of the PL-III NCDs to investors pursuant to this public offer was completed on April 19, 2012.

On November 01, 2012, our Company issued and allotted 2.75 million secured, redeemable non-convertible debentures (“**PL- IV NCDs**”) at a price of ₹ 1,000.00 per PL- IV NCD, amounting to an aggregate of ₹ 2,749.40 million pursuant to a public offer under the SEBI Debt Regulations which opened on September 17, 2012 and closed on October 22, 2012. The electronic credit of the PL-IV NCDs to investors pursuant to this public offer was completed on November 02, 2012.

On September 25, 2013, our Company issued and allotted 2.79 million secured, redeemable non-convertible debentures and 0.21 million unsecured, redeemable non-convertible debentures in the nature of subordinated debt (“**PL- V NCDs**”) at a price of ₹ 1,000.00 per PL- V NCD, amounting to an aggregate of ₹ 3,000 million pursuant to a public offer under the SEBI Debt Regulations which opened on September 02, 2013 and closed on September 16, 2013. The electronic credit of the PL-V NCDs to investors pursuant to this public offer was completed on September 26, 2013.

On December 04, 2013, our Company issued and allotted 2.77 million secured, redeemable non-convertible debentures and 0.23 million unsecured, redeemable non-convertible debentures in the nature of subordinated debt (“**PL- VI NCDs**”) at a price of ₹ 1,000.00 per PL- VI NCD, amounting to an aggregate of ₹ 3,000 million pursuant to a public offer under the SEBI Debt Regulations which opened on November 18, 2013 and closed on November 25, 2013. The electronic credit of the PL-VI NCDs to investors pursuant to this public offer was completed on December 05, 2013.

On February 04, 2014, our Company issued and allotted 4.56 million secured, redeemable non-convertible debentures and 0.44 million unsecured, redeemable non-convertible debentures in the nature of subordinated debt (“**PL- VII NCDs**”) at a price of ₹ 1,000.00 per PL- VII NCD, amounting to an aggregate of ₹ 5,000 million pursuant to a public offer under the SEBI Debt Regulations which opened on December 27, 2013 and closed on January 27, 2014. The electronic credit of the PL-VII NCDs to investors pursuant to this public offer was completed on February 05, 2014.

On April 02, 2014, our Company issued and allotted 1.79 million secured, redeemable non-convertible debentures and 0.19 million unsecured, redeemable non-convertible debentures in the nature of subordinated debt (“**PL- VIII NCDs**”) at a price of ₹ 1,000.00 per PL- VIII NCD, amounting to an aggregate of ₹ 1,979.28 million pursuant to a public offer under the SEBI Debt Regulations which opened on March 10, 2014 and closed on March 21 2014. The electronic credit of the PL-VIII NCDs to investors pursuant to this public offer was completed on April 03, 2014.

On April 29, 2014, our Company issued and allotted 25,351,062 Equity Shares at a price of ₹ 165 per Equity Share, amounting to an aggregate of ₹ 4,182.93 million pursuant to an institutional placement programme under Chapter VIII – A of the SEBI ICDR Regulations which opened and closed on April 25, 2014. The electronic credit of the Equity Shares to investors pursuant to the institutional placement programme was completed on April 29, 2014.

On July,04, 2014, our Company issued and allotted 4.29 million secured, redeemable non-convertible debentures and 0.36 million unsecured, redeemable non-convertible debentures in the nature of subordinated debt (“**PL-IX NCDs**”) at a price of ₹ 1,000.00 per PL-IX NCD, amounting to an aggregate of ₹ 4,661.94 million pursuant to a public offer under the SEBI Debt Regulations which opened on May 26, 2014 and closed on June 26 2014. The electronic credit of the PL-IX NCDs to investors pursuant to this public offer was completed on July 07, 2014.

On September, 26, 2014, our Company issued and allotted 3.67 million secured, redeemable non-convertible debentures and 0.30 million unsecured, redeemable non-convertible debentures in the nature of subordinated debt (“**PL-X NCDs**”) at a price of ₹ 1,000.00 per PL-X NCD, amounting to an aggregate of ₹ 3,977.82 million pursuant to a public offer under the SEBI Debt Regulations which opened on August 18, 2014 and closed on September 18 2014. The electronic credit of the PL-X NCDs to investors pursuant to this public offer was completed on September 30 2014.

On December 29, 2014, our Company issued and allotted 3.61 million secured, redeemable non-convertible debentures and 0.39 million unsecured, redeemable non-convertible debentures in the nature of subordinated debt (“**PL-XI NCDs**”) at a price of ₹ 1,000.00 per PL-XI NCD, amounting to an aggregate of ₹ 4,000 million pursuant to a public offer under the SEBI Debt Regulations which opened on November 19, 2014 and closed on December 18, 2014. The electronic credit of the PL-XI NCDs to investors pursuant to this public offer was completed on December 31, 2014.

On April 23, 2015, our Company issued and allotted 2.71 million secured, redeemable non-convertible debentures and 0.29 million unsecured, redeemable non-convertible debentures in the nature of subordinated debt (“**PL-XII NCDs**”) at a price of ₹ 1,000.00 per PL-XII NCD, amounting to an aggregate of ₹ 3,000 million pursuant to a public offer under the SEBI Debt Regulations which opened on March 25, 2015 and closed on April 15, 2015. The electronic credit of the PL-XII NCDs to investors pursuant to this public offer was completed on April 27, 2015.

On October 14, 2015, our Company issued and allotted 4.64 million secured, redeemable non-convertible debentures and 0.36 million unsecured, redeemable non-convertible debentures in the nature of subordinated debt (“**PL-XIII NCDs**”) at a price of ₹ 1,000.00 per PL-XIII NCD, amounting to an aggregate of ₹ 5,000 million pursuant to a public

offer under the SEBI Debt Regulations which opened on September 07, 2015 and closed on October 05, 2015. The electronic credit of the PL-XIII NCDs to investors pursuant to this public offer was completed on October 15, 2015.

On January 20, 2016, our Company issued and allotted 4.15 million secured, redeemable non-convertible debentures and 0.23 million unsecured, redeemable non-convertible debentures in the nature of subordinated debt (“**PL-XIV NCDs**”) at a price of ₹ 1,000.00 per PL-XIV NCD, amounting to an aggregate of ₹ 4385.24 million pursuant to a public offer under the SEBI Debt Regulations which opened on December 07, 2015 and closed on January 11, 2016. The electronic credit of the PL-XIV NCDs to investors pursuant to this public offer was completed on January 22, 2016.

On May 12, 2016, our Company issued and allotted 4.76 million secured, redeemable non-convertible debentures and 0.24 million unsecured, redeemable non-convertible debentures in the nature of subordinated debt (“**PL-XV NCDs**”) at a price of ₹ 1,000.00 per PL-XV NCD, amounting to an aggregate of ₹ 5000.00 million pursuant to a public offer under the SEBI Debt Regulations which opened on April 04, 2016 and closed on May 03, 2016. The electronic credit of the PL-XV NCDs to investors pursuant to this public offer was completed on May 13, 2016.

On January 30, 2017, our Company issued and allotted 13.00 million secured, redeemable non-convertible debentures and 0.31 million unsecured, redeemable non-convertible debentures in the nature of subordinated debt (“**PL-XVI NCDs**”) at a price of ₹ 1,000.00 per PL-XVI NCD, amounting to an aggregate of ₹ 13317.76 million pursuant to a public offer under the SEBI Debt Regulations which opened on January 17, 2017 and closed on January 18, 2017. The electronic credit of the PL-XVI NCDs to investors pursuant to this public offer was completed on January 31, 2017.

On April 24, 2017, our Company issued and allotted 19.50 million secured, redeemable non-convertible debentures and 0.19 million unsecured, redeemable non-convertible debentures in the nature of subordinated debt (“**PL-XVII NCDs**”) at a price of ₹ 1,000.00 per PL-XVII NCD, amounting to an aggregate of ₹ 19,687.17 million pursuant to a public offer under the SEBI Debt Regulations which opened on April 11, 2017 and closed on April 12, 2017. The electronic credit of the PL-XVII NCDs to investors pursuant to this public offer was completed on April 25, 2017.

On April 19, 2018, our Company issued and allotted 30.00 million secured, redeemable non-convertible debentures (“**PL-XVIII NCDs**”) at a price of ₹ 1,000.00 per PL-XVIII NCD, amounting to an aggregate of ₹ 30,000.00 million pursuant to a public offer under the SEBI Debt Regulations which opened on April 09, 2018 and closed on April 10, 2018. The electronic credit of the PL-XVIII NCDs to investors pursuant to this public offer was completed on April 20, 2018.

On March 20, 2019, our Company issued and allotted 7.09 million secured, redeemable non-convertible debentures (“**PL-XIX NCDs**”) at a price of ₹ 1,000.00 per PL-XIX NCD, amounting to an aggregate of ₹ 7,094.57 million pursuant to a public offer under the SEBI Debt Regulations which opened on February 14, 2019 and closed on March 14, 2019. The electronic credit of the PL-XIX NCDs to investors pursuant to this public offer was completed on March 20, 2019.

On June 14, 2019, our Company issued and allotted 8.52 million secured, redeemable non-convertible debentures (“**PL-XX NCDs**”) at a price of ₹ 1,000.00 per PL-XX NCD, amounting to an aggregate of ₹ 8,517.01 million pursuant to a public offer under the SEBI Debt Regulations which opened on May 10, 2019 and closed on June 10, 2019. The electronic credit of the PL-XX NCDs to investors pursuant to this public offer was completed on June 14, 2019.

On November 01, 2019, our Company issued and allotted 4.60 million secured, redeemable non-convertible debentures (“**PL-XXI NCDs**”) at a price of ₹ 1,000.00 per PL-XXI NCD, amounting to an aggregate of ₹ 4,598.23 million pursuant to a public offer under the SEBI Debt Regulations which opened on September 27, 2019 and closed on October 25, 2019. The electronic credit of the PL-XXI NCDs to investors pursuant to this public offer was completed on November 01, 2019.

On December 27, 2019, our Company issued and allotted 7.90 million secured, redeemable non-convertible debentures (“**PL-XXII NCDs**”) at a price of ₹ 1,000.00 per PL-XXII NCD, amounting to an aggregate of ₹ 7,900.00 million pursuant to a public offer under the SEBI Debt Regulations which opened on November 29, 2019 and closed on December 24, 2019. The electronic credit of the PL-XXII NCDs to investors pursuant to this public offer was completed on December 27, 2019.

On November 05, 2020, our Company issued and allotted 20 million secured, redeemable non-convertible debentures (“**PL-XXIII NCDs**”) at a price of ₹ 1,000.00 per PL-XXIII NCD, amounting to an aggregate of ₹ 20,000.00 million pursuant to a public offer under the SEBI Debt Regulations which opened on October 27, 2020 and closed on October 29, 2020. The electronic credit of the PL-XXIII NCDs to investors pursuant to this public offer was completed on November 05, 2020.

On January 11, 2021, our Company issued and allotted 2.93 million secured, redeemable non-convertible debentures (“**PL-XXIV NCDs**”) at a price of ₹ 1,000.00 per PL-XXIV NCD, amounting to an aggregate of ₹ 2929.86 million pursuant to a public offer under the SEBI Debt Regulations which opened on December 11, 2020 and closed on January 05, 2021. The electronic credit of the PL-XXIV NCDs to investors pursuant to this public offer was completed on January 11, 2021

#### **Public Issue of Secured Redeemable Non-Convertible Debentures by Muthoot Homefin (India) Limited**

On May 13, 2019, Muthoot Homefin (India) Limited issued and allotted 2.84 million secured, redeemable non-convertible debentures at a price of ₹ 1,000.00, amounting to an aggregate of ₹ 2,837.84 million pursuant to a public offer under the SEBI Debt Regulations which opened on April 08, 2019 and closed on May 07, 2019. The electronic credit of the NCDs to investors pursuant to this public offer was completed on May 13, 2019.

#### **Public Issue of Secured Redeemable Non-Convertible Debentures by Muthoot Vehicle & Asset Finance Limited**

On March 17, 2020, Muthoot Vehicle & Asset Finance Limited issued and allotted 2.00 million secured, redeemable non-convertible debentures at a price of ₹ 1,000.00, amounting to an aggregate of ₹ 2000.00 million pursuant to a public offer under the SEBI Debt Regulations which opened on February 25, 2020 and closed on March 11, 2020. The electronic credit of the NCDs to investors pursuant to this public offer was completed on March 17, 2020.

#### **Previous Issue**

Except as stated in the sections titled “*Capital Structure*”, “*Disclosures on existing financial indebtedness*” and “*Public/ Rights Issues*” on pages 30 , 55 and 154 respectively of this Tranche III Prospectus , our Company has not made any other issue of non-convertible debentures.

Other than as specifically disclosed in this Tranche III Prospectus, our Company has not issued any securities for consideration other than cash.

#### **Utilisation details of Previous Issues**

S.No	Instrument	Issue Date	Open Date	Allotment date	Gross proceeds raised through the Issue(Rs.in Million)	Issue Related Expenses (Rs. In Million)	Net proceeds of the issue after deducting the issue related expenses (Rs.in Million)	Objects of the Issue as per respective Prospectus	Net Utilisation of Proceeds
1.	Equity Shares	18/04/2011		03/05/2011	9012.50	151.30	8861.20	The Proceeds raised through the issue after meeting issue related expenses will be utilised to augment our capital base to meet future capital requirements to provide for funding of loans to our customers and general corporate purposes	Fully utilised according to the objects of the issue
2.	Secured, redeemable	23/08/2011		14/09/2011	6932.81	127.70	6805.11	The funds raised through this Issue	Fully utilised

	non-convertible debentures						will be utilised for our various financing activities including lending and investments, to repay our existing liabilities or loans and towards our business operations including for our capital expenditure and working capital requirements and general corporate purposes, after meeting the expenditures of and related to the Issue and subject to applicable statutory/regulatory requirements.	according to the objects of the issue
3.	Secured, redeemable non-convertible debentures	22/12/2011	18/01/2012	4593.20	75.10	4518.10	The funds raised through this Issue will be utilised for our various financing activities including lending and investments, to repay our existing liabilities or loans and towards our business operations including for our capital expenditure and working capital requirements and general corporate purposes, after meeting the expenditures of and related to the Issue and subject to applicable statutory/regulatory requirements.	Fully utilised according to the objects of the issue
4.	Secured, redeemable non-convertible debentures	02/03/2012	18/04/2012	2597.52	36.30	2561.22	The funds raised through this Issue will be utilised for our various financing activities including lending and investments, to repay our existing liabilities or loans and towards our business operations including for our capital expenditure and working capital requirements and general corporate purposes, after meeting the expenditures of and related to the Issue and subject to applicable statutory/regulatory requirements.	Fully utilised according to the objects of the issue
5.	Secured, redeemable	17/09/2012	01/11/2012	2749.40	36.45	2712.95	The funds raised through this Issue	Fully utilised

	non-convertible debentures						will be utilised for our various financing activities including lending and investments, to repay our existing liabilities or loans and towards our business operations including for our capital expenditure and working capital requirements and general corporate purposes, after meeting the expenditures of and related to the Issue and subject to applicable statutory/regulatory requirements.	according to the objects of the issue
6.	Secured, redeemable non-convertible debentures & Unsecured, redeemable non-convertible debentures	02/09/2013	25/09/2013	3000.00	25.25	2974.75	The funds raised through this Issue will be utilised for our various financing activities including lending and investments, to repay our existing liabilities or loans and towards our business operations including for our capital expenditure and working capital requirements and general corporate purposes, after meeting the expenditures of and related to the Issue and subject to applicable statutory/regulatory requirements.	Fully utilised according to the objects of the issue
7.	Secured, redeemable non-convertible debentures & Unsecured, redeemable non-convertible debentures	18/11/2013	04/12/2013	3000.00	24.60	2975.40	The funds raised through this Issue will be utilised for our various financing activities including lending and investments, to repay our existing liabilities or loans and towards our business operations including for our capital expenditure and working capital requirements and general corporate purposes, after meeting the expenditures of and related to the Issue and subject to applicable statutory/regulatory requirements.	Fully utilised according to the objects of the issue
8.	Secured, redeemable	27/12/2013	04/02/2014	5000.00	35.78	4964.22	The funds raised through this Issue	Fully utilised

	non-convertible debentures & Unsecured, redeemable non-convertible debentures						will be utilised for our various financing activities including lending and investments, to repay our existing liabilities or loans and towards our business operations including for our capital expenditure and working capital requirements and general corporate purposes, after meeting the expenditures of and related to the Issue and subject to applicable statutory/regulatory requirements.	according to the objects of the issue
9.	Secured, redeemable non-convertible debentures & Unsecured, redeemable non-convertible debentures	10/03/2014	02/04/2014	1979.28	14.76	1964.52	The funds raised through this Issue will be utilised for our various financing activities including lending and investments, to repay our existing liabilities or loans and towards our business operations including for our capital expenditure and working capital requirements and general corporate purposes, after meeting the expenditures of and related to the Issue and subject to applicable statutory/regulatory requirements.	Fully utilised according to the objects of the issue
10.	Equity Shares	25/04/2014	29/04/2014	4182.93	45.76	4137.17	The Proceeds raised through the issue after meeting issue related expenses will be utilised to augment the long term resources by way of enhancing the capital base to meet future capital requirements and provide funding for loans to the customers of our Company and for general corporate purposes.	Fully utilised according to the objects of the issue
11.	Secured, redeemable non-convertible debentures & Unsecured, redeemable non-convertible	26/05/2014	04/07/2014	4661.94	13.61	4648.33	The funds raised through this Issue will be utilised for our various financing activities including lending and investments, to repay our existing liabilities or loans	Fully utilised according to the objects of the issue



	debentures							and towards our business operations including for our capital expenditure and working capital requirements and general corporate purposes, after meeting the expenditures of and related to the Issue and subject to applicable statutory/regulatory requirements.	
12.	Secured, redeemable non-convertible debentures & Unsecured, redeemable non-convertible debentures	18/08/2014	26/09/2014	3977.82	10.39	3967.43		The proceeds raised through the issue after meeting issue related expenses will be utilised as below. a) For the purpose of lending- 75% of the amount raised and allotted in the Issue, b) For General Corporate Purposes- 25% of the amount raised and allotted in the Issue	Fully utilised according to the objects of the issue
13.	Secured, redeemable non-convertible debentures & Unsecured, redeemable non-convertible debentures	19/11/2014	29/12/2014	4000.00	9.46	3990.54		The proceeds raised through the issue after meeting issue related expenses will be utilised as below. a) For the purpose of lending- 75% of the amount raised and allotted in the Issue, b) For General Corporate Purposes- 25% of the amount raised and allotted in the Issue	Fully utilised according to the objects of the issue
14.	Secured, redeemable non-convertible debentures & Unsecured, redeemable non-convertible debentures	25/03/2015	23/04/2015	3000.00	7.02	2992.98		The proceeds raised through the issue after meeting issue related expenses will be utilised as below. a) For the purpose of lending- 75% of the amount raised and allotted in the Issue, b) For General Corporate Purposes- 25% of the amount raised and allotted in the Issue	Fully utilised according to the objects of the issue
15.	Secured, redeemable non-convertible debentures & Unsecured, redeemable non-convertible debentures	07/09/2015	14/10/2015	5000.00	11.98	4988.02		The proceeds raised through the issue after meeting issue related expenses will be utilised as below. a) For the purpose of lending- 75% of the amount raised and allotted in the	Fully utilised according to the objects of the issue

							Issue, b) For General Corporate Purposes- 25% of the amount raised and allotted in the Issue	
16.	Secured, redeemable non-convertible debentures & Unsecured, redeemable non-convertible debentures	11/12/2015	20/01/2016	4385.24	11.43	4373.81	The proceeds raised through the issue after meeting issue related expenses will be utilised as below. a) For the purpose of lending- 75% of the amount raised and allotted in the Issue, b) For General Corporate Purposes- 25% of the amount raised and allotted in the Issue	Fully utilised according to the objects of the issue
17.	Secured, redeemable non-convertible debentures & Unsecured, redeemable non-convertible debentures	04/04/2016	12/05/2016	5000.00	12.71	4987.29	The proceeds raised through the issue after meeting issue related expenses will be utilised as below. a) For the purpose of lending- 75% of the amount raised and allotted in the Issue, b) For General Corporate Purposes- 25% of the amount raised and allotted in the Issue	Fully utilised according to the objects of the issue
18.	Secured, redeemable non-convertible debentures & Unsecured, redeemable non-convertible debentures	17/01/2017	30/01/2017	13317.76	184.05	13133.71	The proceeds raised through the issue after meeting issue related expenses will be utilised as below. a) For the purpose of lending- 75% of the amount raised and allotted in the Issue, b) For General Corporate Purposes- 25% of the amount raised and allotted in the Issue	Fully utilised according to the objects of the issue
19.	Secured, redeemable non-convertible debentures & Unsecured, redeemable non-convertible debentures	11/04/2017	23/04/2017	19687.17	246.94	19440.23	The proceeds raised through the issue after meeting issue related expenses will be utilised as below. a) For the purpose of lending- 75% of the amount raised and allotted in the Issue, b) For General Corporate Purposes- 25% of the amount raised and allotted in the Issue	Fully utilised according to the objects of the issue
20.	Secured, redeemable non-convertible	09/04/2018	19/04/2018	30000.00	441.08	29558.92	The proceeds raised through the issue after meeting issue related	Fully utilised according to the objects

	debentures						expenses will be utilised as below. a) For the purpose of lending- 75% of the amount raised and allotted in the Issue, b) For General Corporate Purposes- 25% of the amount raised and allotted in the Issue	of the issue
21.	Secured, redeemable non-convertible debentures	14/02/2019	20/03/2019	7094.57	39.99	7054.58	The proceeds raised through the issue after meeting issue related expenses will be utilised as below. a) For the purpose of lending- 75% of the amount raised and allotted in the Issue, b) For General Corporate Purposes- 25% of the amount raised and allotted in the Issue	Fully utilised according to the objects of the issue
22.	Secured, redeemable non-convertible debentures	10/05/2019	14/06/2019	8,517.01	47.06	8,469.95	The proceeds raised through the issue after meeting issue related expenses will be utilised as below. a) For the purpose of lending- 75% of the amount raised and allotted in the Issue, b) For General Corporate Purposes- 25% of the amount raised and allotted in the Issue	Fully utilised according to the objects of the issue
23.	Secured, redeemable non-convertible debentures	27/09/2019	01/11/2019	4598.23	21.68	4,576.55	The proceeds raised through the issue after meeting issue related expenses will be utilised as below. a) For the purpose of lending- 75% of the amount raised and allotted in the Issue, b) For General Corporate Purposes- 25% of the amount raised and allotted in the Issue	Fully utilised according to the objects of the issue
24.	Secured, redeemable non-convertible debentures	29/11/2019	27/12/2019	7900.00	52.78	7,847.22	The proceeds raised through the issue after meeting issue related expenses will be utilised as below. a) For the purpose of lending- 75% of the amount raised and allotted in the Issue, b) For General Corporate Purposes- 25% of the amount raised	Fully utilised according to the objects of the issue

							and allotted in the Issue
25.	Secured, redeemable non-convertible debentures	27/10/2020	05/11/2020	20,000.00	127.36	19,872.64	The proceeds raised through the issue after meeting issue related expenses will be utilised as below. a) For the purpose of lending- 75% of the amount raised and allotted in the Issue, b) For General Corporate Purposes- 25% of the amount raised and allotted in the Issue
							Fully utilised according to the objects of the issue
26.	Secured, redeemable non-convertible debentures	11/12/2020	11/01/2021	2,929.86	14.21	2915.65	The proceeds raised through the issue after meeting issue related expenses will be utilised as below. a) For the purpose of lending- 75% of the amount raised and allotted in the Issue, b) For General Corporate Purposes- 25% of the amount raised and allotted in the Issue
							Fully utilised according to the objects of the issue

#### Details regarding lending out of issue proceeds of Previous Issues

##### A. *Lending Policy*

Please refer to the paragraph titled ‘Gold Loan Business’ under Chapter ‘Our Business’ at page 96 of the Shelf Prospectus.

##### B. *Loans given by the Company*

Company has not provided any loans/advances to associates, entities/persons relating to Board, senior management or Promoters out of the proceeds of Previous Issues. The Company has not provided any loans/advances to “Group” entities out of the proceeds of Previous Issues.

##### C. *Types of loans*

The loans given by the Company out of the proceeds of Previous Issues are loans against security of gold jewelry which are given primarily to individuals.

Types of loan given by the Company as on March 31, 2020 are as follows:

S. No	Type of loans	Amount ( Rs in millions)
1	Secured	408,101.33
2	Unsecured	8,004.72
	<b>Total</b>	<b>416,106.05</b>
	<b>Add: EIR Impact</b>	<b>15,362.87</b>
	<b>Total</b>	<b>431,468.92</b>
	<b>Less: ECL Provision</b>	<b>5,427.19</b>
	<b>Loan assets as per Balance sheet</b>	<b>426,041.73</b>

Note: The loans given by the Company out of the proceeds of Previous Issues are loans against security of gold jewelry which are given primarily to individuals.

Denomination of loans outstanding by ticket size as on March 31, 2020

S. No	Ticket size	Percentage of AUM
1	Upto Rs. 2 lakh	57.62%
2	Rs. 2-5 lakh	24.59%
3	Rs. 5-10 lakh	10.83%
4	Rs. 10-25 lakh	5.76%
5	Rs. 25-50 lakh	0.91%
6	Rs. 50 lakh-1 crore	0.23%
7	Rs. 1-5 crore	0.06%
8	Rs. 5-25 crore	0.00%
9	Rs. 25-100 crore	0.00%
10	>Rs. 100 crore	0.00%
	<b>Total</b>	<b>100.00%</b>

Denomination of loans outstanding by LTV as on March 31, 2020

S. No	LTV	Percentage of AUM
1	Upto 40%	3.27%
2	40-50%	6.86%
3	50-60%	24.02%
4	60-70%	55.16%
5	70-80%	10.69%
6	80-90%	0.00 %
7	>90%	0.00%
	<b>Total</b>	<b>100.00%</b>

Geographical classification of borrowers as on March 31, 2020

S. No.	Top 5 states	Percentage of AUM
1	Tamil Nadu	15.23 %
2	Karnataka	12.99 %
3	Telangana	9.07 %
4	Andhra Pradesh	8.91 %
5	Delhi	7.72 %
	<b>Total</b>	<b>53.92%</b>

Types of loans according to sectorial exposure as on March 31, 2020 is as follows:

S. No	Segment- wise breakup of AUM	Percentage of AUM
<b>1</b>	<b>Retail</b>	
a	Mortgages (home loans and loans against property)	
b	Gold Loans	97.99%
c	Vehicle Finance	
d	MFI	
e	M &SME	
f	Capital market funding (loans against shares, margin funding)	
g	Others	2.01%
<b>2</b>	<b>Wholesale</b>	
a	Infrastructure	
b	Real estate (including builder loans)	
c	Promoter funding	
d	Any other sector (as applicable)	
e	Others	
	<b>Total</b>	<b>100.00%</b>

Maturity profile of total loan portfolio of the Company as on March 31, 2020 is as follows:

Period	Amount ( Rs in millions)
Less than 1 month	83,596.71
1-2 month	62,997.01

2-3 month	51,582.48
3-6 month	118,368.63
6 month -1 year	105,005.71
Above 1 year	10,131.56
<b>Total</b>	<b>431,682.11</b>
<b>Less: Non sensitive to ALM</b>	<b>5,640.38</b>
<b>Total loans as per balance sheet</b>	<b>426,041.73</b>

Note: Contracted tenor of gold loan is maximum of 12 months. However, on account of high incidence of prepayment before contracted maturity, the above maturity profile has been drawn up on the basis of historical pattern of repayments. In case of loans other than gold loan, the maturity profile is based on contracted maturity.

**D. Aggregated exposure to top 20 borrowers with respect to concentration of advances as on March 31, 2020**

	Amount (Rs in Million)
Total Advances to twenty largest borrowers	4,556.70
Percentage of Advances to twenty largest borrowers to Total Advances of the NBFC	1.10%

**E. Aggregated exposure to top 20 borrowers with respect to concentration of exposures as on March 31, 2020**

	Amount (Rs in Million)
Total Exposures to twenty largest borrowers/Customers	4,556.70
Percentage of Exposures to twenty largest borrowers/Customers to Total Advances of the NBFC on borrowers/Customers	1.10%

**F. Details of loans overdue and classified as stage 3 loan assets in accordance with Indian Accounting Standards.**

Movement of gross Stage 3 loan assets* (FY 2019-20)	Amount (Rs in Million)
(a) Opening balance	9,326.00
(b) Additions during the year	8,487.39
(c) Reductions during the year	8,821.86
(d) closing balance	8,991.54

\* Please refer paragraph titled "Changes in Asset Classification & Provision Policy from Financial Year 2019 under IND AS" under chapter "Our Business" at page 96 of the Shelf Prospectus for details on classification of loan assets as Stage 3 loan assets.

Movement of provisions for Stage 3 loan assets (FY 2019-20)	Amount (Rs in Million)
(a) Opening balance	1,294.96
(b) Provisions made during the year	-
(c) Write-off / write -back of excess provisions	339.36
(d) closing balance	<b>955.60</b>

**G. Segment –wise gross Stage 3 loan assets as on March 31, 2020**

S. no	Segment- wise breakup of gross Stage 3 loan assets	Gross Stage 3 loan assets (%)
<b>1</b>	<b>Retail</b>	
a	Mortgages (home loans and loans against property)	
b	Gold Loans	98.63%
c	Vehicle Finance	
d	MFI	
e	M &SME	
f	Capital market funding (loans against shares, margin funding)	
g	Others	1.37%
<b>2</b>	<b>Wholesale</b>	
a	Infrastructure	
b	Real estate (including builder loans)	
c	Promoter funding	

d	Any other sector (as applicable)	
e	Others	
	<b>Total</b>	<b>100.00%</b>

#### H. Classification of borrowings as on March 31, 2020

S. No	Type of Borrowings	Amount (Rs in Million)	Percentage
1	Secured	321,439.92	86.35%
2	Unsecured	50,823.40	13.65 %
	<b>Total</b>	<b>372,263.32</b>	<b>100.00%</b>
	Less:EIR Impact on transaction cost	<b>962.90</b>	
	Total borrowings as per Balance Sheet	<b>371,300.42</b>	

#### I. Promoter Shareholding

There is no change in promoter holdings in the Company beyond the threshold level stipulated at 26% during the last financial year.

#### J. Residual maturity profile of assets and liabilities as on March 31, 2020

(Rs in Million)

As at 31.03.2020	1 to 7 days	8 to 14 days	15 days to 30/31 days	Over 1 month	Over 2 month s	Over 3 months	Over 6 months	Over 1 year	over 3 to 5	Over 5	Non sensi tive to ALM **	Total
				to 2 month s	to 3 month s	to 6 months	to 1 year	to 3 year	years	years		
<b>Liabilities</b>	-	-										
Deposits	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Borrowings ***	3,336.8 7	3,638.1 3	36,021. 08	22,197. 45	53,458. 55	36,658. 59	45,526. 80	74,858. 80	19,514. 50	1,387. 56	- 545.63	296,052 .70
Foreign Currency Liabilities	-	-	868.97	-	-	152.59	-	34,049. 25	41,615. 75	-	- 417.27	76,269. 28
<b>Assets</b>	-	-										
Advances*	20,980. 99	20,856. 28	41,759. 44	62,997. 01	51,582. 48	118,368 .63	105,005 .71	9,233.0 6	890.58	7.92	- 5,640. 38	426,041 .73
Investment s	4,066.9 9	-	-	-	0.79	0.14	-	30.00	20.00	9,490. 67	-	13,608. 60
Foreign Currency assets	-	-	-	-	-	-	-	-	-	774.8 2	-	774.82

\*Contracted tenor of gold loan is maximum of 12 months. However, on account of high incidence of prepayment before contracted maturity, the above maturity profile has been prepared by the management on the basis of historical pattern of repayments. In case of loans other than gold loan, the maturity profile is based on contracted maturity.

\*\*represents adjustments on account of EIR/ECL

\*\*\*excluding foreign currency liabilities

#### Material Contracts

Company has not entered into any material contracts other than in the ordinary course of business, in the last two years.

#### Legal Proceedings

**Litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the Company during the last five years and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action.**

Please refer to the section titled “*Pending Proceedings and Statutory Defaults*” on page 172 of this Tranche III Prospectus, for all litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the Company during the last five years and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action.

**Proceedings involving the Company, promoter, director, subsidiaries, group companies or any other person, whose outcome could have material adverse effect on the position of the Company**

We are involved in various legal proceedings including, among others, central excise duty and service tax cases and criminal proceedings. Except as described in the section titled “*Pending Proceedings and Statutory Defaults*” on page 172 of this Tranche III Prospectus, we believe that there are no legal proceedings involving the Company, promoter, director, subsidiaries, group companies or any other person, and in our opinion, no proceedings are threatened, which may have, or have had during the 12 months preceding the date of this Tranche III Prospectus, material adverse effect on our business, financial position, profitability or results of operations.

**Proceedings initiated against the Company for economic offences**

The Company has not received any notice from any statutory authority with regard to any economic offences.

**Details of default and non-payment of statutory dues**

Other than as disclosed in the section titled “*Pending Proceedings and Statutory Defaults*” on page 172 of this Tranche III Prospectus, the Company has not received any demand notice from any statutory agency for default and non-payment of statutory dues.

**Investigations under company law**

Other than as disclosed in the section titled “*Pending Proceedings and Statutory Defaults*” on page 172 of this Tranche III Prospectus, the Company and its Subsidiary have not been investigated, inquired or inspected under any applicable company law in the last five years immediately preceding the year of issue of this Tranche III Prospectus.

Other than as disclosed in the section titled “*Pending Proceedings and Statutory Defaults*” on page 172 of this Tranche III Prospectus, no prosecutions have been filed (whether pending or not) or fines imposed or compounding of offences done in the last five years immediately preceding the year of the prospectus for the Company and all of its Subsidiaries.

**Auditor Qualifications**

There have been no reservations, qualifications or adverse remarks by the Statutory Auditors of the Company in the Audited Financial Information for the last five financial years immediately preceding the date of this Tranche III Prospectus.

**Details of fraud committed against the Company**

S.No.	Financial Year	Details of Fraud	Action taken by the Company
1.	2019-20	No fraud of material nature was committed against the company other than frauds committed by customer/staff of the company cumulatively amounting to Rs. 25.94 million	These amounts have been recovered/written off/provided for
2.	2018-19	No fraud of material nature was committed against the company other than frauds committed by customer/staff of the company cumulatively amounting to Rs. 38.31 million	These amounts have been recovered/written off/provided for
3.	2017-18	No fraud of material nature was committed against the company other than frauds committed by customer/staff of the company cumulatively amounting to Rs.35.06 million	These amounts have been recovered/written off/provided for
4.	2016-17	No fraud of material nature was committed against the company other than frauds committed by customer/staff of the company cumulatively amounting	These amounts have been recovered/written off/provided for



		to Rs. 15.38 million	
5.	2015-16	No fraud of material nature was committed against the company other than frauds committed by customer/staff of the company cumulatively amounting to Rs. 16.48 million	These amounts have been recovered/written off/provided for

## Dividend

Our Company has a dividend policy approved by the Board. The Board of Directors may declare one or more interim dividends any time during the financial year. The Board may recommend final dividend after approval of the audited financial statements by the Board and will be paid after approval of shareholders in the Annual General Meeting. The Board will consider financial and other parameters stated in the policy for declaring both interim dividend and also for recommending final dividend as stated in the policy.

The dividends paid by our company are as follows

Financial Year	Nature of Dividend	Dividend Per Equity Share of Rs.10 each (in Rs.)
2019-20	Interim	15.00
2018-19	Interim	12.00
2017-18	Interim	10.00
2016-17	Interim	6.00
2015-16	Interim	2.00
2015-16	Interim	4.00
2014-15	Final	2.00
2014-15	Interim	4.00
2013-14	Final	1.00
2013-14	Interim	2.00
2013-14	Interim	3.00
2012-13	Final	4.50
2011-12	Final	4.00

## Revaluation of assets

The Company has not revalued its assets in the last five years.

## Mechanism for redressal of investor grievances

The MOU between the Registrar to the Issue and our Company will provide for retention of records with the Registrar to the Issue for a period of at least 3 years from the last date of despatch of the Allotment Advice, demat credit and refunds to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, number of NCDs applied for, amount paid on application and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB, giving full details such as name, address of Applicant, Application Form number, number of NCDs applied for, amount blocked on Application and the Designated Branch or the collection centre of the SCSB where the Application Form was submitted by the Applicant.

All grievances related to the UPI process may be addressed to the Stock Exchange, which shall be responsible for addressing investor grievances arising from applications submitted online through the App based/ web interface platform of stock exchanges or through their Trading Members. The intermediaries shall be responsible for addressing any investor grievances arising from the applications uploaded by them in respect of quantity, price or any other data entry or other errors made by them.

The contact details of Registrar to the Issue are as follows:

**Registrar to the Issue**

**Link Intime India Private Limited**

C-101, 247 Park, L B S Marg,  
Vikhroli West,  
Mumbai 400 089, India  
Tel: (+91 22) 4918 6200  
Fax: (+91 22) 4918 6195  
Email: [mfl.ncd2020@linkintime.co.in](mailto:mfl.ncd2020@linkintime.co.in)  
Investor Grievance Email: [mfl.ncd2020@linkintime.co.in](mailto:mfl.ncd2020@linkintime.co.in)  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)  
Contact Person: Shanti Gopalakrishnan  
SEBI Registration No.: INR000004058  
CIN: U67190MH1999PTC118368

We estimate that the average time required by us or the Registrar to the Issue for the redressal of routine investor grievances will be 7 (seven) business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

Mr. Rajesh A has been appointed as the Compliance Officer of our Company for this Tranche III Issue.

The contact details of Compliance Officer of our Company are as follows:

Mr. Rajesh A.  
Company Secretary  
2<sup>nd</sup> Floor, Muthoot Chambers,  
Opposite Sariitha Theatre Complex  
Banerji Road  
Kochi - 682 018  
Kerala, India  
Tel: (+91 484) 6690 255  
Fax: (+91 484) 2396506  
Email: [cs@muthootgroup.com](mailto: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.

**Change in Auditors of our Company during the last three years**

Rangamani & Co. has been the statutory auditor of the Company since September 11, 2002 and continued as the Statutory Auditor of the Company till September 20, 2017. Members of the Company in their Annual General meeting dated September 20, 2017 appointed Varma & Varma, Chartered Accountants, FRN 004532S in place of retiring Auditors Rangamani & Co. Details of changes in the statutory auditors of the Company in the last 3 years have been summarised below:

Name	Address	Date of Appointment / Resignation / Retirement	Auditor of the Company since (in case of resignation)	Remarks
Rangamani & Co.	M/s. Rangamani & Co, Chartered Accountants, FRN: 003050S, 17/598, 2nd Floor, Card Bank Building, West of YMCA, VCSB Road, Allepey - 688 011	September 20, 2017'  (Retirement)	September 11, 2002	Retirement on account of expiry of the term of engagement.
Varma & Varma, Chartered Accountants	M/s. Varma & Varma, Chartered Accountants, FRN: 004532S, "Sreeraghavam", Kerala Varma Tower, Bldg No. 53/2600 B, C, D & E, Off Kunjanbava Road, Vyttila P.O., Kochi- 682019	September 20, 2017'  (Appointment)	-	Appointment on account of expiry of the term of engagement of the previous statutory auditor, Rangamani & Co.

## PENDING PROCEEDINGS AND STATUTORY DEFAULTS

As on the date of this Tranche III Prospectus, there are no defaults in meeting statutory dues, institutional dues, and towards holders of instrument like debentures, fixed deposits and arrears on cumulative preference shares, etc., by our Company or by public companies promoted by the Promoters and listed on the BSE or NSE.

Save as disclosed below, there are no pending proceedings pertaining to:

- (a) matters likely to affect operation and finances of our Company, promoter, director, subsidiaries, group companies, or any other person, whose outcome could have a material adverse effect on the Company, including disputed tax liabilities and contingent liabilities of any nature; and
- (b) criminal prosecution launched against our Company and the Directors for alleged offences under the enactments specified in Paragraph 1 of Part I of Schedule V to the Companies Act, 2013.

### Litigations against the Company

#### *Civil cases*

1. Selvin Jayakumar, the owner of the branch located at Munnar, Kerala had filed a Rent Control Original Petition (“**RCOP**”) seeking eviction of the Company from his premises and recovery damages. Company thereafter vacated the premises. Subsequently, the Company filed a suit for recovery of the rent advance from the landlord. Mr. Selvin Jayakumar set ex-party in this suit. Therefore, the matter was adjourned to March 30, 2021 for orders, where the court has passed an order to transfer the matter to the commercial court at Thodupuzha.
2. Sunil Kumar, Anil Kumar and Ajit Kumar, the petitioners, have filed a petition (RCOP No. 5 of 2012), against company before the Kollam Rent Controller cum Munsiff Court under section 11(3) of the Kerala Buildings (Lease and Rent Control) Act, 1965. The Company had entered into a lease agreement dated January 14, 2005 with the petitioners for the property being room no. 1144/47, ward 24, Kollam, for a period of 10 years. The petitioners have instituted this petition for evicting the Company from the leased premises. The matter was posted for hearing on December 18, 2013 and the court had transferred the matter to the mediation centre for settlement and it was thereafter posted for hearing on April 08, 2014. Since the mediation failed, the matter was sent back to the court and an order was passed against the Company to evict the premises. The Company has filed an appeal against the order along with an interim application (“**IA**”) to stay the order of the lower court in RCOP No. 5/2012 until the disposal of the appeal, which has been admitted by the court. The court thereafter has issued a notice to the opposite party. The Company has obtained a stay order from the High Court against the judgement of Rent Control Appellate Court, Kollam. RCA. No. 17/2015 has been filed before the High Court along with an IA for interim stay. IA has been allowed and interim stay shall stand extended until further orders. RCR No.237/2017 is disposed in favour of the Company.
3. V. Karthik, the plaintiff has filed a suit (O.S. No. 10 of 2011) before the District Court, Trichy, against G. Vijayakumar, S. Ganeshan, and fifty nine others, including the Company. The suit relates to the schedule property in which the Company is a tenant. The plaintiff has alleged that he is entitled to half of the schedule property and has sought a decree of partition against G. Vijayakumar and S Ganeshan and a mandatory injunction against the other defendants directing them to pay rent to the plaintiff in respect of his share of the schedule property. The Company has filed an IA to set aside the ex parte order and the same has been allowed. The case has been listed to April 08, 2021 for evidence.
4. S. Kalavathi, the plaintiff, has filed a suit (O.S No. 377 of 2012) dated October 17, 2012, before the court of the Subordinate Judge, Dindigul against Balammal, Sujatha and eleven others, including the Company. The suit relates to the schedule property in which the Company is a tenant. The plaintiff has alleged that she is entitled to one fifth of the schedule property and has sought a decree directing Balammal and Sujatha to partition the property in the presence of a commissioner appointed by the court. The plaintiff has also sought a decree directing the other defendants to deposit the rent amounts payable by them, in the court. The case has been posted to July 12, 2021 for hearing.

5. Kamaljeet Singh Kumar, the plaintiff has filed a suit (No. 100 of 2008) dated April 23, 2009, before the Additional District Judge, Delhi against the Company, seeking arrears of rent, mesne profits and costs for alleged damage caused to the property by the Company amounting to INR 911,773. The plaintiff is the owner of the property that was leased to the Company. The plaintiff claims that the lease was terminated as the Company stopped making rent payments, but the Company is still in possession of the property and substantial damage has been caused to the property by the Company. The Company in its reply, has contended that it terminated the tenancy vide a communication to the plaintiff dated May 01, 2007 and called upon the plaintiff to take possession of the property. It has stated that the property has been lying vacant and locked since May 31, 2007 as the plaintiff is refusing to take possession of the same. It has also been stated that the rent amount till May 31, 2007 has been paid in full and further denied that any damage has been caused by the Company to the property. The Suit No. 100 of 2008 was decreed against the Company. The Company has therefore filed an appeal before High Court being RFA 838/2018 and RFA 839/2018 and the same has been adjourned to May 05, 2021.
6. S. Devendran, the applicant, has filed an application (I.D. 34 of 2013) against the Company before the Labour Court at Kollam on April 4, 2013. The applicant had been working as a branch manager at the Nellimoodu branch of the Company. He was dismissed from service for allegedly receiving counterfeit notes in respect of a certain loan repayment, without conducting an enquiry and framing specific charges. The applicant has filed this application for a declaration to the effect that his dismissal from service was irregular and illegal and prayed for being reinstated in service with back wages, continuity in service and all other benefits. Case No. I.D 34 of 2013 was dismissed by the Labour Court. A writ petition bearing number W.P (38245/2018) has been filed by the employee before the High Court of Kerala in this regard. Case is not yet listed for hearing.
7. The Director, Financial Intelligence Unit, Department of Revenue, Government of India has issued an order bearing No. 1/DIR/FIU-IND/2013 dated February 14, 2013, imposing a fine of INR 26,970,000 under section 13 of the Prevention of Money Laundering Act, 2002 for failing to furnish cash transaction reports for 2,697 cash transactions between the period of April 01, 2006 and November 30, 2010. The Company responded to the Director, Financial Intelligence Unit stating that they had no intentions to defy the law and deliberately act in its breach. The Company also raised certain legal grounds of challenge which were not upheld by the director of the Financial Intelligence Unit while passing the final order. Pursuant to this, the Company appealed against the said order before the Hon'ble Appellate Tribunal under the Prevention of Money Laundering Act, 2002 at New Delhi in FPA-PMLA-457/DLI/2013 and MP-PMLA-1007/DLI/2014. The Tribunal by way of an order dated July 09, 2015, directed the Company to pay an amount of INR 24,470,000 within 4 weeks. The Company has however obtained a stay from the Delhi High Court through an order dated August 07, 2015 after agreeing to deposit INR. 5,000,000. On account of the Covid-19 pandemic, the matters has been adjourned to April 22, 2021.
8. Company has filed OS 90/2011 against Kancharla Venkata Murali Krishna for recovery of money along with an IA to attach the property. Suit is decreed in favour of the Company and filed E P 98/2015 to execute the decree. Meanwhile a third party named K.V.D. Umamaheswara Rao filed an E A in above mentioned E P against the Company and Kancharla Venkata Murali Krishna, before the court of the Hon'ble II Additional District Judge at Guntur in O.S. No. 90 of 2011, to set aside the attachment orders passed by the District Judge, Guntur on April 19, 2013 against certain scheduled property. The Company has filed a counter in the matter, which has been adjourned to April 26, 2021.

### ***Criminal cases***

The Assistant Registrar, Co-operative Society, the complainant, had filed a First Information Report (“**FIR**”) against the Company under sections 5 and 28 of Karnataka Money Lenders Act, 1961 and sections 4 and 15 of the Karnataka Prohibition of Charging Exorbitant Interest Act, 2004. The Company has filed a petition (Criminal Petition No. 3981 of 2012) before the High Court of Karnataka, Bangalore to quash the FIR. The court, vide order dated July 24, 2012, has granted an interim stay till the disposal of the matter. The matter was last posted on November 02, 2016, where the Company's advocate submitted an application for extension of the stay order. The application was allowed by the court and the stay order was extended till the final hearing of the case. The case is pending before High Court of Karnataka.

### *Service tax cases*

1. The Commissioner of Central Excise and Customs, Kochi has issued SCN bearing reference no. 199/2012/ST dated October 22, 2012 directing the Company to show cause why: (i) an amount of INR 1672.3 million as service tax (including education cess) had not been paid by the Company for the period from 2007-2008 to 2011-2012 in accordance with the provisions of the Finance Act, 1994 on account of providing taxable services (business auxiliary services) under the Finance Act, 1994 and (ii) penalties under sections 75, 76, 77, and 78 of the Finance Act, 1994 should not be levied against the Company. The Company has filed its reply to the SCN on February 19, 2013 stating that (i) services as collection agent are not taxable as the same cannot be viewed as a separate and independent service being rendered by the Company, the entire exercise is revenue neutral and the demand for service tax is time barred; and (ii) the Company is not liable for payment of penalties as it has not defaulted under the provisions of the Finance Act, 1994. The Commissioner of Central Excise, Customs and Service Tax, Cochin has issued an order on December 30, 2014 disposing SCN no. 199/2012 with a demand of INR 1,531,458,734 as service tax, education cess and secondary and higher education cess (“SHEC”) payable on securitisation transactions with banks for the period from 2007 to 2012, along with interest under section 75 of the Finance Act, 1994, penalty at the rate of INR 200 per day or 20% of tax for every month whichever is higher under section 76, INR 10,000 under section 77 and INR 153,14,58,734 under section 78 of the Finance Act, 1994. Total liability including tax, interest and penalty under various sections if confirmed is estimated as INR 4,895,883,216. On writ petition, the High Court of Kerala by order WP(C) No. 6173 of 2015 dated March 02, 2015 directed the Company to file appeal before the Appellate Tribunal, without pre-deposit of tax. Appeal filed with CESTAT, Bangalore on March 31, 2015. The Government also has filed writ appeal before the High Court against the order of the Single Judge, on writ appeal by Government, the High Court has held that the Appellate Tribunal can take up the appeals filed by the Company. The matter is pending before the Tribunal. The Tribunal in their interim order no. 22 to 36/2016, dated February 17, 2016 stated that pre-deposit as per section 35F of the Central Excise Act, 1944 is to be deposited by the Company within 4 weeks from the date of the order. The Company filed a writ petition before the High Court of Kerala on March 21, 2016, which was subsequently disposed off by order dated July 14, 2016 directing the Company to pay pre-deposit as per section 35F. The Company has paid the pre-deposit using CENVAT credit by communication dated July 26, 2016 and accepted by the Tribunal. The appeal is currently pending.
2. The Commissioner of Central Excise, Kochi has issued SCN No. 374/2015/ST dated October 20, 2015 allegedly stating that the postage, telegram and telephone expenses debited in P&L A/c of the Company as the amount recovered from customers and by directing the Company to show cause as to why total amount of INR 105,838,896 including service tax and SHEC should not be demanded and recovered from the Company under proviso to section 73(1) of chapter V of the Finance Act, 1994. The Company has filed reply to the SCN, vide letter dated November 08, 2015. Jurisdiction was thereafter transferred to Calicut and a consolidated order was issued by the Commissioner, Calicut by dropping all proceedings under SCN No. 374/2015 and SCN No. 21/2017 vide OIO No. COC-EXCUSS-000-COM-19 and 20 -18 -19 dated July 04, 2018 received on July 17, 2018. The Commissioner, Kochi has filed an appeal before the CESTAT Bangalore against the order, copy of which was received on December 03, 2018. The matter is currently pending.
3. The Principal Commissioner of Central Excise and Customs, Kochi has issued SCN No. 19/2017/ST dated April 12, 2017 directing the Company to show cause as to why a total amount of INR 66,162,172 and interest on delayed payment of service tax, education cess and SHEC should not be demanded and recovered from the Company under proviso to section 73(1) of chapter V of Finance Act, 1994 relating to CENVAT credit on expenses for the period from 2006-07 to 2010-11. The Company was also asked to show cause as to why penalty should not be imposed under rule 15(1) of the CENVAT Credit Rules, 2004 and under section 78 of the Finance Act, 1994. The Company has filed reply to the SCN, on June 23, 2017. The Commissioner, Calicut has issued order no. COC-EXCUS-000-COM-21-18-19 dated July 05 2018 by confirming the SCN. Writ petition filed by the Company before High Court of Kerala admitted and interim stay granted by paying pre-deposit of 7.5% of the demand. The matter is currently pending.
4. The superintendent of Central Tax & Central Excise, Range-4, Ernakulam has issued an intimation under Section 73(5)/74(5) of the Central Goods and Services Tax Act, 2017 in Form No. GST DRC 01A with DIN-20201058TI04048IAD2C dated October 16, 2020 for paying Rs. 1,57,53,287/- stating that the Cenvat credit of Education Cess, Secondary & Higher Education Cess and Krishi Kalyan Cess on Service Tax as on June 30, 2017 carried forward to GST Input tax Credit is ineligible as per Section 140(1) of the Central

Goods and Services Tax Act, 2017. The Company has reversed the said credit and filed its reply on December 03, 2020. The matter is currently pending.

5. The Principal Commissioner of Central Excise and Customs, Kochi has issued SCN No. 21/2017/ST dated April 12, 2017 directing the Company to show cause as to why a total amount of INR 98,645,920 and interest on delayed payment of service tax and SHEC should not be demanded and recovered from the Company under proviso to section 73(1) of chapter V of Finance Act, 1994 relating to postage and telephone expenses incurred by the Company during the period 2014-15 to 2015-16. The Company was also asked to show cause as to why penalty should not be imposed under sections 76, 77 and 78 of the Finance Act, 1994. The Company has filed reply to the SCN, on May 30, 2017. Jurisdiction transferred to Calicut and consolidated Order issued by Commissioner, Calicut by dropping all proceedings under SCN No. 374/2015 and SCN No. 21/2017 vide OIO no. COC-EXCUSS-000-COM-19 and 20 -18 -19 dated July 04, 2018 received on July 17, 2018. Commissioner, Kochi has filed Appeal before CESTAT Bangalore against the order, copy received on December 03, 2018. The matter is currently pending.
6. The Principal Commissioner of Central Excise and Customs, Kochi has issued SCN No. 40/2017/ST dated August 08, 2016 directing the Company to show cause as to why a total amount of INR 35,795,903, including service tax and SHEC should not be demanded and recovered from the Company under proviso to section 73(1) of chapter V of Finance Act, 1994, relating to money transfer income, other than from Paul Merchants, for the period 2012-13 to 2014-15 along with interest and penalties. The Company has filed a reply to the SCN, on October 04, 2017. The matter is currently pending.
7. The Principal Commissioner of Central Tax and Central Excise, Kochi has issued SCN No. 56/2019/ST/Pr. Commr. dated April 05, 2019 directing the Company to show cause as to why a total amount of INR 7,12,54,968 including service tax, Swach Bharat Cess and Krishi Kalyan Cess should not be demanded and recovered from the Company under proviso to section 73(1) of chapter V of Finance Act, 1994, relating to postage, telegram and telephone expenses incurred by the Company for the period 2016-17 and 2017-18 (April to June) along with interest and penalties. The Company has filed a reply to the SCN on May 02, 2019 and the matter is currently pending.

#### ***Income tax cases***

1. By an assessment order dated December 19, 2011, the Additional Commissioner of Income Tax, Range-1, Kochi, has demanded a sum of INR 13.8 million as the deductions claimed by the Company were disallowed for the AY 2009-10. The Company has filed application dated January 20, 2012 for rectification of the assessment order, under section 154 of the Income Tax Act, 1961 and also filed an appeal against the said order before the Commissioner of Income Tax (Appeals)-II, Kochi. With regard to the application filed by the Company, the assessing officer, vide order dated July 2, 2012 has revised the demand to INR 13.3 million. The Company has already paid the entire demand of tax. Appeal filed with the Commissioner of Income Tax (Appeal) (“CIT(A)”) was partly allowed by order dated November 12, 2013. The appeal filed by the Company before the Income Tax Appellate Tribunal, Kochi is allowed and the appeal filed by The Deputy Commissioner of Income tax, Circle-1(2), Kochi was dismissed by order dated July 25, 2014. Appeal filed by CIT, Kochi before High Court of Kerala was disposed in favour of the Company by order dated January 08, 2019 directing the Assessing Officer (“A.O.”) to allow staff welfare expenses. The matter is now pending before the A.O.
2. The Additional Commissioner of Income Tax, Range-1, Kochi has demanded payment of INR 4.55 million for the assessment year 2011-12 from the Company by an assessment order dated November 29, 2013 under section 143(3) of the Income Tax Act, 1961 and has disallowed certain deductions under section 80IA of the Income Tax Act, 1961, which the Company had claimed on account of bad debts written off. The Company has made payment of the entire amount demanded. The appeal filed by the Company before the Commissioner of Income Tax (Appeals) – II has been dismissed for statistical purposes. The Company has filed a miscellaneous petition before the Commissioner of Income Tax (Appeals) – II for rectification of mistake apparent on record and to reconsider the Appeal again. The Company has also preferred an Appeal before the Income Tax Appellate Tribunal, Kochi against the dismissal order. Appeal filed before the Income Tax Appellate Tribunal, Kochi against the dismissal order has been allowed by Income Tax Appellate Tribunal by order dated 08.01.2016 and restored the file to CIT(A), Kochi for fresh consideration. The matter is pending before the CIT (A), Kochi.

Fresh assessment for the AY 2011-12 completed U/s.143(3) read with section 153A by the Assistant Commissioner of Income Tax, Central Circle-1, Kochi by order dated 29.12.2018 served on 01.01.2019 with revised demand of INR 181,039,770 superseding the original assessment order. A.O has issued revised order u/s.154 dated 04.02.2020 reducing the demand to Rs.12,80,61,910/- by allowing rectification application filed by the company. Appeal before the Commissioner (Appeals) is pending for disposal.

3. Appeal filed by the Commissioner of Income Tax before the High Court of Kerala against the order of the Income Tax Appellate Tribunal, Kochi for the A.Y. 2004-05 has been partly allowed in favour of the Company and partly in favour of the Revenue, by order dated January 08, 2019. The Income Tax Appellate Tribunal, Kochi in their order dated June 01, 2012 had dismissed the appeal filed by the Additional Commissioner of Income Tax, Circle-1(3) Kochi against a previous order of the Commissioner of Income Tax (Appeals)-II, Kochi dated February 16, 2007. This order of the Commissioner of Income Tax (Appeals)-II Kochi pertained to an assessment order issued as regards the Company for the assessment year 2004 – 2005 as regards certain additions and disallowances. The matter is now pending before the A.O for final order.
4. The Additional Commissioner of Income Tax, Kochi, has issued order under section 143(3) dated March 02, 2015 with demand of INR 29,230,000 for the AY 2012-13. The Company has paid an amount of INR 2,110,000 and the balance demand is INR 27,120,000. Rectification application filed with the A.O and appeal filed with the Commissioner of Income Tax (Appeals)-II, Kochi are pending for disposal. Fresh assessment for the AY 2012-13 was completed under section 143(3) read with section 153A by the Assistant Commissioner of Income Tax, Central Circle-1, Kochi by order dated December 29, 2018 served on January 01, 2019 with a revised demand of INR 377,273,127. A.O has issued revised order u/s.154 dated 04.02.2020 with demand of Rs.47,87,36,877/-. Appeal before the Commissioner (Appeals) is pending.
5. The Joint Commissioner of Income Tax, Kochi has issued an order under section 143(3) dated March 29, 2016 for the A.Y 2013-14 with demand of INR 34,579,720. The Company has paid the entire demand and filed an appeal with the Commissioner of Income Tax (Appeals), Kochi against the order.

Fresh assessment for the AY 2013-14 was completed under section 143(3) read with section 153A by the Assistant Commissioner of Income Tax, Central Circle-1, Kochi by order dated December 29, 2018 served on January 01, 2019 with revised demand of INR 106,426,840. A.O has issued revised order u/s.154 dated 04.02.2020 reducing the demand to Rs.5,99,69,238/- by allowing rectification application filed by the company. Appeal before the Commissioner (Appeals) is pending.

6. Assessment for the AY 2014-15 was completed under section 143(3) read with section 153A by the Assistant Commissioner of Income Tax, Central Circle-1, Kochi by order dated December 29, 2018 served on January 01, 2019 with demand of INR 852,734,070. A.O has issued revised order u/s.154 dated 04.02.2020 reducing the demand to Rs.70,55,98,590/- by allowing rectification application filed by the company. Appeal before the Commissioner (Appeals) is pending.
8. Assessment for the AY 2015-16 was completed under section 143(3) read with section 153A by the Assistant Commissioner of Income Tax, Central Circle-1, Kochi by order dated December 29, 2018 served on January 01, 2019 with demand of INR 142,925,790. A.O has issued revised order u/s.154 dated 04.02.2020 reducing the demand to Rs.12,78,46,730/- by allowing rectification application filed by the company. Appeal before the Commissioner (Appeals) is pending.
9. Assessment for the AY 2016-17 was completed under section 143(3) read with section 153A by the Assistant Commissioner of Income Tax, Central Circle-1, Kochi by order dated December 29, 2018 served on January 01, 2019 with demand of INR 261,645,448. A.O has issued revised order u/s.154 dated 04.02.2020 reducing the demand to Rs.25,89,24,590/- by allowing rectification application filed by the company. Appeal before the Commissioner (Appeals) is pending.
10. Assessment for the AY 2017-18 was completed under section 143(3) by the Assistant Commissioner of Income Tax, Central Circle-1, Kochi by order dated December 29, 2018 served on January 01, 2019 with demand of INR 3,672,016. The Company has filed rectification application before the A.O for correcting interest wrongly charged under section 234A and also filed appeal before the Commissioner (Appeals). The matter is currently pending.



### ***Cases filed against the Directors***

In addition to the litigations disclosed above, the following litigations are currently pending against the Directors:

1. The Joint Commissioner of Income Tax, Thiruvalla has issued an assessment order u/s.143(3) dated 12.12.2011 to George Thomas Muthoot for the A.Y 2009-10 demanding ₹ 5.6 million. Appeal filed before the commissioner of Income Tax (Appeals)-Trivandrum is now pending before CIT(A), Kochi. An application for settlement of the case under the Vivad Se Vishwas Scheme has been accepted on March 02, 2021 and the final order is pending.
2. The Deputy Commissioner of Income Tax has issued an assessment order dated December 30, 2010 to George Jacob Muthoot under section 143(3) read with section 147 of the Income Tax Act, 1961 for the assessment years 2006-07 by demanding a total tax payable of INR 14.5 million. An appeal dated January 07, 2011 has been filed by George Jacob Muthoot before the Commissioner of Income Tax (Appeals), Trivandrum against the above order. The Commissioner of Income Tax (Appeals) has allowed the appeal in favour of George Jacob Muthoot vide order dated February 05, 2014 by deleting the demands. The Deputy Commissioner of Income Tax, Thiruvalla has filed appeals before the Income Tax Appellate Tribunal, Cochin bench against the above orders. Income Tax Appellate Tribunal, Kochi has set aside the case to A.O by order dated February 12, 2015. Fresh assessment was completed for A.Y 2006-07 by order dated February 19, 2016 with a demand of INR 14,583,684. An application for settlement of the case under the Vivad Se Vishwas Scheme has been accepted on March 02, 2021 and the final order is pending.
3. The Deputy Commissioner of Income Tax, Thiruvalla has issued an assessment order dated March 28, 2014 to George Jacob Muthoot under section 143(3) of the Income Tax Act, 1961 for the year ended March 31, 2011 by demanding a total tax payable of INR 15.85 million in respect of certain disallowances on interest payment and agricultural income. The A.O revised the above order by a fresh order under section 154 dated March 06, 2015 and increased the demand to INR 30,216,190. Original appeal and fresh appeal filed before CIT(A)-I, Trivandrum are currently pending. Fresh assessment under section 143(3) read with section 153A completed by the Assistant Commissioner of Income Tax, Cir-1, Kochi by order dated December 28, 2018 served on January 01, 2019, with revised demand of INR 11,966,950. An application for settlement of the case under the Vivad Se Vishwas Scheme has been accepted on January 29, 2021 and the final order is pending.

### ***Notices received by the Company***

1. The Company received a SCN bearing number P.148/2016 dated December 07, 2016 from the Sub-Registrar (in the cadre of district registrar), Virugambakkam seeking a response on why a deficit stamp duty amount of INR 200,000,000 along with a penalty of INR 1,000 should not be collected from the Company in relation to the stamp duty paid for the debenture trust deed dated May 11, 2016, executed between the Company and IDBI Trusteeship Services Limited. The Company has responded to this SCN by way of a letter dated January 16, 2017 stating that the document could not be construed to be a power with consideration but merely a debenture trust deed. The Company argued that the debenture trust deed would therefore attract article 40(b) of the Indian Stamps Act and not article 48(e). The Company requested that the SCN be withdrawn and the debenture trust deed be returned post registration. By way of an order dated October 20, 2017, the sub-registrar, Virugambakkam directed the Company to pay the deficit stamp duty of INR 200,000,000 along with a penalty of INR 1,000. The Company has filed a revision application before the Chief Controlling Revenue Authority – cum – Inspector General of Registration seeking an interim stay of all further proceedings and set aside the order passed by the respondent. The matter is currently pending.
2. The Company received a SCN bearing number P. 19/2016 dated July 06, 2016 from the Sub-Registrar (in the cadre of district registrar), Virugambakkam seeking a response on why a deficit stamp duty amount of INR 200,000,000 along with a penalty of INR 1,000 should not be collected from the Company in relation to the stamp duty paid for the debenture trust deed dated January 20, 2016, executed between the Company and IDBI Trusteeship Services Limited. The Company responded to the show cause by way of a letter dated August 10, 2016, stating that the presumption of the sub-registrar that, the power of attorney under the debenture trust deed extended beyond a power of attorney to execute, sign and do any deeds to a power of attorney to sell with consideration was unfounded. The Company therefore sought that the SCN be withdrawn and the debenture trust deed be returned post registration. By way of an order dated October 20, 2017 the sub-registrar, Virugambakkam directed the Company to pay the deficit stamp duty of INR 200,000,000 along with a penalty of INR 1,000. The Company has filed a revision application before

the Chief Controlling Revenue Authority – cum – Inspector General of Registration seeking an interim stay of all further proceedings and set aside the order passed by the respondent. The matter is currently pending.

### **Litigations filed by our Company**

1. The Company has filed a special leave petition before the Supreme Court of India (SLP (Civil) No. 14386 of 2010) against the judgment of the High Court of Kerala in W.P (C) No. 7526 of 2006 wherein it was held that NBFCs such as the Company must comply with the provisions of the Kerala Money Lenders Act, 1958. The Company has contended that it is regulated by the provisions of the Reserve Bank of India Act, 1934 and action on the part of the Government of Kerala to levy license fee under the Kerala Money Lenders Act, 1958 on the Company amounts to dual control by the State Government and the Central Government on the same activities. The Company has sought an interim order from the Supreme Court of India to stay the judgment and final order passed by the High Court of Kerala. The Supreme Court of India accordingly directed that status quo be maintained. The matter is still pending for final adjudication.
2. The Company has filed a writ petition (W.P. No. 18932 of 2012) against the State of Karnataka and certain others before the High Court of Karnataka seeking a writ of mandamus declaring that the Company is exempted from the provisions of the Karnataka Prohibition of Charging Exorbitant Interest Act, 2004 and that the Company is governed solely by regulations framed by the Reserve Bank of India. The Company has also sought a direction from the High Court of Karnataka directing the respondents to not interfere in the Company's activities. The matter is still pending for final adjudication.
3. The Company has filed a civil suit (O. S. No. 78 of 2006), before the Sub Court, Ernakulum against Cardamom Marketing Corporation, a partnership firm and 11 other persons who are partners of Cardamom Marketing Corporation, the defendants in the case. The Company has alleged that the defendants availed a loan of INR 17.50 million in the month of September, 2005 agreeing to repay the loan with 24.00% interest per annum within twenty one days from the date of disbursement. However the defendants did not repay the loan as agreed. On November 2, 2005 and November 26, 2005, the Company sent registered notices demanding the repayment of loan with the interest. Therefore the Company has filed the suit for recovery of an amount of INR 19.05 million along with interest on INR 17.5 million at 24% per annum from the defendants and further seeking costs of the proceedings. During the pendency of trial defendants filed a review petition before the High Court to exempt them from producing a document as evidence. Court stayed the suit proceedings till the review petition is disposed. The review petition is pending before the High Court of Kerala for hearing.
4. The Company filed civil suit O.S. 6758/2013 on September 16, 2013 against Paranjyothi Pradeep Kumar and Nagarathamma seeking that the court direct Pradeep Kumar to pay the Company a total sum of INR 5,444,256 in respect of certain loan accounts along with future interest at the rate of 33% per annum from the date of the suit till the date of realization and that the court pass an order of attachment, attaching the suit scheduled property and order to sell the same in public auction to realize the suit claim. The suit was decreed in favor of the Company on August 10, 2015. The property of Nagarathamma was attached against her liability. E P 1007/2015 is filed but J D has filed an IA 810/2014 to set aside the decree and re-open the suit. Court directed the J D to deposit 1/4th of the decree amount before the court and J D has deposited the amount before trial court. Hence the suit is re-opened and the defendants filed Written Statement. The suit is pending and EP 1007/2015 has been stayed and posted to May 25, 2021 for summons.
5. The Company filed a civil suit bearing O.S. No. 07/2012 against a former employee of the Company alleging misappropriation of funds stored at a certain branch of the Company. The Company sought a decree against both the defendants for recovery of INR 1,130,178. Evidence has been submitted before the court and arguments have been completed in the matter. The defendants filed an IA to allow them to amend their written statement. The IA was allowed by the court and the amendment to the written statement was carried out by the defendants. The court has also framed additional issue and the matter is posted to April 21, 2021 for orders.
6. The Company filed a civil case OS 716/2010 against one customer named Mr. Mohandas to recover INR 3,022,677 together with interest at the rate of 30% from the date of the suit till the date of realization, the loss happened to the Company due to Police Seizure. The suit has been decreed in favour of the Company. The Company filed an execution petition which was transferred to District Court, Kanchipuram and re numbered as EP 09/2019. The petition has been posted to April 07, 2021.

7. The enquiry officer / CSR, K.V. Chakravarti, issued a notice dated December 16, 2014 stating that he had been appointed to enquire into certain fraudulent activities pertaining to jewels pledged for loans in the K746 OK Chettipalayam Primary Agricultural Co-operative Credit Society, which were allegedly removed and re-pledged at the branches of the Company for availing loans. The Company filed a writ petition before the High Court of Madras seeking directions to stay the operations initiated through the issue of the notice dated December 16, 2014. Pursuant to an order passed in CMP No. 3129 of 2014 dated December 22, 2014, the Company handed over the jewels pledged with them. The gold is thereby seized by the registrar of Co-operative Society. Subsequently the Company lodged a complaint with the Coimbatore police seeking appropriate action to be taken against the President and the Secretary of the said society for misusing their official position and removing the jewels seized from the Company. The Company also filed CMP No. 2348 of 2015 seeking interim custody of the jewels. The Company sought that the court pass an order directing the respondents to produce the quantity and the details of the persons and members to whom they had handed over the jewels seized from the Company. The respondents filed a counterstatement claiming that they should not be required to disclose any details as the Company was not the owner of the said jewels. Regardless, they claimed that the Company had already received information regarding the jewels and the borrowers. It was also claimed that the Company had violated the KYC requirements prescribed by the Reserve Bank of India and required to be followed in relation to issuance of loans. The matter was posted to February 02, 2018 for orders. The Company filed civil suits along with IA for ABJ against 8 customers including President and Secretary of Co-operative Society and attached their properties. All 8 civil cases are posted for framing of issues. The Company also filed a petition under section 200 of the Code of Criminal Procedure, 1973 to instruct the police to take cognizance against the President and Secretary of the co-operative society under section 420 of the Indian Penal Code, 1860 on vicarious liability. The court rejected the petition on default. Both CMP 2448/2017 under section 451 of the Code of Criminal Procedure, 1973 (for the interim custody of the seized gold) and the petition under section 200 of the Code of Criminal Procedure, 1973, are dismissed. The Civil suits i.e (O.S386/16 posted to 31/03/2021 for trial, O.S387/16 posted to 31/03/21 for trial, O.S1025/16 posted to 08/04/2021 for trial, O.S1026/16 dismissed and I.A. 5650/20 has been filed for restoration of the case, O.S1028/16 posted to 17/04/2021 for trial, O.S1089/16 posted to 01/04/21 for trial, O.S1356/16 posted to 11/06/2021 for issues and O.S341/16 posted to 04/06/2021 for filing of written statement).
8. The Company filed a cheating case bearing Cr. No 570/2014 against Dhanavan, post which the respondent obtained bail from the jurisdictional High Court. The Company thereafter filed a civil suit at the Mananthavady Sub Court in O.S. No. 21/2014 to attach Dhanavan's property, including the bank account maintained by him with Federal bank, Nedumbasserry Branch. In O.S. No. 21/2014 the issues were framed, the balance court fee paid. Due to Covid 19 the matter (O.S No.21/2014) is adjourned to 30/03/2021. Police has filed charge sheet in Cr. No. 570/2014 and the case is numbered as.CC. No. 436/18. The CC 436/2018 is posted to June 23, 2021.
9. The Company has filed a plaint in the civil suit bearing O.S. No. 163/2013 against G. Sundaresan for recovery of INR 2,530,542. The case was decreed ex-parte. The defendant however fraudulently transferred his property to his wife. The Company subsequently filed an execution petition bearing EP No. 42/2016. The matter has been posted to April 30, 2021.
10. The Company filed civil suits before the Senior Civil Judge at Mangalore in OS 87/2013 & OS 88/2013 against Sathish Shetty, C. Seetharam and Reshmalatha, seeking a decree against the defendants jointly and severally, to recover a sum of INR 2,966,822 lost to the Company due to the fraudulent activities of the Br Staff colluded with customers along with an IA to attach the properties of the defendant and permit the Company to dispose the scheduled ornament via public Auction. A charge sheet bearing reference number CC 480/12 was filed against the Accused in criminal case. The property and the bond deposit of the defendant have been attached conditionally. Both OS 87/2013 and OS 88/2013 were partly decreed on February 16, 2018. The Company has filed appeals to modify the decrees before High Court of Karnataka. The Criminal Case i.e. CC 480/2012, has been posted to 16/06/2021 for evidence. Aggrieved by the judgment in OS 87/2013 and OS 88/2013, the Company filed an appeal in the High Court and numbered as RFA 1058/2018 and RFA 1057/2018 and the same is pending for hearing.
11. The Company filed a civil case bearing O.S. No. 12/12 against P.S. Ratna Deep, a former branch manager of the Company working at the Jangareddygudem branch. The suit for recovery was filed by the Company for recovery of a sum of INR 3,612,354 which was misappropriated by the defendant. The case was dismissed by the court. The Company has filed an appeal before the High Court at Hyderabad and this was admitted by the court as AS. No. 1110/2016. The appeal has been posted for hearing. Separately, the police filed

charge sheets as CC 545/2016 & CC 566/2016 and the court has issued summons to the accused to be present before the court. The petition filed by the Company under section 451 of the Code of Criminal Procedure, 1973 is also pending. CC 545/2016 and CC 566/2016 are re numbered as CC 680/16 and CC 681/16. Due to current situation of Covid-19 pandemic, the matters are adjourned to April 07, 2021.

12. The Company has filed a civil suit for recovery before the Hon'ble Sub Court, Mavelikara in O.S. No. 14/2014 against George Mathew and Laila George seeking recovery of an amount of INR 3,127,000 with 18% interest. An IA is also filed to attach the property of the defendant and it was allowed. The Company has also filed a criminal case against the defendants and a FIR has been registered and the matter is presently under investigation. O.S. No. 14/2014 is dismissed by the court on September 10, 2018. Hence, the Company has filed an appeal (RFA44/2019) before honorable High court of Kerala which is currently pending.
13. The Company filed CC 872/11 under section 138 of the Negotiable Instruments Act, 1881. This was dismissed by the court due to the demise of the accused. Separately, O.S. No. 90/2011 filed by the Company was decreed in its favor, as described above in paragraph 8 of '*Civil Cases*' under '*Litigations against the Company*'. The Company therefore filed an execution petition bearing EP No. 98/2015 and the case was posted to September 25, 2020 for hearing. Further, the police have filed a charge sheet in the criminal case bearing Cr No. 108/2011 as CC 191/16 (re-numbered as CC377/2017) and the case has been transferred to the 3rd Metropolitan Magistrate's Court and it is posted to 07/04/2021 for summons. A7 & A8 of CC 191/2016 has filed a petition bearing number Cr.I.P 9362/2017 before High Court to quash the charges levelled against them. The Company has filed a counter against this petition before High Court. Due to current situation of Covid-19 pandemic, the matter is pending.
14. The Company filed civil case i.e OS 64/2019 against an Ex-Employee named Prabha to recover the loss i.e 45 Lakh due to her fraudulent activity in collusion with some customers by creating dummy pledge. In this case ex parte evidence took place and now it is reserved for orders. As per the complaint raised by the Company Police has registered crime against the accused U/s 406, 420 IPC and the same is under investigation. The Civil Suit (O.S No.64/2019) posted to 05/04/2021 for notice.
15. Company initiated Arbitration proceedings i.e. Arc 52/2018 against a customer named Shabnam Hajirra to recover the loss i.e. 43.66 lakhs due to Police seizure. Award is passed by the Arbitrator in favor of Company. Company has filed E P 25002/2020 to execute the award. This case is posted to 03/04/2021 for notice.
16. Company initiated arbitration proceedings i.e. Arc 53/2018 against a customer named Shri Harsha Yamanappa Tharihal to recover the loss i.e. 36 lakhs due to Police seizure. Award is passed by the Arbitrator in favor of Company. Company has filed E P 2103/2019 to execute the award. This case is posted to 14/06/2021 for notice.
17. Company initiated Arbitration proceedings i.e. Arc 11/2019, Arc 12/2019 & 13/2019 against customer named Saritha Krishna and Pattabhiram Singh to recover the loss i. e 64.67 lakhs due to the pledge of Spurious ornaments. Award is passed by the Arbitrator in favor of Company. Company has filed E P to execute the award. The E.P No.1444/2020 in Arc11/2019, E.P No.1445/2020 in Arc.12/2019 and E.P No.1446/2020 in Arc.13/2019 are posted to April 19, 2021 for notice.
18. Company has filed civil suit i.e. OS 60/2020 along with an IA 88/2020 for interim attachment for recovery against one customer named Kalaiselvam to recover the loss i.e 18.7 lakhs due to Police Seizure. The matter has been posted to April 01, 2021 for issue of service.

#### **Notices received by the Company from the Registrar of Companies, Kerala and Lakshadweep ("RoC")**

1. The Company has received a SCN dated May 15, 2019 from the RoC in relation to alleged non-compliance with the provisions of section 134(3)(h) and section 188(1) of the Companies Act, 2013. The allegations by the RoC pertain to non-disclosure of a related party transaction in the Board's report for the financial year ended March 31, 2017, being an acquisition by the Company of the shares of Muthoot Insurance Brokers Private Limited for an aggregate consideration of INR 200,000,000 at a price of INR 400 per share. The RoC has stated that such transaction cannot be termed as being in the "ordinary course of business" of the Company, and therefore not exempt from attendant compliance requirements for related party transactions. The Company has responded to such SCN on June 14, 2019 stating that: **(a)** such transaction was on an

arms' length basis as determined by its audit committee and the provisions of section 188(1) of the Companies Act, 2013 are not applicable; (b) the charter documents of the Company list insurance broking activities as one of the main objects of the Company; (c) the provisions of section 134(3)(h) are applicable only to transactions which are covered under section 188(1) of the Companies Act, 2013, and (d) the transaction involving the investment in the shares of Muthoot Insurance Brokers (P) Limited does not constitute a transaction falling under any of the matters specified under section 188(1) of the Companies Act, 2013 and hence the provisions of section 188 are not applicable. As on the date of this Tranche III Prospectus, no further communication has been received from the RoC.

2. The Company has received a SCN dated May 15, 2019 from the RoC in relation to alleged non-compliance with the provisions of section 129(1) of the Companies Act, 2013, stating that a diminution in value of the long term quoted investments made by the Company were not reflected in the Company's financial statements, therefore resulting in non-compliance with statutorily prescribed accounting standards. The Company has responded to such SCN on June 14, 2019 stating that such diminution was temporary in nature and did not warrant any provisions in the Company's financial statements, as per the accounting standards. As on the date of this Tranche III Prospectus, no further communication has been received from the RoC.
3. The Company has received SCNs dated May 15, 2019 from the RoC in relation to alleged non-compliance with the provisions of section 134(3)(h) and section 188(1) of the Companies Act, 2013, stating that the Company failed to furnish documentary evidence during an inquiry conducted by the RoC, to indicate that the rent and business promotion expenses made in the financial year ending March 31, 2017 were in the Company's ordinary course of business and conducted on an arms' length basis. The Company has submitted detailed responses to such SCNs on June 14, 2019, listing out the commercial terms of such transactions on a sample basis. The Company has also stated that the commercial terms are similar to the terms entered into with unrelated parties and such transactions do not fall within the category of "material transactions" of a listed Company as stipulated under the SEBI LODR. Additionally, the Company has stated that such related party transactions are in the ordinary course of business and conducted on an arms' length basis as scrutinised by the Company's audit committee and therefore, the provisions of section 188(1) and section 134(3)(h) of the Companies Act, 2013 are not applicable. As on the date of this Tranche III Prospectus, no further communication has been received from the RoC.
4. The Company has received a SCN dated May 15, 2019 from the RoC in relation to alleged non-compliance with the provisions of Section 135 read with section 134(3)(o) of the Companies Act, 2013, alleging that the Company failed to spend a stipulated portion of its profits on corporate social responsibility during the financial years ending March 31, 2015, March 31, 2016 and March 31, 2017 and not furnished a justification for not spending such amount in the Board's report. The Company has responded to such SCN on June 14, 2019, stating that details of its expenditure on corporate social responsibility along with justification of unspent amount for the relevant financial years has been included in the Board's report for such financial years. Such reports have also been annexed to the response dated June 14, 2019. As on the date of this Tranche III Prospectus, no further communication has been received from the RoC.
5. The Company has received a SCN dated May 15, 2019 from the RoC alleging that the Company has failed to pay interest on matured debentures as on the financial year ending March 31, 2017, resulting in the existing directors being potentially disqualified from re-appointment on the Board or from acting as directors of any Company for a period of five years. The Company has responded to such SCN on June 14, 2019, stating that the Company has always paid requisite amounts on matured debentures and any unpaid amounts, as reflected in the Company's financial statements, are on account of such amounts being unclaimed due to technical reasons or rejections due to non-submission of discharged debenture certificates or non-availability of the debenture holder. The Company stated that it has not defaulted in redeeming any debentures and the unpaid balance is solely on account of unclaimed amounts by the debenture holders. As on the date of this Tranche III Prospectus, no further communication has been received from the RoC.
6. The Company has received a SCN dated July 26, 2019 from the RoC alleging that the Company has failed to take any penal action against an alleged act of fraud amounting to INR 1,800,000 by a former branch manager of the Company, Ahmed Khan G at the Sultanpalya Branch, Bangalore ("**Branch Manager**") and initiating proceedings under section 447 of the Companies Act, 2013 against the Company. The Company has responded to such SCN on August 21, 2019, stating that the Company has provided all assistance to the governmental authorities in the enquiry in relation to its management and affairs. The Company has further clarified that a police complaint has been filed against the Branch Manager on January 14, 2017 and that he has been dismissed from service with effect from January 1, 2017. The Company has also reported the

alleged fraud in its Fraud Monitoring Report submitted to the Reserve Bank of India. Further, the Branch Manager has been arrested and sent to police custody, pending hearing of the proceedings before the High Court of Karnataka, at Bangalore. The Company has clarified that it does not carry on its business for any unlawful or fraudulent purpose to attract penalties under section 206(4) or section 447 of the Companies Act, 2013. As on the date of this Tranche III Prospectus, no further communication has been received from the RoC.

## MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts which are or may be deemed material have been entered or are to be entered into by the Company. These contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of the Company situated at Muthoot Chambers, 2<sup>nd</sup> Floor, Opposite Saritha Theatre Complex, Banerji Road, Ernakulam, Kerala 682 018 from 10.00 AM to 5.00 P.M during which the Tranche III Issue is open for public subscription under this Tranche III Prospectus

### **A. *Material Contracts***

1. Engagement Letters dated September 30, 2020 appointing Edelweiss Financial Services Limited, JM Financial Limited and Equirus Capital Private Limited as the Lead Managers respectively.
2. Engagement Letter dated October 14, 2020 appointing A. K. Capital Services Limited as the Lead Manager.
3. Issue Agreement dated September 30, 2020 between the Company and Edelweiss Financial Services Limited, JM Financial Limited and Equirus Capital Private Limited.
4. Amendment Agreement dated October 14, 2020 executed between Company and Edelweiss Financial Services Limited, JM Financial Limited, Equirus Capital Private Limited and A. K. Capital Services Limited amending the Issue Agreement dated September 30, 2020.
5. Memorandum of Understanding dated September 30, 2020 with the Registrar to the Issue.
6. Amendment Agreement dated October 14, 2020 executed between Company and Link Intime India Private Limited amending the Memorandum of Understanding dated September 30, 2020.
7. Debenture Trustee Agreement dated September 30, 2020 and further amended by way of amendment agreement dated March 30, 2021, executed between the Company and the Debenture Trustee.
8. Tripartite agreement between the Company, Registrar to the Issue and CDSL dated December 08, 2010 and letter of extension dated March 14, 2011.
9. Tripartite agreement between the Company, Registrar to the issue and NSDL dated August 25, 2006.
10. The agreed form of the Debenture Trustee Deed to be executed between the Company and the Debenture Trustee.
11. Public Issue Account Agreement dated March 25, 2021 executed between the Company, the Lead Managers, the Registrar, the Public Issue Account Bank, the Sponsor Bank and the Refund Bank.
12. Memorandum of Understanding dated March 25, 2021 executed between the Company, the Lead Managers and the Lead Brokers.

### **B. *Material Documents***

1. Certificate of Incorporation of the Company dated March 14, 1997, issued by Registrar of Companies, Kerala and Lakshadweep.
2. Memorandum and Articles of Association of the Company.
3. The certificate of registration No. N.16.00167 dated December 12, 2008 issued by Reserve Bank of India u/s 45 IA of the Reserve Bank of India, 1934.
4. Credit rating letter dated September 22, 2020, and further revalidated by letters dated October 08, 2020 and December 01, 2020.

5. Credit rating letter dated September 26, 2020 and further revalidated by letters dated October 09, 2020 and November 30, 2020.
6. Credit rating letter dated March 17, 2021 along with rating rationale from CRISIL granting credit ratings to the Secured NCDs.
7. Credit rating letter dated March 15, 2021 along with rating rationale from ICRA granting credit ratings to the Secured NCDs.
8. Copy of the NCD Committee Resolution dated September 30, 2020 approving the Issue.
9. Copy of the NCD Committee Resolution dated March 31, 2021 approving this Tranche III Prospectus.
10. Copy of the resolution passed by the NCD Committee dated October 14, 2020 appointing A.K. Capital Services Limited as the Lead Manager to the Issue.
11. Copy of the resolution passed by the Board of Directors dated February 14, 2020 approving the issuance to the public of Secured NCDs and unsecured redeemable non-convertible debentures of face value of ₹ 1,000 each, aggregating up to ₹ 60,000 million.
12. Resolution passed by the shareholders of the Company at the Annual General Meeting held on September 30, 2020 approving the increase of borrowing limits of the Company from Rs. 500,000 million to Rs. 750,000 million.
13. Consents of the Directors, the Lead Managers to the Issue, Chief Financial Officer, Company Secretary and Compliance Officer of our Company, Debenture Trustee, Statutory Auditor, Credit Rating Agencies for the Issue, ICRA Analytics Limited for the inclusion of the Industry report, Legal Advisor to the Issue, the Registrar to the Issue, Lead Brokers, the Public Issue Account Bank, Sponsor Bank and Refund Bank, to include their names in this Tranche III Prospectus.
14. The consent of the Statutory Auditors of our Company, namely Varma & Varma for inclusion of: (a) their names as the Statutory Auditors, (b) examination reports on Reformatted Financial Information in the form and context in which they appear in the Shelf Prospectus; (c) the statement of tax benefits available to the debenture holders in the form and context in which they appear in this Tranche III Prospectus; (d) report on limited review of unaudited standalone and consolidated results for the quarter and three months ended June 30, 2020; (e) report on limited review of unaudited standalone and consolidated results for the quarter and half year ended September 30, 2020 and (f) report on limited review of unaudited standalone and consolidated results for the quarter and nine months ended December 31, 2020.
15. The examination reports on the Reformatted Financial Information of the Statutory Auditors dated September 14, 2020 and the Reformatted Financial Information.
16. Limited review report dated August 19, 2020 and the unaudited standalone and consolidated financial results for the quarter and three months period ended June 30, 2020 of our Company.
17. Limited review report dated November 03, 2020 and the unaudited standalone and consolidated financial results for the quarter and half year ended September 30, 2020 of our Company.
18. Limited review report dated February 09, 2021 and the unaudited standalone and consolidated financial results for the quarter and nine months ended December 31, 2020 of our Company.
19. In-principle approval, dated October 16, 2020 for the Issue issued by the BSE.
20. Statement of tax benefits dated March 26, 2021 issued by our Statutory Auditors.
21. Annual Reports of the Company for the last five Financial Years 2015-16 to 2019-20.



22. Due Diligence certificate dated March 31, 2021 filed by the Lead Managers with SEBI.
23. Due diligence certificate dated March 30, 2021 by the Debenture Trustee.

**DECLARATION**

We, the Directors of the Company, certify that all the relevant provisions of the Companies Act, 2013, as applicable on the date of this Tranche III Prospectus and the guidelines issued by the Government of India or the guidelines issued by the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with. We further certify that the disclosures made in this Tranche III Prospectus are true and correct and in conformity with the Companies Act, 2013, Schedule I of SEBI (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and no statement made in this Tranche III Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956 or the Securities and Exchange Board of India Act, 1992 or rules, guidelines and circulars issued thereunder.

**SIGNED BY ALL DIRECTORS:**

George Thomas Muthoot  
Whole Time Director

George Jacob Muthoot  
Whole Time Director

George Alexander Muthoot  
Managing Director

Alexander M. George  
Whole Time Director

Jose Mathew  
Independent Director

Jacob Benjamin Koshy  
Independent Director




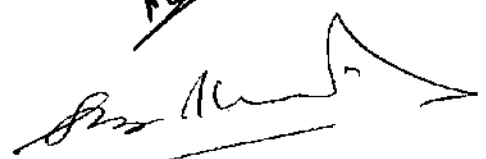

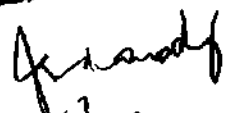

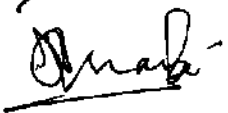

Ravindra Pisharody  
Independent Director

Vadakkakara Antony George  
Independent Director

Pratip Chaudhuri  
Independent Director

Usha Sunny  
Independent Director

Date: 31-03-2021  
Place: Kochi, India

  
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ICRA

ICRA Limited

CONFIDENTIAL

Ref: ICRA/HYD/MFL/NCD/RVL-18/2020-21/2509

September 26, 2020

Mr. Gounten K. Mammen  
Chief Financial Officer  
Muthoot Finance Limited  
Muthoot Chambers  
Opp. Saritha Theatre Complex  
Banerji Road, Ernakulam, Kerala - 682 018

Dear Sir,

Re: ICRA Credit rating for Rs. 15,681.31 crore Non-Convertible Debenture Programme of Muthoot Finance Limited (Instrument details in Annexure)

This is with reference to your email dated September 25, 2020, for re-validating your rating for the Non-Convertible Debenture Programme.

We confirm that the "[ICRA]AA" (pronounced ICRA double A) rating with a Stable outlook, assigned to the captioned Non-Convertible Debenture Programme of your company and last communicated to you vide our letter dated September 15, 2020 and September 25, 2020 stands. Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk. Within this category rating modifier ("+" (plus) or "-" (minus)) can be used with the rating symbols. The modifier reflects the comparative standing within the category.

The other terms and conditions for the credit rating of the aforementioned instrument shall remain the same vide our letters Ref: ICRA/HYD/MFL-70/2020-21/2509 dated September 25, 2020, Ref: ICRA/HYD/MFL-250/2020-21/0604/A dated April 07, 2020 and Ref: ICRA/HYD/MFL/NCD/RVL-11/2019-20/0702 dated February 11, 2020.

The rating, as aforesaid, however, should not be treated as a recommendation to buy, sell or hold long term debt/non-convertible debenture to be issued by you.

We look forward to further strengthening our existing relationship and assure you of our best services.

With kind regards,

Yours sincerely,  
For ICRA Limited

(K Ravichandran)  
Senior Vice President & Group Head - Corporate Ratings  
Email: ravichandran@icraIndia.com

Karumatti Centre, 5<sup>th</sup> Floor  
834, Anna Salai, Nandanam  
Chennai 600035

Tel : +91 44 45984300  
CIN : L74690OL1801PL0042740

Website : www.icra.in  
Email : info@icraIndia.com  
Helpdesk : +91 11 23927046

Registered Office : 1105, Kallash Building, 11<sup>th</sup> Floor, 20 Kasturba Gandhi Marg, New Delhi - 110001. Tel : +91 11 23927046

**RATING • RESEARCH • INFORMATION**



ICRA

Annexure

LIST OF ALL INSTRUMENT RATED

ISIN	Instrument Name	Amount Rated (Rs. crore)	Current Rating and Outlook
INE414G07977	NCD	2.35	[ICRA]AA(Stable)
INE414G07AA9	NCD	2.38	[ICRA]AA(Stable)
INE414G07AE1	NCD	1.27	[ICRA]AA(Stable)
INE414G07AH4	NCD	1.15	[ICRA]AA(Stable)
INE414G07AK8	NCD	0.98	[ICRA]AA(Stable)
INE414G07AO0	NCD	1.07	[ICRA]AA(Stable)
INE414G07BC3	NCD	1.75	[ICRA]AA(Stable)
INE414G07BF6	NCD	1.26	[ICRA]AA(Stable)
INE414G07BQ3	NCD	11.13	[ICRA]AA(Stable)
INE414G07BT7	NCD	82.5	[ICRA]AA(Stable)
INE414G07BZ4	NCD	68.68	[ICRA]AA(Stable)
INE414G07CC1	NCD	1,420.43	[ICRA]AA(Stable)
INE414G07CH0	NCD	38.03	[ICRA]AA(Stable)
INE414G07CA5	NCD	61.18	[ICRA]AA(Stable)
INE414G07CD9	NCD	190.56	[ICRA]AA(Stable)
INE414G07CI8	NCD	11.98	[ICRA]AA(Stable)
INE414G07CL2	NCD	71.61	[ICRA]AA(Stable)
INE414G07CP3	NCD	8.80	[ICRA]AA(Stable)
INE414G07CJ6	NCD	27.11	[ICRA]AA(Stable)
INE414G07CM0	NCD	1,862.45	[ICRA]AA(Stable)
INE414G07CQ1	NCD	19.73	[ICRA]AA(Stable)
INE414G07CK4	NCD	56.51	[ICRA]AA(Stable)
INE414G07CN8	NCD	721.85	[ICRA]AA(Stable)
INE414G07CR9	NCD	205.55	[ICRA]AA(Stable)
INE414G07CY5	NCD	36.01	[ICRA]AA(Stable)
INE414G07DB1	NCD	40.12	[ICRA]AA(Stable)
INE414G07DE5	NCD	79.28	[ICRA]AA(Stable)
INE414G07CZ2	NCD	151.74	[ICRA]AA(Stable)
INE414G07DC9	NCD	79.45	[ICRA]AA(Stable)
INE414G07DF2	NCD	73.71	[ICRA]AA(Stable)
INE414G07DA3	NCD	46.75	[ICRA]AA(Stable)
INE414G07DD7	NCD	110.64	[ICRA]AA(Stable)
INE414G07DG0	NCD	91.76	[ICRA]AA(Stable)
INE414G07DH8	NCD	72.76	[ICRA]AA(Stable)
INE414G07DK2	NCD	94.59	[ICRA]AA(Stable)
INE414G07DN6	NCD	30.29	[ICRA]AA(Stable)
INE414G07D16	NCD	87.16	[ICRA]AA(Stable)
INE414G07DL0	NCD	71.27	[ICRA]AA(Stable)
INE414G07DO4	NCD	157.29	[ICRA]AA(Stable)
INE414G07DJ4	NCD	105.81	[ICRA]AA(Stable)
INE414G07DM8	NCD	179.47	[ICRA]AA(Stable)
INE414G07DP1	NCD	20.82	[ICRA]AA(Stable)
INE414G07DQ9	NCD	32.24	[ICRA]AA(Stable)



ICRA

ISIN	Instrument Name	Amount Rated (Rs. crore)	Current Rating and Outlook
INE414G07DT3	NCD	45.56	[ICRA]AA(Stable)
INE414G07DU1	NCD	53.73	[ICRA]AA(Stable)
INE414G07DV9	NCD	89.82	[ICRA]AA(Stable)
INE414G07DW7	NCD	54.83	[ICRA]AA(Stable)
INE414G07DX5	NCD	40.99	[ICRA]AA(Stable)
INE414G07DY3	NCD	53.62	[ICRA]AA(Stable)
INE414G07DZ0	NCD	26.05	[ICRA]AA(Stable)
INE414G07EA1	NCD	38.02	[ICRA]AA(Stable)
INE414G07EB9	NCD	14.00	[ICRA]AA(Stable)
INE414G07EC7	NCD	43.20	[ICRA]AA(Stable)
INE414G07EH6	NCD	63.80	[ICRA]AA(Stable)
INE414G07EI4	NCD	54.69	[ICRA]AA(Stable)
INE414G07EJ2	NCD	81.83	[ICRA]AA(Stable)
INE414G07EK0	NCD	285.72	[ICRA]AA(Stable)
INE414G07EL8	NCD	117.08	[ICRA]AA(Stable)
INE414G07EM6	NCD	54.38	[ICRA]AA(Stable)
INE414G07ED5	NCD	34.47	[ICRA]AA(Stable)
INE414G07EE3	NCD	40.78	[ICRA]AA(Stable)
INE414G07EF0	NCD	12.66	[ICRA]AA(Stable)
INE414G07EG8	NCD	44.60	[ICRA]AA(Stable)
Unallocated	NCD <sup>1</sup>	4,000.01	[ICRA]AA(Stable)
INE414G07CS7	NCD (private)	175.00	[ICRA]AA(Stable)
INE414G07CT5	NCD (private)	250.00	[ICRA]AA(Stable)
INE414G07CU3	NCD (private)	12.00	[ICRA]AA(Stable)
INE414G07CV1	NCD (private)	8.00	[ICRA]AA(Stable)
INE414G07CW9	NCD (private)	90.00	[ICRA]AA(Stable)
INE414G07CX7	NCD (private)	40.00	[ICRA]AA(Stable)
INE414G07DR7	NCD (private)	550.00	[ICRA]AA(Stable)
INE414G07DS5	NCD (private)	200.00	[ICRA]AA(Stable)
INE414G07EN4	NCD (private)	250.00	[ICRA]AA(Stable)
INE414G07EO2	NCD (private)	250.00	[ICRA]AA(Stable)
INE414G07ET1	NCD (private)	125.00	[ICRA]AA(Stable)
INE414G07EX3	NCD (private)	100.00	[ICRA]AA(Stable)
Unallocated	NCD (private) <sup>2</sup>	1,950.00	[ICRA]AA(Stable)
<b>Total Non-Convertible Debentures</b>		<b>15,681.31</b>	

<sup>1</sup>Public issue - Yet to be placed

<sup>2</sup>Private issue - Yet to be placed



ICRA

ICRA Limited

**CONFIDENTIAL**

Ref: ICRA/HYD/MFL/NCD/RVL-19/2020-21/2509

October 9, 2020

Mr. Oommen K. Mammen  
Chief Financial Officer  
Muthoot Finance Limited  
Muthoot Chambers  
Opp. Saritha Theatre Complex  
Banerji Road, Ernakulam, Kerala - 682 018

Dear Sir,

Re: ICRA Credit rating for Rs.15,681.31 crore Non-Convertible Debenture Programme of Muthoot Finance Limited (instrument details in Annexure)

This is with reference to your email dated October 8, 2020, for re-validating your rating for the Non-Convertible Debenture Programme.

We confirm that the "[ICRA]AA" (pronounced ICRA double A) rating with a Stable outlook, assigned to the captioned Non-Convertible Debenture Programme of your company and last communicated to you vide our letter dated September 26, 2020 stands. Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk. Within this category rating modifier {"+" (plus) or "-" (minus)} can be used with the rating symbols. The modifier reflects the comparative standing within the category.

The other terms and conditions for the credit rating of the aforementioned instrument shall remain the same vide our letters Ref: ICRA/HYD/MFL-70/2020-21/2509 dated September 25, 2020, Ref: ICRA/HYD/MFL-250/2020-21/0604/A dated April 07, 2020 and Ref: ICRA/HYD/MFL/NCD/RVL-11/2019-20/0702 dated February 11, 2020.

The rating, as aforesaid, however, should not be treated as a recommendation to buy, sell or hold long term debt/non-convertible debenture to be issued by you.

We look forward to further strengthening our existing relationship and assure you of our best services.

With kind regards,

Yours sincerely,  
For ICRA Limited

(R Srinivasan)  
Vice President  
Email: r.srinivasan@icraindia.com

Karumathu Centre, 3<sup>rd</sup> Floor  
634, Anna Salai, Nandanam  
Chennai 600085

Tel : +91.44.40864300  
CIN: L74606DL1997PLC042749

Website : www.icra.in  
Email : info@icraindia.com  
Helpline : +91.124.2606938

Registered Office : 110A, Kasturba Building, 11<sup>th</sup> Floor, 29 Kasturba Gandhi Marg, New Delhi - 110001. Tel : +91.11.23857048-49

**RATING • RESEARCH • INFORMATION**



ICRA

Annexure

LIST OF ALL INSTRUMENT RATED

ISIN	Instrument Name	Amount Rated (Rs. crore)	Current Rating and Outlook
INE414G07977	NCD	2.35	[ICRA]AA(Stable)
INB414G07AA9	NCD	2.38	[ICRA]AA(Stable)
INE414G07AE1	NCD	1.27	[ICRA]AA(Stable)
INE414G07AH4	NCD	1.15	[ICRA]AA(Stable)
INE414G07AK8	NCD	0.98	[ICRA]AA(Stable)
INE414G07AO0	NCD	1.07	[ICRA]AA(Stable)
INE414G07BC3	NCD	1.75	[ICRA]AA(Stable)
INE414G07BF6	NCD	1.26	[ICRA]AA(Stable)
INE414G07BQ3	NCD	11.13	[ICRA]AA(Stable)
INE414G07BT7	NCD	82.5	[ICRA]AA(Stable)
INE414G07BZA	NCD	68.68	[ICRA]AA(Stable)
INE414G07CC1	NCD	1,420.43	[ICRA]AA(Stable)
INE414G07CH0	NCD	38.03	[ICRA]AA(Stable)
INE414G07CA5	NCD	61.18	[ICRA]AA(Stable)
INE414G07CD9	NCD	190.56	[ICRA]AA(Stable)
INE414G07C18	NCD	11.98	[ICRA]AA(Stable)
INE414G07CL2	NCD	71.61	[ICRA]AA(Stable)
INE414G07CP3	NCD	8.80	[ICRA]AA(Stable)
INE414G07CJ6	NCD	27.11	[ICRA]AA(Stable)
INE414G07CM0	NCD	1,862.45	[ICRA]AA(Stable)
INE414G07CQ1	NCD	19.73	[ICRA]AA(Stable)
INE414G07CK4	NCD	56.51	[ICRA]AA(Stable)
INE414G07CN8	NCD	721.85	[ICRA]AA(Stable)
INE414G07CR9	NCD	205.55	[ICRA]AA(Stable)
INE414G07CY5	NCD	36.01	[ICRA]AA(Stable)
INE414G07DB1	NCD	40.12	[ICRA]AA(Stable)
INE414G07DE5	NCD	79.28	[ICRA]AA(Stable)
INE414G07CZ2	NCD	151.74	[ICRA]AA(Stable)
INE414G07DC9	NCD	79.45	[ICRA]AA(Stable)
INE414G07DF2	NCD	73.71	[ICRA]AA(Stable)
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INE414G07DH8	NCD	72.76	[ICRA]AA(Stable)
INE414G07DK2	NCD	94.59	[ICRA]AA(Stable)
INE414G07DN6	NCD	30.29	[ICRA]AA(Stable)
INE414G07DI6	NCD	87.16	[ICRA]AA(Stable)
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INE414G07DO4	NCD	157.29	[ICRA]AA(Stable)
INE414G07DJ4	NCD	105.81	[ICRA]AA(Stable)
INE414G07DM8	NCD	179.47	[ICRA]AA(Stable)
INE414G07DP1	NCD	20.82	[ICRA]AA(Stable)
INE414G07DQ9	NCD	32.24	[ICRA]AA(Stable)



ICRA

ISIN	Instrument Name	Amount Rated (Rs. crore)	Current Rating and Outlook
INE414G07DT3	NCD	45.56	[ICRA]AA(Stable)
INE414G07DU1	NCD	53.73	[ICRA]AA(Stable)
INE414G07DV9	NCD	89.82	[ICRA]AA(Stable)
INE414G07DW7	NCD	54.83	[ICRA]AA(Stable)
INE414G07DX5	NCD	40.99	[ICRA]AA(Stable)
INE414G07DY3	NCD	53.62	[ICRA]AA(Stable)
INE414G07DZ0	NCD	26.05	[ICRA]AA(Stable)
INE414G07EA1	NCD	38.02	[ICRA]AA(Stable)
INE414G07EB9	NCD	14.00	[ICRA]AA(Stable)
INE414G07EC7	NCD	43.20	[ICRA]AA(Stable)
INE414G07EH6	NCD	63.80	[ICRA]AA(Stable)
INE414G07EI4	NCD	54.69	[ICRA]AA(Stable)
INE414G07EJ2	NCD	81.83	[ICRA]AA(Stable)
INE414G07EK0	NCD	285.72	[ICRA]AA(Stable)
INE414G07EL8	NCD	117.08	[ICRA]AA(Stable)
INE414G07EM6	NCD	54.38	[ICRA]AA(Stable)
INE414G07ED5	NCD	34.47	[ICRA]AA(Stable)
INE414G07EE3	NCD	40.78	[ICRA]AA(Stable)
INE414G07EF0	NCD	12.66	[ICRA]AA(Stable)
INE414G07EG8	NCD	44.60	[ICRA]AA(Stable)
Unallocated	NCD*	4,000.01	[ICRA]AA(Stable)
INE414G07CS7	NCD (private)	175.00	[ICRA]AA(Stable)
INE414G07CT5	NCD (private)	250.00	[ICRA]AA(Stable)
INE414G07CU3	NCD (private)	12.00	[ICRA]AA(Stable)
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INE414G07EX3	NCD (private)	100.00	[ICRA]AA(Stable)
Unallocated	NCD (private)**	1,950.00	[ICRA]AA(Stable)
<b>Total Non-Convertible Debentures</b>		<b>15,681.31</b>	

\*Public Issue - Yet to be placed

\*\*Private Issue - Yet to be placed





ICRA

ICRA Limited

**CONFIDENTIAL**

Ref: ICRA/HYD/MFL/NCD/RVL-20/2020-21/3011

November 30, 2020

Mr. Dammen K. Mammen  
Chief Financial Officer  
Muthoot Finance Limited  
Muthoot Chambers  
Opp. Saritha Theatre Complex  
Banerji Road, Ernakulam, Kerala - 682 018

Dear Sir,

**Re: ICRA Credit rating for Rs. 15,481.31 crore Non-Convertible Debenture Programme of Muthoot Finance Limited (instrument details in Annexure)**

This is with reference to your email dated November 27, 2020, for re-validating your rating for the Non-Convertible Debenture Programme.

We confirm that the "[ICRA]AA" (pronounced ICRA double A) rating with a Stable outlook, assigned to the captioned Non-Convertible Debenture Programme of your company and last communicated to you vide our letter dated October 9, 2020 stands. Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk. Within this category rating modifier {"+" (plus) or "-." (minus)} can be used with the rating symbols. The modifier reflects the comparative standing within the category.

The other terms and conditions for the credit rating of the aforementioned instrument shall remain the same vide our letters Ref: ICRA/HYD/MFL-70/2020-21/2509 dated September 25, 2020, Ref: ICRA/HYD/MFL-250/2020-21/0604/A dated April 07, 2020 and Ref: ICRA/HYD/MFL/NCD/RVL-11/2019-20/0702 dated February 11, 2020.

The rating, as aforesaid, however, should not be treated as a recommendation to buy, sell or hold long term debt/non-convertible debenture to be issued by you.

We look forward to further strengthening our existing relationship and assure you of our best services.

With kind regards,

Yours sincerely,

For ICRA Limited

SRINIVASAN  
RANGASWAMY

(R Srinivasan)

Vice President

Email: r.srinivasan@icraindia.com

Karumuttu Centre, 5<sup>th</sup> Floor  
#34, Anna Salai, Nandambam  
Chennai 600093

Tel : +91.44.45964300  
CIN : L74999DL1991PLC042749

Website : www.icra.in  
Email : info@icraindia.com  
Helpline : +91.194.3899444

Registered Office : 1105, Kallesh Building, 11<sup>th</sup> Floor, 26 Kasturba Gandhi Marg, New Delhi - 110031, Tel. : +91.11.23067846-48

**RATING • RESEARCH • INFORMATION**



ICRA

Annexure

LIST OF ALL INSTRUMENT RATED

ISIN	Instrument Name	Amount Rated (Rs. crore)	Current Rating and Outlook
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INE414G07CN8	NCD	721.85	[ICRA]AA(Stable)
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INE414G07CY5	NCD	36.01	[ICRA]AA(Stable)
INE414G07DB1	NCD	40.12	[ICRA]AA(Stable)
INE414G07DE5	NCD	79.28	[ICRA]AA(Stable)
INE414G07CZ2	NCD	151.74	[ICRA]AA(Stable)
INE414G07DC9	NCD	79.45	[ICRA]AA(Stable)
INE414G07DF2	NCD	73.71	[ICRA]AA(Stable)
INE414G07DA3	NCD	46.75	[ICRA]AA(Stable)
INE414G07DD7	NCD	110.64	[ICRA]AA(Stable)
INE414G07DG0	NCD	91.76	[ICRA]AA(Stable)
INE414G07DH8	NCD	72.76	[ICRA]AA(Stable)
INE414G07DK2	NCD	94.59	[ICRA]AA(Stable)
INE414G07DN6	NCD	30.29	[ICRA]AA(Stable)
INE414G07DI6	NCD	87.16	[ICRA]AA(Stable)
INE414G07DL0	NCD	71.27	[ICRA]AA(Stable)
INE414G07DO4	NCD	157.29	[ICRA]AA(Stable)
INE414G07DJ4	NCD	105.81	[ICRA]AA(Stable)
INE414G07DM8	NCD	179.47	[ICRA]AA(Stable)
INE414G07DP1	NCD	20.82	[ICRA]AA(Stable)
INE414G07DQ9	NCD	32.24	[ICRA]AA(Stable)



ICRA

ISIN	Instrument Name	Amount Rated (Rs. crore)	Current Rating and Outlook
INE414G07DT3	NCD	45.56	[ICRA]AA(Stable)
INE414G07DU1	NCD	53.73	[ICRA]AA(Stable)
INE414G07DV9	NCD	89.82	[ICRA]AA(Stable)
INE414G07DW7	NCD	54.83	[ICRA]AA(Stable)
INE414G07DX5	NCD	40.99	[ICRA]AA(Stable)
INE414G07DY3	NCD	53.62	[ICRA]AA(Stable)
INE414G07DZ0	NCD	26.05	[ICRA]AA(Stable)
INE414G07EA1	NCD	38.02	[ICRA]AA(Stable)
INE414G07EB9	NCD	14.00	[ICRA]AA(Stable)
INE414G07EC7	NCD	43.20	[ICRA]AA(Stable)
INE414G07EC7	NCD	63.80	[ICRA]AA(Stable)
INE414G07EF6	NCD	54.69	[ICRA]AA(Stable)
INE414G07EI4	NCD	81.83	[ICRA]AA(Stable)
INE414G07EJ2	NCD	285.72	[ICRA]AA(Stable)
INE414G07EK0	NCD	117.08	[ICRA]AA(Stable)
INE414G07EL8	NCD	54.38	[ICRA]AA(Stable)
INE414G07EM6	NCD	34.47	[ICRA]AA(Stable)
INE414G07ED5	NCD	40.78	[ICRA]AA(Stable)
INE414G07EE3	NCD	12.66	[ICRA]AA(Stable)
INE414G07EF0	NCD	44.60	[ICRA]AA(Stable)
INE414G07EG8	NCD	44.6	[ICRA]AA(Stable)
INE414G07EG8	NCD	24.04	[ICRA]AA(Stable)
INE414G07FD2	NCD	37.32	[ICRA]AA(Stable)
INE414G07FE0	NCD	1773.85	[ICRA]AA(Stable)
INE414G07FF7	NCD	75.71	[ICRA]AA(Stable)
INE414G07FG5	NCD	59.55	[ICRA]AA(Stable)
INE414G07FH3	NCD	29.52	[ICRA]AA(Stable)
INE414G07FI1	NCD	2,000.01	[ICRA]AA(Stable)
Unallocated	NCD	175.00	[ICRA]AA(Stable)
INE414G07CS7	NCD (private)	250.00	[ICRA]AA(Stable)
INE414G07CT5	NCD (private)	12.00	[ICRA]AA(Stable)
INE414G07CU3	NCD (private)	8.00	[ICRA]AA(Stable)
INE414G07CV1	NCD (private)	90.00	[ICRA]AA(Stable)
INE414G07CW9	NCD (private)	40.00	[ICRA]AA(Stable)
INE414G07CX7	NCD (private)	550.00	[ICRA]AA(Stable)
INE414G07DR7	NCD (private)	200.00	[ICRA]AA(Stable)
INE414G07DS5	NCD (private)	250.00	[ICRA]AA(Stable)
INE414G07EN4	NCD (private)	250.00	[ICRA]AA(Stable)
INE414G07EO2	NCD (private)	125.00	[ICRA]AA(Stable)
INE414G07ET1	NCD (private)	100.00	[ICRA]AA(Stable)
INE414G07EX3	NCD (private)	460.00	[ICRA]AA(Stable)
INE414G07FC4	NCD (private)	1,490.00	[ICRA]AA(Stable)
Unallocated	NCD (private)	15,681.31	
<b>Total Non-Convertible Debentures</b>			

\*Public Issue - Yet to be placed  
 \*\*Private Issue - Yet to be placed



ICRA

ICRA Limited

Ref: ICRA/HYD/MFL/NCD/2020-21/1203/A

Date: March 15, 2021

Mr. Gommen K. Mammen  
Chief Financial Officer  
Muthoot Finance Limited  
Muthoot Chambers, Opp. Saritha Theatre Complex  
Banerji Road, Emakulam  
Kerala - 682 018

Dear Sir,

Re: ICRA Credit Rating for Rs. 13,785.58 crore Non-Convertible Debenture (NCD) Programme of Muthoot Finance Limited

In terms of the Rating Agreement executed between Muthoot Finance Limited and ICRA Limited (ICRA), ICRA is required to review the rating, on an annual basis, or as and when the circumstances so warrant.

Please note that the Rating Committee of ICRA, after due consideration of the latest development in your company, has revised the rating of your non-convertible debenture (NCD) to [ICRA]AA+ (pronounced as [ICRA] Double A Plus). Instruments with [ICRA]AA+ rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk. The modifier + (plus) appended to the rating symbols indicate their relative position within the rating levels concerned. The outlook on the long-term rating is Stable.

In any of your publicity material or other document wherever you are using above rating, it should be stated as [ICRA]AA+(Stable).

This rating is specific to the terms and conditions of the proposed issue as was indicated to us by you and any change in the terms or size of the issue would require the rating to be reviewed by us. If there is any change in the terms and conditions or size of the instrument rated, as above, the same must be brought to our notice before the issue of the instrument. If there is any such change after the rating is assigned by us and accepted by you, it would be subject to our review and may result in change in the rating assigned.

ICRA reserves the right to review and/ or, revise the above rating at any time on the basis of new information or unavailability of information or such other circumstances, which ICRA believes, may have an impact on the rating assigned to you.

The rating, as aforesaid, however, should not be treated as a recommendation to buy, sell or hold the instruments issued by you.

You are also requested to forthwith inform us about any default or delay in repayment of interest or principal amount of the instrument rated, as above, or any other debt instruments/ borrowing and keep us informed of any other developments which may have a direct or indirect impact on the debt servicing capability of the company including any proposal for re-scheduling or postponement of the repayment programmes of the dues/ debts of the company with any lender(s) / investor(s). Further, you are requested to inform us immediately as and when the borrowing limit for the instrument rated, as above, or as prescribed by the regulatory authority(ies) is exceeded.

We thank you for your kind cooperation extended during the course of the rating exercise. Please let us know if you need any clarification. We look forward to further strengthening our existing relationship and assure you of our best services.

With kind regards,  
Yours sincerely,  
For ICRA Limited

KARTHIK SRINIVASAN  
2021.03.16 19:59:59 +05'30'

KARTHIK SRINIVASAN  
Senior Vice President  
[karthiks@icraindia.com](mailto:karthiks@icraindia.com)

Electric Mansion, 3<sup>rd</sup> Floor  
Appasaheb Marathe Marg  
Prabhadevi, Mumbai-400026

Tel : +91.22.91693300  
CIN : L74899DL1991PLC042749

Website : [www.icra.in](http://www.icra.in)  
Email : [info@icraindia.com](mailto:info@icraindia.com)  
Helpline : +91.9894738606

Registered Office : 1105, Kalash Building, 11<sup>th</sup> Floor, 28 Kasturba Gandhi Marg, New Delhi - 110001. Tel : +91.11.26357940-45

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ICRA Limited

Annexure

List of all Instrument rated (with amount outstanding)

Rated Instrument	Rated Amount (In Rs. crore)	Amount Outstanding (In Rs. crore)	Rating
NCD (public placement)			
INE414G07BC3	1.75	1.75	[ICRA]AA+(Stable)
INE414G07BF6	1.26	1.26	[ICRA]AA+(Stable)
INE414G07BQ3	11.13	11.13	[ICRA]AA+(Stable)
INE414G07BT7	82.50	82.50	[ICRA]AA+(Stable)
INE414G07CA5	61.18	61.18	[ICRA]AA+(Stable)
INE414G07CD9	190.56	190.56	[ICRA]AA+(Stable)
INE414G07CJ6	27.11	27.11	[ICRA]AA+(Stable)
INE414G07CM0	1862.45	1862.45	[ICRA]AA+(Stable)
INE414G07CQ1	19.73	19.73	[ICRA]AA+(Stable)
INE414G07CK4	56.51	56.51	[ICRA]AA+(Stable)
INE414G07CN8	721.85	721.85	[ICRA]AA+(Stable)
INE414G07CR9	205.55	205.55	[ICRA]AA+(Stable)
INE414G07CY5	36.01	36.01	[ICRA]AA+(Stable)
INE414G07DB1	40.12	40.12	[ICRA]AA+(Stable)
INE414G07DE5	79.28	79.28	[ICRA]AA+(Stable)
INE414G07CZ2	151.74	151.74	[ICRA]AA+(Stable)
INE414G07DC9	79.45	79.45	[ICRA]AA+(Stable)
INE414G07DF2	73.71	73.71	[ICRA]AA+(Stable)
INE414G07DA3	46.75	46.75	[ICRA]AA+(Stable)
INE414G07DD7	110.84	110.84	[ICRA]AA+(Stable)
INE414G07DG0	91.76	91.76	[ICRA]AA+(Stable)
INE414G07DH8	72.76	72.76	[ICRA]AA+(Stable)
INE414G07DK2	94.59	94.59	[ICRA]AA+(Stable)
INE414G07DN6	30.29	30.29	[ICRA]AA+(Stable)
INE414G07DI6	87.16	87.16	[ICRA]AA+(Stable)
INE414G07DL0	71.27	71.27	[ICRA]AA+(Stable)
INE414G07DO4	157.29	157.29	[ICRA]AA+(Stable)
INE414G07DJ4	105.81	105.81	[ICRA]AA+(Stable)
INE414G07DM8	179.47	179.47	[ICRA]AA+(Stable)
INE414G07DP1	20.82	20.82	[ICRA]AA+(Stable)
INE414G07DQ9	32.24	32.24	[ICRA]AA+(Stable)
INE414G07DT3	45.56	45.56	[ICRA]AA+(Stable)
INE414G07DU1	53.73	53.73	[ICRA]AA+(Stable)
INE414G07DV9	89.82	89.82	[ICRA]AA+(Stable)
INE414G07DW7	54.83	54.83	[ICRA]AA+(Stable)
INE414G07DX5	40.99	40.99	[ICRA]AA+(Stable)
INE414G07DY3	53.62	53.62	[ICRA]AA+(Stable)
INE414G07DZ0	26.05	26.05	[ICRA]AA+(Stable)
INE414G07EA1	38.02	38.02	[ICRA]AA+(Stable)



ICRA

ICRA Limited

Rated Instrument	Rated Amount (In Rs. crore)	Amount Outstanding (In Rs. crore)	Rating
INE414G07EB9	14.00	14.00	[ICRA]AA+(Stable)
INE414G07EC7	43.20	43.20	[ICRA]AA+(Stable)
INE414G07EH6	63.80	63.60	[ICRA]AA+(Stable)
INE414G07EI4	54.69	54.69	[ICRA]AA+(Stable)
INE414G07EJ2	81.83	81.83	[ICRA]AA+(Stable)
INE414G07EK0	285.72	285.72	[ICRA]AA+(Stable)
INE414G07EL8	117.08	117.08	[ICRA]AA+(Stable)
INE414G07EM6	54.38	54.38	[ICRA]AA+(Stable)
INE414G07ED5	34.47	34.47	[ICRA]AA+(Stable)
INE414G07EE3	40.78	40.78	[ICRA]AA+(Stable)
INE414G07EF0	12.66	12.66	[ICRA]AA+(Stable)
INE414G07EG8	44.60	44.60	[ICRA]AA+(Stable)
INE414G07FD2	24.04	24.04	[ICRA]AA+(Stable)
INE414G07FE0	37.32	37.32	[ICRA]AA+(Stable)
INE414G07FF7	1773.86	1773.86	[ICRA]AA+(Stable)
INE414G07FG6	75.71	75.71	[ICRA]AA+(Stable)
INE414G07FH3	59.55	59.55	[ICRA]AA+(Stable)
INE414G07FI1	29.52	29.52	[ICRA]AA+(Stable)
INE414G07FJ9	43.30	43.30	[ICRA]AA+(Stable)
INE414G07FK7	43.03	43.03	[ICRA]AA+(Stable)
INE414G07FL5	62.69	62.69	[ICRA]AA+(Stable)
INE414G07FM3	55.38	55.38	[ICRA]AA+(Stable)
INE414G07FN1	43.62	43.62	[ICRA]AA+(Stable)
INE414G07FO9	44.96	44.96	[ICRA]AA+(Stable)
Unallocated	1707.03	1707.03	[ICRA]AA+(Stable)
<b>Sub-total (NCD-public placement)</b>	<b>10,052.58</b>	<b>10,052.58</b>	
<b>NCD (private placement)</b>			
INE414G07CS7	175.00	175.00	[ICRA]AA+(Stable)
INE414G07CW9	90.00	90.00	[ICRA]AA+(Stable)
INE414G07CX7	40.00	40.00	[ICRA]AA+(Stable)
INE414G07DR7	550.00	550.00	[ICRA]AA+(Stable)
INE414G07DS5	200.00	200.00	[ICRA]AA+(Stable)
INE414G07EN4	250.00	250.00	[ICRA]AA+(Stable)
INE414G07EO2	250.00	250.00	[ICRA]AA+(Stable)
INE414G07ET1	125.00	125.00	[ICRA]AA+(Stable)
INE414G07EX3	100.00	100.00	[ICRA]AA+(Stable)
INE414G07FC4	460.00	460.00	[ICRA]AA+(Stable)
Unallocated	1490.00	1490.00	[ICRA]AA+(Stable)
<b>Sub-total (NCD-private placement)</b>	<b>3,730.00</b>	<b>3,730.00</b>	
<b>Grand total</b>	<b>13,782.58</b>	<b>13,782.58</b>	

March 16, 2021

## Muthoot Finance Limited: Long-term rating upgraded to [ICRA]AA+(Stable); Short-term rating reaffirmed and rated amount enhanced

### Summary of rating action

Instrument <sup>1</sup>	Previous Rated Amount (Rs. crore)	Current Rated Amount (Rs. crore)	Rating Action
Non-convertible Debenture Programme (public placement)	10,052.58	10,052.58	[ICRA]AA+(Stable); upgraded from [ICRA]AA(Stable)
	1,628.73	-	[ICRA]AA+(Stable); upgraded from [ICRA]AA(Stable) and withdrawn
Non-convertible Debenture Programme (private placement)	3,730.00	3,730.00	[ICRA]AA+(Stable); upgraded from [ICRA]AA(Stable)
	270.00	-	[ICRA]AA+(Stable); upgraded from [ICRA]AA(Stable) and withdrawn
Long-term Fund-based Bank Facility / CC	10,397.00 <sup>a</sup>	13,297.00 <sup>ab</sup>	[ICRA]AA+(Stable); upgraded from [ICRA]AA(Stable) / assigned
Short-term Fund-based Bank Facilities	14,838.00 <sup>a</sup>	18,988.00 <sup>ab</sup>	[ICRA]A1+; reaffirmed/assigned
Term Loans	5,040.00	5,990.00	[ICRA]AA+(Stable); upgraded from [ICRA]AA(Stable) / assigned
Subordinated Debenture Programme	418.05	418.05	[ICRA]AA+(Stable); upgraded from [ICRA]AA(Stable)
	55.79	-	[ICRA]AA+(Stable); upgraded from [ICRA]AA(Stable) and withdrawn
Commercial Paper Programme	5,000.00	5,000.00	[ICRA]A1+; reaffirmed
<b>Total</b>	<b>42,670.15</b>	<b>45,715.63</b>	

<sup>1</sup>Instrument details are provided in Annexure-1

<sup>a</sup>Long-term and short-term fund-based limits include an interchangeable limit of Rs. 8,750 crore; total rated bank facilities stand at Rs. 21,515 crore (including Rs. 5,040.0-crore term loans)

<sup>ab</sup>Long-term and short-term fund-based limits include an interchangeable limit of Rs. 11,760 crore; total rated bank facilities stand at Rs. 28,515 crore (including Rs. 5,990.0-crore term loans)

### Rationale

The rating upgrade factors in the sustained healthy financial performance of Muthoot Finance Limited (MFL) along with the scale-up in the overall portfolio, which was largely led by the gold loan business. MFL's gold loan book has more than doubled over the last 5 years to Rs. 49,622 crore as of December 2020 and accounted for about 90% of its overall consolidated portfolio. The credit costs in the gold loan business have been under control, uplifting the consolidated earnings performance (PAT/AMA<sup>1</sup> in the range of 5.5-6.5% during FY2018 to 9M FY2021). ICRA expects the consolidated earnings performance to remain healthy as gold loans would account for about 85-90% of the overall lending portfolio. MFL's capitalisation profile, characterised by a consolidated managed gearing of 3.5 times as of December 2020 (range of 3.0-3.5 times over the last 3-4 years), is also expected to remain comfortable over the medium term supported by its expected healthy accruals.

The ratings continue to factor in MFL's long track record and its leadership position in the gold loan segment, its established franchise with a pan-India branch network, and its efficient internal controls and monitoring systems. MFL's ability to raise

<sup>1</sup> Net profit on average managed assets

funds from diverse sources, its current on-balance sheet liquidity and the short-term nature of the loans result in a strong liquidity profile. ICRA, however, takes note of the performance of the non-gold segments in the consolidated portfolio, which are of a relatively lower vintage; the sustained good quality growth and earnings performance of these segments would remain a monitorable. Some of the asset segments, namely microfinance (5% of the consolidated AUM<sup>2</sup> as of December 2020), vehicle finance (0.8%) and affordable housing (3%) faced higher 90+ days past due (dpd) of 5.5%, 9.2% and 6.8%, respectively, vis-à-vis 1.3% in the gold loan segment. Also, in view of the expected portfolio risks post the Covid-19 pandemic, these segments faced portfolio contraction (vehicle finance and affordable housing) or growth moderation (microfinance) in 9M FY2021 vis-à-vis gold loans, which grew at 29% (annualised) during this period. ICRA also takes note of the geographical concentration of the branches and the loan book in South India. South India accounts for 60% of MFL's gold loan branches, contributing about 49% to the gold loan book. A demonstrated performance track record in the non-gold segments and a steady improvement in geographical diversity would be key, going forward, from a rating perspective.

The Stable outlook factors in ICRA's expectation that MFL will continue to benefit from its established operational track record in the gold loan business, which is expected to account for about 85-90% of the consolidated AUM over the medium term, and its comfortable overall financial risk profile.

ICRA has also upgraded and withdrawn the long-term rating on the Rs. 1,898.73-crore non-convertible debenture (NCD) programme and the Rs. 55.79-crore subordinated debt programme in accordance with ICRA's policy on the withdrawal of credit ratings as the instruments have matured and are fully repaid.

## Key rating drivers and their description

### Credit strengths

**Established franchise and leadership position in gold loan segment** – MFL has a track record of around two decades in the gold loan business and is India's largest gold loan focussed non-banking financial company (NBFC) with a total portfolio of Rs. 50,391 crore (of which 98% is gold loan) as on December 31, 2020; the portfolio grew by about 31% on a YoY basis. The consolidated portfolio stood at Rs. 55,800 crore in December 2020 compared to Rs. 46,871 crore in March 2020, of which gold, microfinance and housing accounted for 90%, 5% and 3%, respectively. The company operates through an extensive pan-India branch network of 4,632 as on December 31, 2020; 60% of its branches are in South India, where it has an established franchise. The strong brand value of Muthoot, its experienced promoters and senior management team, and its efficient internal controls and audit systems are expected to support its overall business growth going forward. ICRA takes note of the sudden demise of MFL's Chairman & Whole-Time Director, Mr. M G George Muthoot. While this is unlikely to affect MFL's risk profile, significant changes in the management structure, if any, would be observable over the near term.

**Track record of healthy earnings performance** – The company's consolidated net profitability remained healthy with the annualised PAT/AMA at 6.1% in 9M FY2021 (provisional) and 6.6% in FY2020. The consolidated net profitability has been in the range of 5.5-6.5% during FY2018 to 9M FY2021, supported by low credit costs in the gold loan business, which accounts for the bulk of the consolidated portfolio. The earnings performance is supported by healthy yields, low credit costs (less than 1% over the last 10 years and average of 0.4%) in the gold loan business and a range-bound operating cost ratio (operating cost/AMA of 4.3-4.6% during FY2017-FY2020). The annualised net interest margin was lower in 9M FY2021 at about 11% vis-à-vis about 13% in FY2020 and FY2019, largely because of the higher on-balance sheet liquidity. The operating profitability, however, was supported by a decline in the cost ratio to 3.2% in 9M FY2021 from 4.3% in FY2020. Going forward, ICRA expects the margins and operating costs to inch up from the current levels, though the consolidated net profitability is expected to be maintained at around 5.0% in the medium term.

MFL's (standalone) net profitability stood at 6.4% in 9M FY2021 (provisional) and 6.8% in FY2020. The annualised return on average net worth (standalone) was about 28% in FY2020 and 9M FY2021.

<sup>2</sup> Assets under management



**Capitalisation to remain comfortable over the medium term** – MFL has a comfortable capitalisation profile with a standalone gearing of 3.3 times as on December 31, 2020 (3.2 times as on March 31, 2020), aided by good internal capital generation. The consolidated gearing stood at 3.5 times in 9M FY2021. MFL's standalone net worth was Rs. 14,178.0 crore as on December 31, 2020 (Rs. 11,571.8 crore as on March 31, 2020). The company is expected to be comfortably placed to meet the medium-term capital requirements of its subsidiaries without affecting its own capital structure. ICRA expects MFL's consolidated gearing to remain in the range of 3.5-4.0 times over the medium term.

### **Credit challenges**

**Performance of non-gold segments to remain a monitorable; sizeable share of gold loans would support overall portfolio quality** – MFL's standalone portfolio almost entirely consists of gold loans and it diversified its exposure via its subsidiaries, namely Belstar Microfinance Limited (Belstar; microfinance), Muthoot Homefin Limited (MHL; affordable housing) and Muthoot Money Limited (MML; vehicle finance). Its consolidated portfolio is currently concentrated towards gold loans comprising 90% of the loan book while microfinance, affordable housing and vehicle finance contributed 5%, 3% and 0.8%, respectively, as on December 31, 2020. The loan books of MHL and MML declined by 5% and 17%, respectively, in 9M FY2021 due to the pandemic, while Belstar's growth moderated to 10% (growth of 43% in FY2020). The subsidiaries faced an increase in their overdues with the gross stage 3<sup>3</sup> (GS3) of Belstar, MHL and MML standing at 5.5%, 6.8% and 9.2%, respectively, in December 2020 vis-à-vis 0.9%, 1.7% and 4.9%, respectively, in March 2020. The performance of the non-gold segments was impacted by the Covid-19-related disruptions because of the unsecured nature of the microfinance business and the average credit profile of the borrowers in the housing and vehicle segments.

MFL's GS3, however, was comfortable at 1.3% in December 2020 (2.2% in March 2020). ICRA notes the company's track record in containing credit costs in the gold segment and recoveries in auctions where it typically recovers the principal and a sizeable share of the accrued interest on those loans. The weighted average loan-to-value (LTV) for gold loans was comfortable at 65% as on December 31, 2020 (61% as on September 30, 2020). While access to collateral (in case of gold loans) provides comfort, the ability to undertake timely recoveries in case the gold price movements turn adverse would be crucial. ICRA expects MFL's asset quality in the gold loan segment, which accounts for the bulk of the consolidated AUM, to remain under control with low credit costs. Going forward, the overall asset quality and credit costs would remain under control as the subsidiaries are expected to account for about 10-15% of the consolidated portfolio over the medium term. MFL's ability to profitably grow its non-gold businesses while maintaining good asset quality would be crucial over the medium to long term, considering the unsecured nature of some of these businesses and the higher inherent risks in these segments compared to gold loans.

**Operations concentrated in South India** – MFL's operations are largely concentrated in South India, which constituted 60% of its total branch network and 49% of its total loan portfolio as on December 31, 2020. ICRA, however, notes that the share of the portfolio in South India has reduced from 57% in March 2015. Geographical diversification is expected to improve steadily over the medium to long term with an improvement in the scale of the gold loan portfolio and the stabilisation of the performance of the non-gold asset segments.

### **Liquidity position: Strong**

MFL had cash and liquid investments of Rs. 7,350 crore as on January 31, 2021, with a payment obligation of Rs. 13,175 crore during February 2021 – May 2021. A sizeable portion of the repayments (Rs. 9,225 crore) comprise cash credit/short-term loans from banks, which are expected to be rolled over, while the commercial paper (CP) and NCD repayments are Rs. 3,198 crore and Rs. 256 crore, respectively, during the above-mentioned period. Undrawn working capital limits from banks (about Rs. 520 crore as of January 2021) provide further support to the company's liquidity profile.

ICRA takes note of the significant increase in overall collections and disbursements in 9M FY2021 as borrowers rolled over (after paying their accrued interest and renewing the loan basis the prevailing LTV) their existing loans in view of the high gold

<sup>3</sup> Not adjusted for the Supreme Court order

prices. While the share of rolled-over loans in the overall collections and disbursements increased considerably during April 2020 to August 2020 vis-à-vis the past, MFL's cash collections remained healthy.

The funding mix remains diversified with bank/financial institution (FI) loans constituting 42% of its total borrowings as on December 31, 2020, followed by listed NCDs (29%), external commercial borrowings (ECBs; 16%), CP (11%), debentures - private placement (1%) and subordinated debt (1%). Diverse funding sources help the company in maintaining a strong liquidity position.

### Rating sensitivities

**Positive factors** - ICRA could change the outlook or upgrade the rating if MFL sustains a comfortable overall asset quality and capital profile over the medium to long term. A long track record of good performance in the non-gold segments and improvement in geographical diversity would also positively impact the rating.

**Negative factors** - ICRA could change the outlook or downgrade MFL's ratings if the share of the unsecured asset segment goes beyond 15% or the asset quality weakens significantly, thereby impacting its earnings. The increase in the consolidated gearing beyond 4.5 times on a sustained basis would also negatively impact the ratings.

### Analytical approach

Analytical Approach	Comments
Applicable Rating Methodologies	<u>Rating Methodology for Non-Banking Finance Companies</u> <u>Policy on withdrawal of credit ratings</u>
Parent/Group Support	NA
Consolidation/Standalone	To arrive at the ratings, ICRA has considered the consolidated financials of the Muthoot Finance Group. The consolidated financials of the Group include seven subsidiaries as listed in Annexure-2

### About the company

Muthoot Finance Limited (MFL) is the flagship company of the Kerala-based business house, The Muthoot Group, which has diversified operations in financial services, healthcare, real estate, education, hospitality, power generation and entertainment. MFL was incorporated in 1997 and is India's largest gold loan focussed NBFC with total loan assets (standalone) of Rs. 50,391 crore and 4,632 branches as on December 31, 2020. The company derives a major proportion of its business from South India (49% of the total portfolio as on December 31, 2020), where gold loans have traditionally been accepted as a means of availing short-term credit, although MFL has increased its presence beyond South India over the past few years.

MFL reported a standalone net profit of Rs. 3,018 crore on an asset base of Rs. 50,460 crore in FY2020 against a net profit of Rs. 1,972 crore on an asset base of Rs. 38,069 crore in FY2019. In 9M FY2021, the company reported a standalone net profit of Rs. 2,727 crore.

The consolidated portfolio stood at Rs. 55,800 crore as on December 31, 2020 compared to Rs. 45,871 crore as on March 31, 2020 (Rs. 38,304 crore as on March 31, 2019), of which gold, housing and microfinance accounted for 90%, 3% and 5%, respectively.

**Key financial indicators (audited)**

Authojet Finance Limited	Standalone			Consolidated		
	FY2019	FY2020	9M FY2021*	FY2019	FY2020	9M FY2021*
Total income (Rs. crore)	6,881	8,723	7,746	7,601	9,707	8,447
Profit after tax (Rs. crore)	1,972	3,018	2,727	2,103	3,169	2,795
Net worth (Rs. crore)	9,793	11,572	14,178	10,074	12,001	14,675
Loan book (Rs. crore)	34,933	42,604	51,359	38,726	47,068	56,013
Total managed assets (Rs. crore)	38,069	50,460	62,703	41,913	55,629	68,099
Return on managed assets (%)	5.7%	6.8%	6.4%	5.6%	6.5%	6.0%
Return on net worth (%)	22.4%	28.3%	28.2%	23.4%	28.7%	27.9%
Managed gearing (times)	2.8	3.2	3.3	3.1	3.5	3.5
Gross NPA (%)	2.7%	2.1%	1.3%	-	-	-
Net NPA (%)	2.3%	1.9%	1.1%	-	-	-
Net NPA / Net worth	8.2%	6.9%	4.1%	-	-	-
CBAR (%)	26.0%	25.5%	26.4%	-	-	-

Source: Company, ICRA research; \* Provisional numbers; All ratios as per ICRA calculations

**Status of non-cooperation with previous CRA: Not applicable**

**Any other information: None**

### Rating history for past three years

Instrument	Current Rating (FY2021)		Credit History of Rating History for the past 3 years					
	Type	Amount Rated (Rs. crore)	Amount Outstanding (Rs. crore)	Date & Rating in FY2021		Date & Rating in FY2020	Date & Rating in FY2019	Date & Rating in FY2018
NCD Programme (public placement)	LT	10,052.58	10,052.58	(ICRA)AA+ (Stable)	(ICRA)AA (Stable)	(ICRA)AA (Stable)	(ICRA)AA (Stable)	(ICRA)AA (Stable)
NCD Programme (private placement)	LT	3,730.00	3,730.00	(ICRA)AA+ (Stable)	(ICRA)AA (Stable)	(ICRA)AA (Stable)	(ICRA)AA (Stable)	(ICRA)AA (Stable)
Long-term Fund-based Bank Facility / CC	LT	13,297.00*	13,297.00*	(ICRA)AA+ (Stable)	(ICRA)AA (Stable)	(ICRA)AA (Stable)	(ICRA)AA (Stable)	(ICRA)AA (Stable)
Short-term Fund-based Bank Facilities	ST	18,988.00*	18,988.00*	(ICRA)A1+ (Stable)	(ICRA)A1+ (Stable)	(ICRA)A1+ (Stable)	(ICRA)A1+ (Stable)	(ICRA)A1+ (Stable)
Term Loans	LT	5,990.00	5,990.00	(ICRA)AA+ (Stable)	(ICRA)AA (Stable)	(ICRA)AA (Stable)	(ICRA)AA (Stable)	(ICRA)AA (Stable)
Subordinated Debenture Programme	LT	418.05	418.05	(ICRA)AA+ (Stable)	(ICRA)AA (Stable)	(ICRA)AA (Stable)	(ICRA)AA (Stable)	(ICRA)AA (Stable)
CP Programme	ST	5,000.00	5,000.00	(ICRA)A1+ (Stable)	(ICRA)A1+ (Stable)	(ICRA)A1+ (Stable)	(ICRA)A1+ (Stable)	(ICRA)A1+ (Stable)

\*Long-term and short-term fund-based limits include an interchangeable limit of Rs. 11,760 crore; total rated bank facilities stand at Rs. 26,515 crore (including Rs. 5,990-crore term loans)

### Complexity level of the rated instrument

ICRA has classified various instruments based on their complexity as "Simple", "Complex" and "Highly Complex". The classification of instruments according to their complexity levels is available on the website [click here](#)

**Annexure-1: Instrument details**

ISIN No.	Instrument Name	Date of Issuance / Maturity	Coupon Rate (%)	Maturity Date	Annual Interest (Rs. crore)	Current Rating
INE414G07BC3	Non-convertible Debentures	May 12, 2016	9.00 & 8.25	May 12, 2021	1.75	[ICRA]AA+(Stable)
INE414G07BF6	Non-convertible Debentures	May 12, 2016	9.25 & 8.50	May 12, 2021	1.26	[ICRA]AA+(Stable)
INE414G07BG3	Non-convertible Debentures	Jan 30, 2017	9.00 & 8.75	Jan 30, 2022	11.13	[ICRA]AA+(Stable)
INE414G07BT7	Non-convertible Debentures	Jan 30, 2017	9.25 & 9.00	Jan 30, 2022	82.50	[ICRA]AA+(Stable)
INE414G07BA5	Non-convertible Debentures	Apr 24, 2017	8.75	Apr 24, 2022	61.18	[ICRA]AA+(Stable)
INE414G07CD9	Non-convertible Debentures	Apr 24, 2017	9	Apr 24, 2022	190.56	[ICRA]AA+(Stable)
INE414G07CF6	Non-convertible Debentures	Apr 19, 2018	8.5	Jun 19, 2021	27.11	[ICRA]AA+(Stable)
INE414G07CM0	Non-convertible Debentures	Apr 19, 2018	8.75	Jun 19, 2021	1,862.45	[ICRA]AA+(Stable)
INE414G07CQ1	Non-convertible Debentures	Apr 19, 2018	Zero Coupon	Jun 19, 2021	19.73	[ICRA]AA+(Stable)
INE414G07CK4	Non-convertible Debentures	Apr 19, 2018	8.75	Apr 19, 2023	56.51	[ICRA]AA+(Stable)
INE414G07CN8	Non-convertible Debentures	Apr 19, 2018	9	Apr 19, 2023	721.85	[ICRA]AA+(Stable)
INE414G07CR9	Non-convertible Debentures	Apr 19, 2018	Zero Coupon	Apr 19, 2023	205.55	[ICRA]AA+(Stable)
INE414G07CY5	Non-convertible Debentures	Mar 20, 2019	Zero Coupon	Mar 20, 2021	36.01	[ICRA]AA+(Stable)
INE414G07DB1	Non-convertible Debentures	Mar 20, 2019	9.25	Mar 20, 2021	40.12	[ICRA]AA+(Stable)
INE414G07DE5	Non-convertible Debentures	Mar 20, 2019	9.5	Mar 20, 2021	79.28	[ICRA]AA+(Stable)
INE414G07E22	Non-convertible Debentures	Mar 20, 2019	Zero Coupon	May 20, 2022	151.74	[ICRA]AA+(Stable)
INE414G07DC9	Non-convertible Debentures	Mar 20, 2019	9.5	May 20, 2022	79.45	[ICRA]AA+(Stable)
INE414G07DF2	Non-convertible Debentures	Mar 20, 2019	9.75	May 20, 2022	73.71	[ICRA]AA+(Stable)
INE414G07DA3	Non-convertible Debentures	Mar 20, 2019	Zero Coupon	Mar 20, 2024	46.75	[ICRA]AA+(Stable)
INE414G07DD7	Non-convertible Debentures	Mar 20, 2019	9.75	Mar 20, 2024	110.64	[ICRA]AA+(Stable)
INE414G07DG0	Non-convertible Debentures	Mar 20, 2019	10	Mar 20, 2024	91.76	[ICRA]AA+(Stable)
INE414G07DH8	Non-convertible Debentures	Jun 14, 2019	9.25	Jun 14, 2021	72.76	[ICRA]AA+(Stable)
INE414G07DK2	Non-convertible Debentures	Jun 14, 2019	9.5	Jun 14, 2021	94.59	[ICRA]AA+(Stable)
INE414G07DN6	Non-convertible Debentures	Jun 14, 2019	Zero Coupon	Jun 14, 2021	30.29	[ICRA]AA+(Stable)
INE414G07DL6	Non-convertible Debentures	Jun 14, 2019	9.5	Aug 14, 2022	87.16	[ICRA]AA+(Stable)
INE414G07DLO	Non-convertible Debentures	Jun 14, 2019	9.75	Aug 14, 2022	71.27	[ICRA]AA+(Stable)
INE414G07DQ4	Non-convertible Debentures	Jun 14, 2019	Zero Coupon	Aug 14, 2022	157.29	[ICRA]AA+(Stable)
INE414G07DI4	Non-convertible Debentures	Jun 14, 2019	9.75	Jun 14, 2024	105.81	[ICRA]AA+(Stable)
INE414G07DM9	Non-convertible Debentures	Jun 14, 2019	10	Jun 14, 2024	179.47	[ICRA]AA+(Stable)
INE414G07DP1	Non-convertible Debentures	Jun 14, 2019	Zero Coupon	Jun 14, 2024	20.82	[ICRA]AA+(Stable)
INE414G07DQ9	Non-convertible Debentures	Jun 14, 2019	Zero Coupon	Dec 14, 2026	32.24	[ICRA]AA+(Stable)
INE414G07DT3	Non-convertible Debentures	Nov 01, 2019	9.25	Nov 01, 2021	45.56	[ICRA]AA+(Stable)
INE414G07DU1	Non-convertible Debentures	Nov 01, 2019	9.5	Jan 01, 2023	53.73	[ICRA]AA+(Stable)
INE414G07DV9	Non-convertible Debentures	Nov 01, 2019	Zero Coupon	Nov 01, 2024	89.82	[ICRA]AA+(Stable)
INE414G07DW7	Non-convertible Debentures	Nov 01, 2019	9.5	Nov 01, 2021	54.83	[ICRA]AA+(Stable)
INE414G07DX5	Non-convertible Debentures	Nov 01, 2019	9.75	Jan 01, 2023	40.99	[ICRA]AA+(Stable)
INE414G07DY3	Non-convertible Debentures	Nov 01, 2019	Zero Coupon	Nov 01, 2024	53.62	[ICRA]AA+(Stable)
INE414G07DZ0	Non-convertible Debentures	Nov 01, 2019	9.75	Nov 01, 2021	26.05	[ICRA]AA+(Stable)
INE414G07EA1	Non-convertible Debentures	Nov 01, 2019	10	Jan 01, 2023	38.02	[ICRA]AA+(Stable)
INE414G07EB9	Non-convertible Debentures	Nov 01, 2019	Zero Coupon	Nov 01, 2024	14.00	[ICRA]AA+(Stable)
INE414G07EC7	Non-convertible Debentures	Nov 01, 2019	Zero Coupon	May 01, 2027	43.20	[ICRA]AA+(Stable)
INE414G07EH6	Non-convertible Debentures	Dec 27, 2019	9.25	Dec 27, 2021	63.80	[ICRA]AA+(Stable)
INE414G07EJ4	Non-convertible Debentures	Dec 27, 2019	9.5	Feb 27, 2023	54.69	[ICRA]AA+(Stable)
INE414G07EK2	Non-convertible Debentures	Dec 27, 2019	Zero Coupon	Dec 27, 2024	81.83	[ICRA]AA+(Stable)
INE414G07EK0	Non-convertible Debentures	Dec 27, 2019	9.5	Dec 27, 2021	285.72	[ICRA]AA+(Stable)
INE414G07EL8	Non-convertible Debentures	Dec 27, 2019	9.75	Feb 27, 2023	117.08	[ICRA]AA+(Stable)
INE414G07EM6	Non-convertible Debentures	Dec 27, 2019	Zero Coupon	Dec 27, 2024	54.38	[ICRA]AA+(Stable)
INE414G07ED5	Non-convertible Debentures	Dec 27, 2019	9.75	Dec 27, 2021	34.47	[ICRA]AA+(Stable)
INE414G07EE3	Non-convertible Debentures	Dec 27, 2019	10	Feb 27, 2023	40.78	[ICRA]AA+(Stable)
INE414G07EF0	Non-convertible Debentures	Dec 27, 2019	Zero Coupon	Dec 27, 2024	12.66	[ICRA]AA+(Stable)
INE414G07EGB	Non-convertible Debentures	Dec 27, 2019	Zero Coupon	Jun 27, 2027	44.60	[ICRA]AA+(Stable)
INE414G07FD2	Non-convertible Debentures	Nov 05, 2020	7.15 & 7.40	Jan 05, 2024	24.04	[ICRA]AA+(Stable)
INE414G07FE0	Non-convertible Debentures	Nov 05, 2020	7.50 & 7.75	Nov 05, 2025	37.32	[ICRA]AA+(Stable)

SIN No	Instrument Name	Date of Issuance / Sanction	Coupon Rate (%)	Maturity Date	Amount Issued (Rs. Crores)	Current Rating as on Date of
INE414G07FF7	Non-convertible Debentures	Nov 05, 2020	7.40 & 7.65	Jan 05, 2024	1,773.86	[ICRA]AA+(Stable)
INE414G07FG5	Non-convertible Debentures	Nov 05, 2020	7.75 & 8.00	Nov 05, 2025	75.71	[ICRA]AA+(Stable)
INE414G07FH3	Non-convertible Debentures	Nov 05, 2020	Zero Coupon	Jan 05, 2024	59.55	[ICRA]AA+(Stable)
INE414G07FI1	Non-convertible Debentures	Nov 05, 2020	Zero Coupon	Nov 05, 2025	29.52	[ICRA]AA+(Stable)
INE414G07FJ9	Non-convertible Debentures	Jan 11, 2021	7.15 & 6.75	Mar 11, 2024	43.30	[ICRA]AA+(Stable)
INE414G07FK7	Non-convertible Debentures	Jan 11, 2021	7.50 & 7.10	Jan 11, 2026	43.03	[ICRA]AA+(Stable)
INE414G07FL5	Non-convertible Debentures	Jan 11, 2021	7.40 & 7.00	Mar 11, 2024	62.69	[ICRA]AA+(Stable)
INE414G07FM3	Non-convertible Debentures	Jan 11, 2021	7.75 & 7.35	Jan 11, 2026	55.38	[ICRA]AA+(Stable)
INE414G07FN1	Non-convertible Debentures	Jan 11, 2021	Zero Coupon	Mar 11, 2024	43.62	[ICRA]AA+(Stable)
INE414G07FO9	Non-convertible Debentures	Jan 11, 2021	Zero Coupon	Jan 11, 2026	44.96	[ICRA]AA+(Stable)
Unallocated	NCD (public) - Yet to be placed				1,707.03	[ICRA]AA+(Stable)
	<b>Total - NCD Programme (public)</b>				<b>10,052.58</b>	
INE414G07CS7	NCD Programme (private)	Jul 26, 2018	9.75	Jul 26, 2021	175.00	[ICRA]AA+(Stable)
INE414G07CM9	NCD Programme (private)	Nov 22, 2018	9.5	Feb 01, 2022	90.00	[ICRA]AA+(Stable)
INE414G07CK7	NCD Programme (private)	Nov 22, 2018	9.75	Feb 01, 2022	40.00	[ICRA]AA+(Stable)
INE414G07DR7	NCD Programme (private)	Sep 05, 2019	10	Sep 06, 2021	550.00	[ICRA]AA+(Stable)
INE414G07DS5	NCD Programme (private)	Sep 06, 2019	10	Sep 06, 2021	200.00	[ICRA]AA+(Stable)
INE414G07EN4	NCD Programme (private)	Dec 30, 2019	9.5	Jan 30, 2022	250.00	[ICRA]AA+(Stable)
INE414G07EO2	NCD Programme (private)	Dec 30, 2019	9.5	Jan 06, 2022	250.00	[ICRA]AA+(Stable)
INE414G07EL1	NCD Programme (private)	Jun 18, 2020	9.5	Jun 18, 2025	125.00	[ICRA]AA+(Stable)
INE414G07EX3	NCD Programme (private)	Jul 15, 2020	8.4	Jul 15, 2023	100.00	[ICRA]AA+(Stable)
INE414G07FC4	NCD Programme (private)	Oct 16, 2020	7.5	Oct 16, 2023	460.00	[ICRA]AA+(Stable)
Unallocated	NCD Programme (private) - Yet to be placed				1,490.00	[ICRA]AA+(Stable)
	<b>Total - NCD Programme (private)</b>				<b>3,730.00</b>	
INE414G08015	Subordinated Debt	Mar 26, 2013	12.35	Mar 26, 2023	10.00	[ICRA]AA+(Stable)
INE414G08264	Subordinated Debt	Sep 26, 2014	Zero Coupon	Mar 26, 2021	30.44	[ICRA]AA+(Stable)
INE414G08272	Subordinated Debt	Dec 29, 2014	Zero Coupon	Jun 29, 2021	38.55	[ICRA]AA+(Stable)
INE414G08280	Subordinated Debt	Apr 23, 2015	Zero Coupon	Jan 23, 2022	28.91	[ICRA]AA+(Stable)
INE414G08298	Subordinated Debt	Oct 14, 2015	Zero Coupon	Oct 14, 2022	35.95	[ICRA]AA+(Stable)
INE414G08314	Subordinated Debt	May 12, 2016	Zero Coupon	Nov 12, 2023	23.60	[ICRA]AA+(Stable)
INE414G08330	Subordinated Debt	Jan 30, 2017	Zero Coupon	Jan 30, 2025	31.78	[ICRA]AA+(Stable)
INE414G08348	Subordinated Debt	Apr 24, 2017	Zero Coupon	Apr 24, 2025	18.72	[ICRA]AA+(Stable)
Unallocated	Subordinated Debt - Yet to be placed				200.00	[ICRA]AA+(Stable)
	<b>Total - Subordinated Debt</b>				<b>418.05</b>	
INE414G14QG8	Commercial Paper	Dec 16, 2020	3.37	Mar 17, 2021	250.00	[ICRA]A1+
INE414G14QM6	Commercial Paper	Dec 28, 2020	3.48	Mar 26, 2021	100.00	[ICRA]A1+
INE414G14QN4	Commercial Paper	Feb 05, 2021	4.05	May 07, 2021	100.00	[ICRA]A1+
INE414G14QN4	Commercial Paper	Feb 05, 2021	4.05	May 07, 2021	100.00	[ICRA]A1+
INE414G14QO2	Commercial Paper	Feb 12, 2021	4.05	May 14, 2021	50.00	[ICRA]A1+
INE414G14QO2	Commercial Paper	Feb 12, 2021	4.05	May 14, 2021	100.00	[ICRA]A1+
INE414G14QO3	Commercial Paper	Feb 15, 2021	4.05	May 17, 2021	200.00	[ICRA]A1+
INE414G14QV7	Commercial Paper	Feb 25, 2021	3.74	May 27, 2021	300.00	[ICRA]A1+
INE414G14QV9	Commercial Paper	Feb 26, 2021	3.74	May 28, 2021	300.00	[ICRA]A1+
INE414G14QJ4	Commercial Paper	Dec 11, 2020	3.37	Mar 12, 2021	250.00	[ICRA]A1+
INE414G14QJ2	Commercial Paper	Dec 17, 2020	3.37	Mar 18, 2021	200.00	[ICRA]A1+
INE414G14QJ2	Commercial Paper	Dec 17, 2020	3.37	Mar 18, 2021	10.00	[ICRA]A1+
INE414G14QK0	Commercial Paper	Dec 24, 2020	3.48	Mar 25, 2021	100.00	[ICRA]A1+
INE414G14QJ2	Commercial Paper	Dec 17, 2020	3.37	Mar 18, 2021	35.00	[ICRA]A1+
INE414G14QJ0	Commercial Paper	Dec 24, 2020	3.48	Mar 25, 2021	250.00	[ICRA]A1+
INE414G14QJ4	Commercial Paper	Dec 11, 2020	3.37	Mar 12, 2021	150.00	[ICRA]A1+

ISIN No.	Instrument Name	Dated Issuance / Maturity	Cr. Rating	Maturity Date	Amount (Rs. crore)	Outlook
INE414G14QH5	Commercial Paper	Dec 14, 2020	3.37	Mar 15, 2021	250.00	[ICRA]A1+
INE414G14QJ3	Commercial Paper	Dec 17, 2020	3.37	Mar 18, 2021	5.00	[ICRA]A1+
INE414G14QM6	Commercial Paper	Dec 28, 2020	3.48	Mar 26, 2021	150.00	[ICRA]A1+
INE414G14QN4	Commercial Paper	Feb 05, 2021	4.05	May 07, 2021	50.00	[ICRA]A1+
INE414G14QM6	Commercial Paper	Dec 28, 2020	3.48	Mar 26, 2021	125.00	[ICRA]A1+
INE414G14QL8	Commercial Paper	Dec 29, 2020	3.48	Mar 30, 2021	150.00	[ICRA]A1+
INE414G14QL8	Commercial Paper	Dec 29, 2020	3.48	Mar 30, 2021	200.00	[ICRA]A1+
INE414G14QQ7	Commercial Paper	Feb 10, 2021	4.05	May 11, 2021	250.00	[ICRA]A1+
INE414G14QT1	Commercial Paper	Mar 01, 2021	3.74	May 31, 2021	190.00	[ICRA]A1+
INE414G14QP9	Commercial Paper	Feb 11, 2021	4.05	May 12, 2021	250.00	[ICRA]A1+
INE414G14QN4	Commercial Paper	Feb 05, 2021	4.05	May 07, 2021	50.00	[ICRA]A1+
INE414G14QR5	Commercial Paper	Feb 09, 2021	4.05	May 10, 2021	250.00	[ICRA]A1+
INE414G14QQ2	Commercial Paper	Feb 12, 2021	4.05	May 14, 2021	175.00	[ICRA]A1+
NA	Commercial Paper - Yet to be placed	NA	NA	7-365 days	410.00	[ICRA]A1+
	<b>Total - Commercial Paper</b>				<b>5,000.00</b>	
NA	Term Loans				5,990.00	[ICRA]AA+(Stable)
NA	Long-term Bank Facilities				13,297.00*	[ICRA]AA+(Stable)
NA	Short-term Bank Facilities				18,988.00*	[ICRA]A1+
	<b>Total - Bank Facilities</b>				<b>26,515.00</b>	

Source: Company; \* Long-term and short-term fund-based limits include an interchangeable limit of Rs. 11,760 crore; total rated bank facilities stand at Rs. 26,515 crore (including Rs. 5,990.0-crore term loans and Rs. 870-crore credit exposure limit)

#### Annexure-2: List of entities considered for consolidated analysis

Company Name	MFL Ownership	Consolidation Approach
Muthoot Finance Limited	Parent	Full consolidation
Muthoot Homefin (India) Limited	100%	Full consolidation
Muthoot Insurance Brokers Private Limited	100%	Full consolidation
Muthoot Money Limited	100%	Full consolidation
Muthoot Trustee Private Limited	100%	Full consolidation
Muthoot Asset Management Private Limited	100%	Full consolidation
Belstar Microfinance Limited	70.01%	Full consolidation
Asia Asset Finance PLC	72.92%	Full consolidation

Source: MFL annual report FY2020

Note: ICRA has taken a consolidated view of the parent (MFL) and its subsidiaries while assigning the ratings



### ANALYST CONTACTS

Karthik Srinivasan  
+91 22 6114 3444  
[karthiks@icraindia.com](mailto:karthiks@icraindia.com)

A M Karthik  
+91 44 4596 4308  
[a.karthik@icraindia.com](mailto:a.karthik@icraindia.com)

Amlan Jyoti Badu  
+91 80 4332 6406  
[amlan.badu@icraindia.com](mailto:amlan.badu@icraindia.com)

Shiva Charan Reddy  
+91 44 4596 4325  
[shiyacharan.reddy@icraindia.com](mailto:shiyacharan.reddy@icraindia.com)

### RELATIONSHIP CONTACT

Mr. L. Shivakumar  
+91 22 6114 3406 / +91 98210 86490  
[shivakumar@icraindia.com](mailto:shivakumar@icraindia.com)

### MEDIA AND PUBLIC RELATIONS CONTACT

Ms. Naznin Prodhani  
Tel: +91 124 4545 860  
[communications@icraindia.com](mailto:communications@icraindia.com)

### Helpline for business queries

+91-9354738909 (open Monday to Friday, from 9:30 am to 6 pm)

[info@icraindia.com](mailto:info@icraindia.com)

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## ICRA Limited

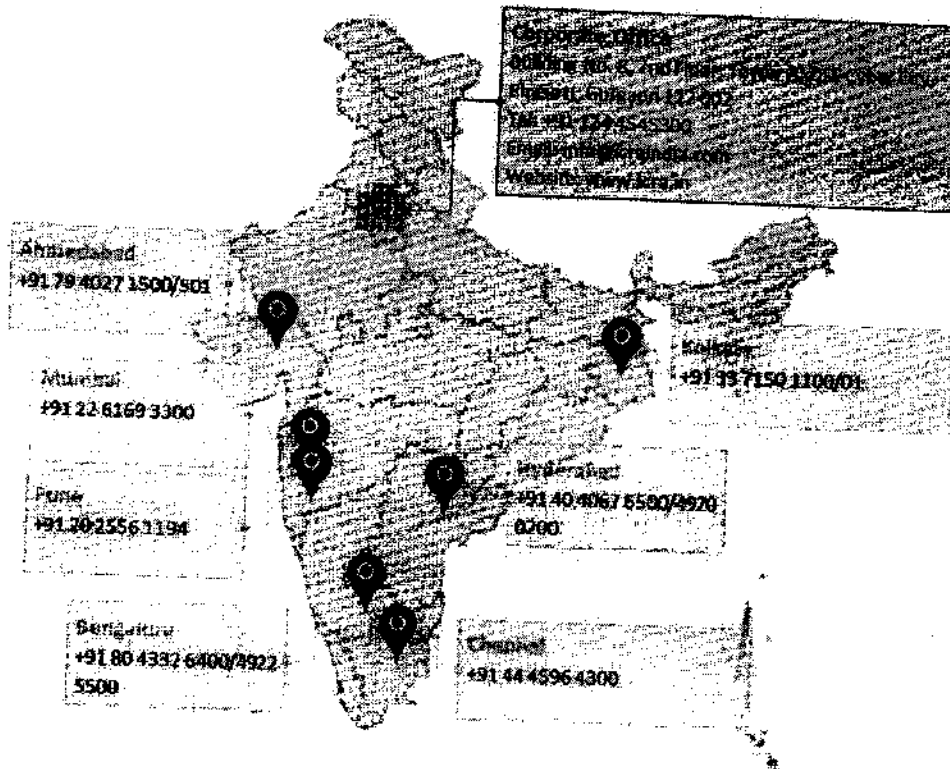


### Registered Office

1105, Kallash Building, 11th Floor; 26 Kasturba Gandhi Marg; New Delhi 110001  
Tel: +91 11 23357940-50



### Branches



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# Ratings

# CRISIL

An SEBI (CRR) Category

CONFIDENTIAL

MTDFL/254491/NC/D/22092020  
September 22, 2020

Mr. George Alexander Mathoo  
Managing Director  
Mathoo Finance Limited  
Corporate Office: Mathoo Chambers  
Opposite Sathya Theatre Complex  
Balarji Road,  
Kochi - 682018

Dear Mr. George Alexander Mathoo,

Re: CRISIL Rating on the Rs.4000 Crwp Non-Convertible Debentures of Mathoo Finance Limited

All ratings assigned by CRISIL are kept under continuous surveillance and review.

Please find in the table below the rating outstanding for your company

S.No.	Instrument	Rated Amount (Rs. In Crores)	Rating Classification
1	Non-Convertible Debentures	4000	CRISIL AA/Positive

In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL will be necessary.

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 withdraw or revise the ratings assigned to the captioned instrument at any time, on the basis of any 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 credit rating 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 state 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 [dbis@crsil.com](mailto:dbis@crsil.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 [debt@crsil.com](mailto:debt@crsil.com).

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

With warm regards,

Yours sincerely,

  
Aji Velase  
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 endorsement or a guarantee 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 issuer's price or suitability for a particular investor. All CRISIL ratings are under surveillance. CRISIL or its associates may have other commercial transactions with the company. 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 / intermediaries / distributors of this product. CRISIL Ratings rating criteria are available without charge to the public on the CRISIL web site, [www.crsil.com](http://www.crsil.com). For the latest rating information on any instrument of any company rated by CRISIL, please contact Customer Service Helpline at 1800-247-1307.

Corporate Identity Number: U74119KA2005PLC094230

# Ratings



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MTOFL/251503/NCD/22092020  
October 8, 2020

Mr. George Alexander Muthoot  
Managing Director  
Muthoot Finance Limited  
Corporate Office: Muthoot Chambers  
Opposite Saritha Theatre Complex  
Bareilly Road,  
Kochi - 682018

Dear Mr. George Alexander Muthoot,

Re: CRISIL Rating on the Rs.4000 Crore Non-Convertible Debentures\* of Muthoot Finance Limited

All ratings assigned by CRISIL are kept under continuous surveillance and review.

Please refer to our rating letter dated September 22, 2020 bearing Ref. no.: MTOFL/254491/NCD/22092020

Please find in the table below the rating outstanding for your company.

S.No.	Instrument	Rated Amount (Rs. In Crores)	Rating Outstanding
1	Non-Convertible Debentures	4000	CRISIL AA/Positive

In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of invalidation from CRISIL will be necessary.

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 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/DO/17/2013, dated October 22, 2013) on consolidated 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@crsil.com](mailto:debtissue@crsil.com). This will enable CRISIL to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt issued by us, as required by SEBI. Feel free to contact us for any clarifications you may have at [debtissue@crsil.com](mailto:debtissue@crsil.com)

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

With warm regards,

Yours sincerely,

Ajit Velonis  
Director - CRISIL Ratings

Nitesh Shiba  
Associate Director - CRISIL Ratings

\* proposed public issue

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CRISIL Limited  
Corporate Identity Number: L29120MH2002PLC002349

# Ratings

# CRISIL

An S&P Global Company

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MTOFL/251502/NCD/22092020/1  
December 01, 2020

Mr. George Alexander Muthoot  
Managing Director  
Muthoot Finance Limited  
Corporate Office: Muthoot Chambers  
Opposite Serika Theatre Complex  
Baneji Road,  
Kochi - 682018

Dear Mr. George Alexander Muthoot,

Re: CRISIL Rating on the Rs.4000 Crore Non-Convertible Debentures\* of Muthoot Finance Limited

All ratings assigned by CRISIL are kept under continuous surveillance and review.

Please refer to our rating letter dated October 8, 2020 bearing Ref. no.: MTOFL/251502/NCD/22092020

Please find in the table below the rating outstanding for your company.

S.No.	Instrument	Rated Amount (Rs. in Crore)	Rating Outstanding
1	Non-Convertible Debentures	4000	CRISIL AA/Positive

In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL will be necessary.

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 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.

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

With warm regards,  
Yours sincerely,

  
Ajit Velonis  
Director - CRISIL Ratings

  
Nivedita Shibu  
Associate Director - CRISIL Ratings

\* proposed public issue

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CRISIL Limited  
Corporate Identity Number: L27120M010077LC00298

**CONFIDENTIAL**

MTOFL/265073/NCD/062054370/7  
March 17, 2021

Mr. George Alexander Muthoot  
Managing Director  
Muthoot Finance Limited  
Corporate Office: Muthoot Chambers  
Opposite Saritha Theatre Complex  
Banerji Road,  
Kochi - 682018

Dear Mr. George Alexander Muthoot,

**Re: CRISIL Rating on the Rs.4000 Crore Non-Convertible Debentures\* of Muthoot Finance Limited**

All ratings assigned by CRISIL Ratings are kept under continuous surveillance and review.  
Please refer to our rating letter dated February 15, 2021 bearing Ref. no: MTOFL/265073/NCD/062054370/6

Please find in the table below the rating outstanding for your company.

S.No.	Instrument	Rated Amount (Rs. in Crore)	Rating Outstanding
1	Non-Convertible Debentures	4000	CRISIL AA+/Stable

In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL Ratings will be necessary.

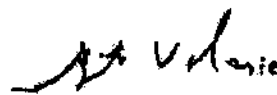
As per our Rating Agreement, CRISIL Ratings would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL Ratings reserves the right to withdraw or revise the ratings assigned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

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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



\*proposed public issue

**Disclaimer:** A rating by CRISIL Ratings reflects CRISIL Ratings' current opinion on the likelihood of timely payments of the obligations under the rated instrument, and does not constitute an audit of the rated entity by CRISIL Ratings. Our ratings are based on information provided by the issuer or obtained by CRISIL Ratings from sources it considers reliable. CRISIL Ratings does not guarantee the completeness or accuracy of the information on which the rating is based. A rating by CRISIL Ratings 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. CRISIL Ratings has a practice of keeping all its ratings under surveillance and ratings are revised as and when circumstances so warrant. CRISIL Ratings is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of its ratings. CRISIL Ratings' criteria are available without charge to the public on the web site, [www.crisil.com](http://www.crisil.com). CRISIL Ratings or its associates may have other commercial transactions with the company/entity. For the latest rating information on any instrument of any company rated by CRISIL Ratings, please contact Customer Service Helpdesk at [CRISILratingdesk@crisil.com](mailto:CRISILratingdesk@crisil.com) or at 1800-267-1301.

# Ratings

# CRISIL

An S&P Global Company

Pursuant to SEBI notifications, CRISIL Limited (CRISIL) has transferred its Ratings business to its wholly owned subsidiary, CRISIL Ratings Limited (CRISIL Ratings), with effect from December 31st 2020. Any reference to CRISIL in the documents published by the Ratings division of CRISIL, such as Rating Rationales, Credit Rating Reports, Press Releases, Criteria, Methodology, FAQs, Policies and Disclosures, shall henceforth refer to CRISIL Ratings.

## Rating Rationale

February 15, 2021 | Mumbai

### Muthoot Finance Limited

Long-term ratings upgraded to 'CRISIL AA+/PP-MLD AA+r/Stable'; short-term rating reaffirmed

#### Rating Action

Rs.350 Crore Long Term Principal Protected Market Linked Debentures	CRISIL PP-MLD AA+r/Stable (Upgraded from 'CRISIL PP-MLD AA/Positive')
Rs.200 Crore Long Term Principal Protected Market Linked Debentures	CRISIL PP-MLD AA+r/Stable (Upgraded from 'CRISIL PP-MLD AA/Positive')
Rs.200 Crore Long Term Principal Protected Market Linked Debentures	CRISIL PP-MLD AA+r/Stable (Upgraded from 'CRISIL PP-MLD AA/Positive')
Rs.100 Crore Long Term Principal Protected Market Linked Debentures	CRISIL PP-MLD AA+r/Stable (Upgraded from 'CRISIL PP-MLD AA/Positive')
Rs.150 Crore Long Term Principal Protected Market Linked Debentures	CRISIL PP-MLD AA+r/Stable (Upgraded from 'CRISIL PP-MLD AA/Positive')
Rs.2000 Crore Non Convertible Debentures	CRISIL AA+/Stable (Upgraded from 'CRISIL AA/Positive')
Subordinated Debt Aggregating Rs.200.28 Crore	CRISIL AA+/Stable (Upgraded from 'CRISIL AA/Positive')
Non Convertible Debentures Aggregating Rs.2000 Crore	CRISIL AA+/Stable (Upgraded from 'CRISIL AA/Positive')
Non Convertible Debentures Aggregating Rs.4000 Crore	CRISIL AA+/Stable (Upgraded from 'CRISIL AA/Positive')
Rs.4000 Crore Non Convertible Debentures	CRISIL AA+/Stable (Upgraded from 'CRISIL AA/Positive')
Rs.304.2 crore Non Convertible Debentures	CRISIL AA+/Stable (Upgraded from 'CRISIL AA/Positive')
Rs.1500 Crore Non Convertible Debentures	CRISIL AA+/Stable (Upgraded from 'CRISIL AA/Positive')
Rs.251.80 crore Non Convertible Debentures	CRISIL AA+/Stable (Upgraded from 'CRISIL AA/Positive')
Rs.93.60 crore Non Convertible Debentures	CRISIL AA+/Stable (Upgraded from 'CRISIL AA/Positive')
Rs.2.60 Crore Non Convertible Debentures	CRISIL AA+/Stable (Upgraded from 'CRISIL AA/Positive')
Rs. 250 crore Non Convertible Debentures	CRISIL AA+/Stable (Upgraded from 'CRISIL AA/Positive')
Rs.10 Crore Subordinated Debt	CRISIL AA+/Stable (Upgraded from 'CRISIL AA/Positive')
Rs.16.72 Crore Subordinated Debt	CRISIL AA+/Stable (Upgraded from 'CRISIL AA/Positive')
Rs.31.78 Crore Subordinated Debt	CRISIL AA+/Stable (Upgraded from 'CRISIL AA/Positive')
Rs.23.0392 Crore Subordinated Debt	CRISIL AA+/Stable (Upgraded from 'CRISIL AA/Positive')
Rs.5000 Crore Commercial Paper	CRISIL A1+ (Reaffirmed)

1 crore = 10 million

Refer to annexure for Details of Instruments & Bank Facilities

#### Detailed Rationale

CRISIL Ratings has upgraded its ratings on the long-term debt facilities of Muthoot Finance Limited (Muthoot Finance) to 'CRISIL AA+/CRISIL PP-MLD AA+r/Stable' from 'CRISIL AA/CRISIL PP-MLD AA/Positive' and reaffirmed its 'CRISIL A1+' rating on the company's commercial paper.

The upgrade is driven by Muthoot Finance's demonstrated ability to profitably scale up its core gold loan business while maintaining its strong financial risk profile. Between June 2020 and December 2020, the gold loan assets under management (AUM) has grown by 22.5% (non-annualised) despite increasing competition from banks and, having a regulatory Loan to Value (LTV) disadvantage during this period. The gold loan AUM stood at Rs 49,622 crore as on

December 31, 2020, registering a 3 year CAGR of ~20%. CRISIL Ratings expects the company to grow at 18-20% over the medium term and, retain its leadership position among gold loan financiers.

Asset quality for gold loans, as better measured by credit costs, has also been sound, except for the fourth quarter of fiscal 2018 when non-performing asset (NPA) levels increased after change in NPA recognition norms. Standalone stage III assets stood at 1.3% as on December 31, 2020 and have remained below 2.5% for the last 7 fiscals (except for fiscal 2018).

The non-gold portfolios have faced asset quality challenges especially in the aftermath of the pandemic. The pro-forma gross NPAs (GNPAs) have increased significantly over the first nine months of fiscal 2021 and this will have an impact on the respective earnings profile of subsidiaries over the next few quarters. The management remains cautious and has strategically decided to curtail disbursements resulting in de-growth in the housing loan and vehicle finance business. The housing loan portfolio (under Muthoot Homefin India Limited [Muthoot Homefin]) has registered a negative growth of 8% (annualised) whereas the vehicle loan portfolio (under Muthoot Money Limited [Muthoot Money]) has shrunk by 23% (annualised) during the nine months ended December 31, 2020. The microfinance portfolio (under Belstar Microfinance Limited [Belstar]) grew at 13% (annualised) over the same period. Nevertheless, the non-gold business is relatively small and contributes to only 10% of consolidated AUM. CRISIL Ratings believes that the gold loan AUM will continue to account for 85% of the consolidated AUM and over 90% of consolidated profit over the medium term. Consequently, the consolidated credit profile has the ability to absorb asset quality and earnings risks in the microfinance, vehicle or housing finance businesses in the near term.

The company's earnings profile has remained healthy over the years, and has improved further in the last 2-3 fiscals. Muthoot Finance reported a consolidated return on managed assets (RoMA) of 6.6% for fiscal 2020 and of 6.1% (annualised) for nine months through December 2020, which is the best among lending entities such as banks and NBFCs. This superior earnings profile is supported by high interest margins and, low operating and credit costs.

The company has maintained strong capital position while ramping up operations over the years. As on December 31, 2020, its reported networth was Rs 14,493 crore (consolidated), tier I capital adequacy ratio was adequate at 26.3% (standalone) and gearing low at 3.6 times (consolidated). Over the past six fiscals, gearing (consolidated and standalone) remained below 4 times whereas standalone tier I capital adequacy ratio remained above 20%.

CRISIL Ratings believes that strong internal cash generation from the gold finance business will strengthen Muthoot Finance's standalone capital position and, allow the company to prudently capitalise its subsidiaries and provide timely need-based liquidity support.

In terms of standalone funding, while a larger proportion of borrowing has been sourced as funding lines from banks and financial institutions (42%), the company's resource profile remained diversified across avenues such as non-convertible debentures and subordinated debt (30%), commercial paper (10%), external commercial borrowing (16%) and other sources (2%) as on December 31, 2020.

On the liability side, the Reserve Bank of India (RBI) announced regulatory measures under its Covid-19 Regulatory Package, whereby lenders were permitted to grant moratorium on bank loans for three months ending May 31, 2020, which was later extended by another three months till August 31, 2020. However, Muthoot Finance (standalone) had not availed moratorium on its borrowings.

After the slowdown witnessed in the immediate aftermath of the pandemic outbreak, the monthly disbursement rate of Muthoot Finance revived at a good pace. While initially, majority of the disbursements happened in the form of renewals of existing loans with a higher loan amount against the same collateral due to rising gold prices, with eventual resumption in business activity across segments – the share of fresh loans disbursed to new customers has started to increase. The increase in renewals over first nine months of fiscal 2021 was also driven by appreciating gold prices.

The company's liquidity profile remains strong, it has been able to roll over existing working capital lines and also raise incremental funds at competitive rates over the last few quarters. Over nine months ended December 2020, the company has raised over Rs 24,000 crore of funds from various avenues. Over the last 3-4 quarters, Muthoot Finance has been maintaining about 10-12% of its balance sheet as liquidity balance, on December 31, 2020 – this balance stood at Rs 9519 crore.

#### **Analytical Approach**

CRISIL Ratings has combined the business and financial risk profiles of Muthoot Finance and its subsidiaries, including Muthoot Homefin, Belstar and Muthoot Money.

*Please refer Annexure - List of entities consolidated, which captures the list of entities considered and their analytical treatment of consolidation.*

#### **Key Rating Drivers & Detailed Description**

##### **Strengths:**

- Established track record and brand name in gold financing industry

Muthoot Finance has sustained its leadership position in the gold financing segment, supported by the long and established track record of 80 years of its promoter family. The company has a large operational base of over 4,600 branches across India, which has supported its leadership position among NBFCs carrying out gold loan business over the years. Despite moderate volume growth and increased competition from banks due to LTV relaxation benefit extended to them until March 31, 2021, the company's gold loan AUM grew by 21.7% (non-annualized) over nine months to reach Rs 49,622 crore on December 31, 2020. This was a factor of appreciation in gold prices, new disbursements made at marginally higher than average LTV and, expansion of active customer base through reactivation of old inactive customers and increase in the number of new customers.

Historically, the company's operating efficiency – indicated by average gold loan AUM per branch – has been higher than that of peers. As at the end of December 31, 2020, the average AUM per branch stood at Rs 10.7 crore, almost double of that for fiscal 2013.

Muthoot Finance's extensive branch network and client base, which is relatively more diverse than peers in terms of geographies and is gradually improving further, should support the further strengthening of its competitive position over the medium term. While the company had started to diversify into non-gold segments, its primary focus would remain on gold loans over the medium term in light of the challenges being faced by other asset classes after the pandemic.

- **Strong capitalisation**

Muthoot Finance's capital position remains strong in relation to its scale and nature of operations, supported by its demonstrated ability to raise capital frequently and large accretions to networth. As on December 31, 2020, the company reported a consolidated networth of Rs 14,493 crore and a comfortable gearing of 3.6 times. The gearing has remained below 4 times for several years now. Tier I and overall capital adequacy ratios on a standalone basis have also remained comfortable over 20% over the last few years driven by stable growth in business, and stood at 25.3% and 26.4% respectively on December 31, 2020. Strong internal cash generation from the gold loan business will allow Muthoot Finance to prudently capitalise its subsidiaries and provide need-based liquidity support, apart from strengthening its standalone capital position. Even after factoring in leverage in the key subsidiaries, CRISIL Ratings believes the consolidated gearing will remain below 5 times and capital adequacy ratio above 20% over the medium term.

- **Profitability among the best in the industry, expected to remain healthy**

The company's earnings profile has been healthy in the past and, has improved further over the last few fiscals to outperform NBFCs and banks. For fiscal 2020 and nine months ended December 2020, the consolidated RoMA stood at 6.6% and 6.1%, respectively – which is higher than almost all lending entities operating in India. This superior profitability can be attributed to the company's ability to generate high interest margins while keeping operating expenses and provisioning requirements low.

Over the past 2-3 fiscals, increased focus on collection of interest on a regular basis and revision in interest rates on different schemes helped sustain margins. Asset quality as measured by annualised credit costs has also been under control, except a one-time deviation in the fourth quarter of fiscal 2018 when NPAs rose due to change in NPA recognition norms from account-wise to borrower-wise. Stage III assets stood at 1.3% as on December 31, 2020, compared with 2.2% as on March 31, 2020. Barring one instance in fiscal 2018, stage III assets/GNPAs have remained below 3%. Additionally, lower asset-side risk (security of gold, which is liquid and is in the lender's possession) helps control credit costs in the gold finance business. Over the past five years, credit costs have remained below 1% of total assets. Even in fiscal 2021, despite the expectation of a marginal uptick in credit losses of non-gold businesses due to Covid-19-related disruption, consolidated profitability is expected to remain healthy. As the group diversifies into other segments in the long run, asset quality and profitability of the non-gold businesses will remain monitorable.

**Weaknesses:**

- **Geographical concentration in operations and low market presence in non-gold businesses**

Despite attempts for gradual diversification, Muthoot Finance's operations have a high degree of geographical concentration – South India accounted for 49% of the company's AUM and 60% of its branches as on December 31, 2020. Significant regional concentration renders the company to vulnerabilities of economic, social, and political disruptions in the region. An instance of this nature was witnessed last year in the form of strikes called by a group of employees associated with Centre of Indian Trade Unions (CITU) which resulted in momentary disruption of operations of a few branches in Kerala. However, as per the management, none of the existing branches in the state are facing any disruptions on account of this event. As of December 31, 2020, the company had a small exposure of <3% to Kerala and as part of its branch rationalisation strategy, this exposure may get reduced further.

Muthoot Finance had started to diversify its product suite across housing finance, microfinance, vehicle finance and a few other segments. This expansion into non-gold segments and growth of these businesses led to an increase in their share in the consolidated AUM, to almost 13% by the end of fiscal 2020. However, none of these businesses command good market share. Furthermore, in the aftermath of the pandemic, the management has taken a conscious call to curtail disbursements over the next few quarters. Consequently, the housing loan and vehicle finance businesses saw a decline (annualised) of 6% and 23%, respectively over nine months ended December 31, 2020; while the microfinance portfolio registered a moderated growth of 13% during the same period. As a result, the share of non-gold businesses has declined to 10% in the



consolidated AUM of Muthoot Finance. Over the medium term, as the focus on these segments will remain low – high segmental concentration in AUM and revenue profile will remain a key monitorable.

• **Asset quality challenges associated with non-gold loan segments**

Given the low track record and seasoning in the non-gold loan segments, the growth, asset quality and profitability in those segments are yet to stabilise. Within the housing finance segment, Muthoot Homefin operates in the affordable housing finance segment, catering to self-employed customers engaged in small business activities and thus, have a relatively weak credit risk profile because of the volatile nature of their income and employment in un-organised segments. Similarly, microfinance loans (under Belstar Microfinance), through which the company intends to cater to weaker sections of the society, are unsecured in nature and are rendered to borrowers with a weak credit risk profile. This segment also exhibits high subjectivity to local socio-political issues. The vehicle finance business (under Muthoot Money), which is relatively new, deals with lending against commercial vehicles and equipment – majority of which are used/pre-owned vehicles.

With respect to impact of covid-19, the non-gold businesses have faced asset quality challenges in the aftermath of the pandemic. While collections across most of these segments, after dropping drastically in Q1 2021, have revived towards the end of Q3 2021, there is still a gap to be covered to reach the pre-covid level of collection efficiency. Consequently, the pro-forma GNPA's have increased significantly. As on December 31, 2020, the pro-forma GNPA for the microfinance business (Belstar) was 5.6%, for the vehicle loans (Muthoot Money) was 9.2% and, for housing loans (Muthoot Homefin) was 6.8%. In light of prevailing asset quality challenges, the standalone earnings profile of non-gold businesses is expected to remain weak over the next few quarters. From a longer term perspective, as the growth within these segments has remained limited as yet, the asset quality and profitability in these businesses will be a key monitorable.

**Liquidity: Strong**

The company's standalone liquidity position remains strong with a liquidity balance of Rs 9,519 crore as on December 31, 2020 (excluding un-utilized portion of existing term loans, Cash Credit and Working Capital Demand Loans). Liquidity cover for debt obligations arising over the following 2 months, without factoring in any roll over or incremental collections, was at 1.2 times. Over the last 3-4 quarters, Muthoot Finance has been maintaining about 10-12% of its balance sheet as liquidity balance and owing to this buffer availability, the company did not avail moratorium on its borrowings as allowed by the relaxations extended by RBI under the "Covid-19 - Regulatory Package".

The company has also been able to roll over existing working capital lines and also raise incremental funds at competitive rates over the last few quarters. Over nine months ended December 2020, the company has raised over Rs 24,000 crore of funds from various avenues.

**Outlook: Stable**

CRISIL Ratings believes Muthoot Finance will sustain its strong capitalisation and healthy profitability. Asset quality in the gold business, which accounts for a majority of the AUM, will remain sound, supported by increased frequency of interest collections and the highly liquid nature of the underlying security (gold jewelry), which should keep credit losses low. For non-gold segments, maintenance of asset quality and profitability alongside growth remains a monitorable.

**Rating Sensitivity factors**

**Upward factors**

- Continued strong market position in the gold finance business with increasing diversity in AUM and geographical reach
- Sustenance of profitability with RoMA above 5% on a steady state basis, while improving asset quality

**Downward factors**

- Significant and sustained deterioration in asset quality of non-gold businesses affecting earnings
- Moderation in capital position, with tier I capital adequacy ratio declining below 15%

**About the Company**

Muthoot Finance, an NBFC, was originally set up as a private limited company in 1997 and was reconstituted as a public limited company in November 2008. It provides finance against used household gold jewellery. The promoter family has been in this business for over seven decades. During the initial days, the business was carried out under Muthoot Bankers, a partnership firm. Muthoot Finance is the flagship company of the Muthoot group (promoter of Muthoot Finance), which is also in the hospitality, healthcare, media, education, information technology, foreign exchange, insurance distribution, and money transfer businesses.

**Key Financial Indicators**

As on/ for the period ended		Dec-20	Mar-20	Mar-19
Total managed assets	Rs crore	62703	50459	38069
Total Income	Rs crore	7746	8723	8881
Profit after tax	Rs crore	2727	3018	1972
Gross NPA	%	1.3	2.2	2.7
Gearing	Times	3.3	3.2	2.7
Return on managed assets (annualised)	%	6.4	6.8	5.7

**Any other information:** Not applicable

**Note on complexity levels of the rated instrument:**

CRISIL complexity levels are assigned to various types of financial instruments. The CRISIL complexity levels are available on [www.crisil.com/complexity-levels](http://www.crisil.com/complexity-levels). Users are advised to refer to the CRISIL complexity levels for instruments that they consider for investment. Users may also call the Customer Service Helpdesk with queries on specific instruments.

**Annexure - Details of Instrument(s)**

ISIN	Name of Instrument	Date of Allotment	Coupon rate (%)	Maturity date	Issue Size (Rs.In crs)	Complexity Level	Ratings
NA	Principal protected market linked debentures <sup>A</sup>	NA	NA	NA	330	Highly complex	CRISIL PP-MLD AA+/Stable
INE414G07EW5	Principal protected market linked debentures	09-07-2020	NA	08-Jul-22	235	Highly complex	CRISIL PP-MLD AA+/Stable
INE414G07ES3	Principal protected market linked debentures	12-Jun-20	NA	10-Jun-22	136	Highly complex	CRISIL PP-MLD AA+/Stable
INE414G07EY1	Principal protected market linked debentures	24-Jul-20	NA	24-Aug-22	100	Highly complex	CRISIL PP-MLD AA+/Stable
INE414G07FA8	Principal protected market linked debentures	07-Sep-20	NA	07-Oct-22	200	Highly complex	CRISIL PP-MLD AA+/Stable
NA	Subordinated debt <sup>A</sup>	NA	NA	NA	200	Complex	CRISIL AA+/Stable
INE414G07EZ8	Secured Redeemable Non-Convertible Debentures	25-Sep-20	7.15	25-Nov-22	450	Simple	CRISIL AA+/Stable
INE414G07FB6	Secured Redeemable Non-Convertible Debentures	30-Sep-20	7	30-Mar-22	50	Simple	CRISIL AA+/Stable
INE414G07FC4	Secured Redeemable Non-Convertible Debentures	16-Oct-20	7.5	16-Oct-23	460	Simple	CRISIL AA+/Stable
INE414G07EX3	Secured Redeemable Non-Convertible Debentures	15-Jul-20	8.4	15-Jul-23	100	Simple	CRISIL AA+/Stable
INE414G07EV7	Secured Redeemable Non-Convertible Debentures	07-Jul-20	8.3	08-Aug-22	650	Simple	CRISIL AA+/Stable
INE414G07EU9	Secured Redeemable Non-Convertible Debentures	25-Jun-20	8.5	04-Jul-22	365	Simple	CRISIL AA+/Stable
INE414G07ET1	Secured Redeemable Non-Convertible Debentures	18-Jun-20	9.5	18-Jun-25	125	Simple	CRISIL AA+/Stable
INE414G07ER5	Secured Redeemable Non-Convertible Debentures	02-Jun-20	9.05	02-Jun-23	500	Simple	CRISIL AA+/Stable
INE414G07EQ7	Secured Redeemable	14-May-20	8.9	12-May-23	100	Simple	CRISIL AA+/Stable

	Non-Convertible Debentures						
INE414G07EP9	Secured Redeemable Non-Convertible Debentures	24-Feb-20	9.5	11-Mar-22	175	Simple	CRISIL AA+/Stable
INE414G07BQ3	Secured Redeemable Non-Convertible Debentures	30-Jan-17	9.00 & 8.75	30-Jan-22	11	Simple	CRISIL AA+/Stable
INE414G07BT7	Secured Redeemable Non-Convertible Debentures	30-Jan-17	9.25 & 9.00	30-Jan-22	83	Simple	CRISIL AA+/Stable
INE414G07CA5	Secured Redeemable Non-Convertible Debentures	24-Apr-17	8.75	24-Apr-22	61	Simple	CRISIL AA+/Stable
INE414G07CD9	Secured Redeemable Non-Convertible Debentures	24-Apr-17	9	24-Apr-22	191	Simple	CRISIL AA+/Stable
INE414G07CJ6	Secured Redeemable Non-Convertible Debentures	19-Apr-18	8.5	19-Jun-21	27	Simple	CRISIL AA+/Stable
INE414G07GK4	Secured Redeemable Non-Convertible Debentures	19-Apr-18	8.75	19-Apr-23	57	Simple	CRISIL AA+/Stable
INE414G07CM0	Secured Redeemable Non-Convertible Debentures	19-Apr-18	8.75	19-Jun-21	1862	Simple	CRISIL AA+/Stable
INE414G07CN8	Secured Redeemable Non-Convertible Debentures	19-Apr-18	9	19-Apr-23	722	Simple	CRISIL AA+/Stable
INE414G07CQ1	Secured Redeemable Non-Convertible Debentures	19-Apr-18	N.A	19-Jun-21	20	Simple	CRISIL AA+/Stable
INE414G07CR9	Secured Redeemable Non-Convertible Debentures	19-Apr-18	N.A	19-Apr-23	206	Simple	CRISIL AA+/Stable
INE414G07CY5	Secured Redeemable Non-Convertible Debentures	20-Mar-19	N.A	20-Mar- 21	36	Simple	CRISIL AA+/Stable
INE414G07DB1	Secured Redeemable Non-Convertible Debentures	20-Mar-19	9.25	20-Mar- 21	40	Simple	CRISIL AA+/Stable
INE414G07DE5	Secured Redeemable Non-Convertible Debentures	20-Mar-19	9.5	20-Mar- 21	79	Simple	CRISIL AA+/Stable
INE414G07CZ2	Secured Redeemable Non-Convertible Debentures	20-Mar-19	N.A	20-May- 22	152	Simple	CRISIL AA+/Stable
INE414G07DC9	Secured Redeemable	20-Mar-19	9.5	20-May- 22	79	Simple	CRISIL AA+/Stable

	Non-Convertible Debentures						
INE414G07DF2	Secured Redeemable Non-Convertible Debentures	20-Mar-19	9.75	20-May- 22	74	Simple	CRISIL AA+/Stable
INE414G07DA3	Secured Redeemable Non-Convertible Debentures	20-Mar-19	N.A	20-Mar- 24	47	Simple	CRISIL AA+/Stable
INE414G07DD7	Secured Redeemable Non-Convertible Debentures	20-Mar-19	9.75	20-Mar- 24	111	Simple	CRISIL AA+/Stable
INE414G07DC0	Secured Redeemable Non-Convertible Debentures	20-Mar-19	10	20-Mar- 24	92	Simple	CRISIL AA+/Stable
INE414G07DH8	Secured Redeemable Non-Convertible Debentures	14-Jun-19	9.25	14-Jun-21	73	Simple	CRISIL AA+/Stable
INE414G07DK2	Secured Redeemable Non-Convertible Debentures	14-Jun-19	9.5	14-Jun-21	95	Simple	CRISIL AA+/Stable
INE414G07DN8	Secured Redeemable Non-Convertible Debentures	14-Jun-19	N.A	14-Jun-21	30	Simple	CRISIL AA+/Stable
INE414G07DI6	Secured Redeemable Non-Convertible Debentures	14-Jun-19	9.5	14-Aug- 22	87	Simple	CRISIL AA+/Stable
INE414G07DL0	Secured Redeemable Non-Convertible Debentures	14-Jun-19	9.75	14-Aug- 22	71	Simple	CRISIL AA+/Stable
INE414G07DO4	Secured Redeemable Non-Convertible Debentures	14-Jun-19	N.A	14-Aug- 22	157	Simple	CRISIL AA+/Stable
INE414G07DJ4	Secured Redeemable Non-Convertible Debentures	14-Jun-19	9.75	14-Jun-24	106	Simple	CRISIL AA+/Stable
INE414G07DM6	Secured Redeemable Non-Convertible Debentures	14-Jun-19	10	14-Jun-24	179	Simple	CRISIL AA+/Stable
INE414G07DP1	Secured Redeemable Non-Convertible Debentures	14-Jun-19	N.A	14-Jun-24	21	Simple	CRISIL AA+/Stable
INE414G07DQ9	Secured Redeemable Non-Convertible Debentures	14-Jun-19	N.A	14-Dec- 28	32	Simple	CRISIL AA+/Stable
INE414G07DT3	Secured Redeemable Non-Convertible Debentures	01-Nov- 19	9.25	01-Nov- 21	46	Simple	CRISIL AA+/Stable
INE414G07DU1	Secured Redeemable	01-Nov- 19	9.5	01-Jan-23	54	Simple	CRISIL AA+/Stable

	Non-Convertible Debentures						
INE414G07DV9	Secured Redeemable Non-Convertible Debentures	01-Nov- 19	N.A	01-Nov- 24	90	Simple	CRISIL AA+/Stable
INE414G07DW7	Secured Redeemable Non-Convertible Debentures	01-Nov- 19	9.5	01-Nov- 21	55	Simple	CRISIL AA+/Stable
INE414G07DX5	Secured Redeemable Non-Convertible Debentures	01-Nov- 19	9.75	01-Jan-23	41	Simple	CRISIL AA+/Stable
INE414G07DY3	Secured Redeemable Non-Convertible Debentures	01-Nov- 19	N.A	01-Nov- 24	54	Simple	CRISIL AA+/Stable
INE414G07DZ0	Secured Redeemable Non-Convertible Debentures	01-Nov- 19	9.75	01-Nov- 21	26	Simple	CRISIL AA+/Stable
INE414G07EA1	Secured Redeemable Non-Convertible Debentures	01-Nov- 19	10	01-Jan-23	38	Simple	CRISIL AA+/Stable
INE414G07EB9	Secured Redeemable Non-Convertible Debentures	01-Nov- 19	N.A	01-Nov- 24	14	Simple	CRISIL AA+/Stable
INE414G07EC7	Secured Redeemable Non-Convertible Debentures	01-Nov- 19	N.A	01-May- 27	43	Simple	CRISIL AA+/Stable
INE414G07EH6	Secured Redeemable Non-Convertible Debentures	27-Dec- 19	9.25	27-Dec- 21	64	Simple	CRISIL AA+/Stable
INE414G07EI4	Secured Redeemable Non-Convertible Debentures	27-Dec- 19	9.5	27-Feb- 23	55	Simple	CRISIL AA+/Stable
INE414G07EJ2	Secured Redeemable Non-Convertible Debentures	27-Dec- 19	N.A	27-Dec- 24	82	Simple	CRISIL AA+/Stable
INE414G07EK0	Secured Redeemable Non-Convertible Debentures	27-Dec- 19	9.5	27-Dec- 21	286	Simple	CRISIL AA+/Stable
INE414G07EL8	Secured Redeemable Non-Convertible Debentures	27-Dec- 19	9.75	27-Feb- 23	117	Simple	CRISIL AA+/Stable
INE414G07EM6	Secured Redeemable Non-Convertible Debentures	27-Dec- 19	N.A	27-Dec- 24	54	Simple	CRISIL AA+/Stable
INE414G07ED5	Secured Redeemable Non-Convertible Debentures	27-Dec- 19	9.75	27-Dec- 21	34	Simple	CRISIL AA+/Stable
INE414G07EE3	Secured Redeemable	27-Dec- 19	10	27-Feb- 23	41	Simple	CRISIL AA+/Stable

	Non-Convertible Debentures						
INE414G07EF0	Secured Redeemable Non-Convertible Debentures	27-Dec-19	N.A	27-Dec-24	13	Simple	CRISIL AA+/Stable
INE414G07EG8	Secured Redeemable Non-Convertible Debentures	27-Dec-19	N.A	27-Jun-27	45	Simple	CRISIL AA+/Stable
INE414G07FD2	Secured Redeemable Non-Convertible Debentures	05-Nov-20	7.40 & 7.15	05-Jan-24	24	Simple	CRISIL AA+/Stable
INE414G07FE0	Secured Redeemable Non-Convertible Debentures	05-Nov-20	7.75 & 7.50	05-Nov-25	37	Simple	CRISIL AA+/Stable
INE414G07FF7	Secured Redeemable Non-Convertible Debentures	05-Nov-20	7.65 & 7.40	05-Jan-24	1774	Simple	CRISIL AA+/Stable
INE414G07FG5	Secured Redeemable Non-Convertible Debentures	05-Nov-20	8.00 & 7.75	05-Nov-25	76	Simple	CRISIL AA+/Stable
INE414G07FH3	Secured Redeemable Non-Convertible Debentures	05-Nov-20	N.A	05-Jan-24	60	Simple	CRISIL AA+/Stable
INE414G07FI1	Secured Redeemable Non-Convertible Debentures	05-Nov-20	N.A	05-Nov-25	30	Simple	CRISIL AA+/Stable
INE414G07FJ9	Secured Redeemable Non-Convertible Debentures	11-Jan-21	7.15 & 6.75	11-Mar-24	43	Simple	CRISIL AA+/Stable
INE414G07FK7	Secured Redeemable Non-Convertible Debentures	11-Jan-21	7.50 & 7.10	11-Jan-26	43	Simple	CRISIL AA+/Stable
INE414G07FL5	Secured Redeemable Non-Convertible Debentures	11-Jan-21	7.40 & 7.00	11-Mar-24	63	Simple	CRISIL AA+/Stable
INE414G07FM3	Secured Redeemable Non-Convertible Debentures	11-Jan-21	7.75 & 7.35	11-Jan-26	55	Simple	CRISIL AA+/Stable
INE414G07FN1	Secured Redeemable Non-Convertible Debentures	11-Jan-21	N.A	11-Mar-24	44	Simple	CRISIL AA+/Stable
INE414G07FO9	Secured Redeemable Non-Convertible Debentures	11-Jan-21	N.A	11-Jan-26	45	Simple	CRISIL AA+/Stable
INE414G07CS7	Secured Redeemable Non-Convertible Debentures	26-Jul-18	9.75	26-Jul-21	175	Simple	CRISIL AA+/Stable
INE414G08306	Subordinated Debt	20-Jan-16	N.A	20-Apr-23	23	Complex	CRISIL AA+/Stable

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## Rating Rationale

INE414G08330	Subordinated Debt	30-Jan-17	N.A	30-Jan-25	32	Complex	CRISIL AA+/Stable
INE414G08348	Subordinated Debt	24-Apr-17	N.A	24-Apr-25	19	Complex	CRISIL AA+/Stable
INE414G09015	Subordinated Debt	26-Mar-13	N.A	26-Mar-23	10	Complex	CRISIL AA+/Stable
N.A.	Commercial Paper	N.A	N.A	7-365 days	5000	Simple	CRISIL A1+
NA^	Secured Redeemable Non-Convertible Debentures	N.A	N.A	N.A	2902.6	Simple	CRISIL AA+/Stable

^Yet to be issued

## Annexure - Withdrawal ISIN Details

ISIN	Name of instrument	Date of Allotment	Coupon rate (%)	Maturity date	Issue Size (Rs. In crs)	Complexity Level
INE414G07AS1	Secured Redeemable Non-Convertible Debentures	20-Jan-16	9.25 & 8.50	20-Jan-21	1.4	Simple
INE414G07AV5	Secured Redeemable Non-Convertible Debentures	20-Jan-16	9.50 & 8.75	20-Jan-21	0.8	Simple
INE414G07AZ6	Secured Redeemable Non-Convertible Debentures	20-Jan-16	N.A	20-Jan-21	0.6	Simple

## Annexure - List of entities consolidated

Entity consolidated	Extent of consolidation	Rationale for consolidation
Muthoot Homefin (India) Ltd	Full	Subsidiary
Belstar Microfinance Private Limited	Full	Subsidiary
Muthoot Money Limited	Full	Subsidiary

## Annexure - Rating History for last 3 Years

Instrument	Type	Current		2021 (History)		2020		2019		2018		Start of 2018
		Outstanding Amount	Rating	Date	Rating	Date	Rating	Date	Rating	Date	Rating	Rating
Long Term Principal Protected Market Linked Debentures	LT	1000.0	CRISIL PPMLD AA+/Stable	-	-	24-07-20	CRISIL PPMLD AA+/Positive	-	-	-	-	-
Non Convertible Debentures	LT	14402.4	CRISIL AA+/Stable	-	-	24-07-20	CRISIL AA/Positive	18-01-19	CRISIL AA/Stable	29-11-18	CRISIL AA/Stable	CRISIL AA/Stable
Subordinated Debt	LT	293.82	CRISIL AA+/Stable	-	-	24-07-20	CRISIL AA/Positive	18-01-19	CRISIL AA/Stable	29-11-18	CRISIL AA/Stable	CRISIL AA/Stable
				-	-	16-07-20	CRISIL PPMLD AA+/Positive	-	-	-	-	-
				-	-	16-07-20	CRISIL AA/Positive	-	-	10-09-18	CRISIL AA/Stable	-
				-	-	16-07-20	CRISIL AA/Positive	-	-	10-09-18	CRISIL AA/Stable	-
				-	-	03-07-20	CRISIL PPMLD AA+/Positive	-	-	-	-	-
Subordinate Bond	LT	-	-	-	-	03-07-20	Withdrawn	18-01-19	CRISIL AA/Stable	29-11-18	CRISIL AA/Stable	CRISIL AA/Stable
				-	-	03-07-20	CRISIL AA/Positive	-	-	31-07-18	CRISIL AA/Stable	-
				-	-	03-07-20	CRISIL AA/Positive	-	-	31-07-18	CRISIL AA/Stable	-
				-	-	26-08-20	CRISIL PPMLD AA+/Positive	-	-	-	-	-

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## Rating Rationale

					26-06-20	CRISIL AA/Positive			19-09-18	CRISIL AA/Stable	
					26-06-20	CRISIL AA/Positive			29-01-18	CRISIL AA/Stable	
					26-06-20	CRISIL AA/Positive			29-01-18	CRISIL AA/Stable	
					15-06-20	CRISIL PPMLD AA r/Positive					
					15-06-20	CRISIL AA/Positive			31-07-18	CRISIL AA/Stable	
					15-06-20	CRISIL AA/Positive			19-01-18	CRISIL AA/Stable	
					15-06-20	CRISIL AA/Positive			19-01-18	CRISIL AA/Stable	
					05-06-20	CRISIL PPMLD AA r/Positive					
					05-06-20	CRISIL AA/Positive			29-01-18	CRISIL AA/Stable	
					05-06-20	CRISIL AA/Positive					
					05-06-20	CRISIL AA/Positive					
					03-03-20	CRISIL AA/Positive			19-01-18	CRISIL AA/Stable	
					03-03-20	CRISIL AA/Positive					
					03-03-20	CRISIL AA/Positive					
					02-03-20	CRISIL AA/Positive					
					02-03-20	CRISIL AA/Positive					
					02-03-20	CRISIL AA/Positive					
					31-01-20	CRISIL AA/Positive					
					31-01-20	CRISIL AA/Positive					
					31-01-20	CRISIL AA/Positive					
Commercial Paper	ST	5000.0	CRISIL A1+		24-07-20	CRISIL A1+	18-01-19	CRISIL A1+	29-11-18	CRISIL A1+	CRISIL A1+
					15-07-20	CRISIL A1+			19-09-18	CRISIL A1+	
					03-07-20	CRISIL A1+			31-07-18	CRISIL A1+	
					26-06-20	CRISIL A1+			29-01-18	CRISIL A1+	
					15-06-20	CRISIL A1+			19-01-18	CRISIL A1+	
					05-06-20	CRISIL A1+					
					03-03-20	CRISIL A1+					
					02-03-20	CRISIL A1+					
					31-01-20	CRISIL A1+					
Short Term Debt	ST										CRISIL A1+

All amounts are in Rs. Cr.



**Links to related criteria****[CRISIL's Bank Loan Ratings - process, scale and default recognition](#)****[Rating Criteria for Finance Companies](#)****[CRISIL's Criteria for rating short term debt](#)****[CRISIL's Criteria for Consolidation](#)**

<b>Media Relations</b>	<b>Analytical Contacts</b>	<b>Customer Service Helpdesk</b>
<b>Saman Khan</b> Media Relations CRISIL Limited D: +91 22 3342 3895 B: +91 22 3342 3000 <a href="mailto:saman.khan@crsil.com">saman.khan@crsil.com</a>	<b>Krishnan Sitaraman</b> Senior Director CRISIL Ratings Limited D: +91 22 3342 8070 <a href="mailto:krishnan.sitaraman@crsil.com">krishnan.sitaraman@crsil.com</a>	<b>Timings: 10.00 am to 7.00 pm</b> <b>Toll free Number: 1800 287 1301</b>  <b>For a copy of Rationales / Rating Reports:</b> <a href="mailto:CRISIL.ratingsdesk@crsil.com">CRISIL.ratingsdesk@crsil.com</a>
<b>Nalreen Ahmed</b> Media Relations CRISIL Limited D: +91 22 3342 1818 B: +91 22 3342 3000 <a href="mailto:nalreen.ahmed@crsil.com">nalreen.ahmed@crsil.com</a>	<b>Ajit Velonie</b> Director CRISIL Ratings Limited D: +91 22 4097 8209 <a href="mailto:ajit.velonie@crsil.com">ajit.velonie@crsil.com</a>	<b>For Analytical queries:</b> <a href="mailto:ratingsinvestordesk@crsil.com">ratingsinvestordesk@crsil.com</a>
	<b>Vani Ojasvi</b> Senior Rating Analyst CRISIL Ratings Limited D: +91 22 6172 3560 <a href="mailto:Vani.Ojasvi@crsil.com">Vani.Ojasvi@crsil.com</a>	

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Rating Rationale

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2/15/2021

## Rating Rationale

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Ref: - 18992/ITSL/OPR/2020-21  
Date: September 30, 2020

**Muthoot Finance Limited**

2nd Floor, Muthoot Chambers, Opposite Saritha Theatre Complex,  
Banerji Road, Kochi 682 018, India.

Dear Sirs,

**Sub: PUBLIC ISSUE BY MUTHOOT FINANCE LIMITED, ("COMPANY" OR "ISSUER") OF SECURED AND OR UNSECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF RS. 1,000 EACH, ("NCDs"), FOR AN AMOUNT UP TO RS. 40,000 MILLION ("SHELF LIMIT") HEREINAFTER REFERRED TO AS THE "ISSUE". THE NCDs WILL BE ISSUED IN ONE OR MORE TRANCHEs, ON TERMS AND CONDITIONS AS SET OUT IN THE RELEVANT TRANCHE PROSPECTUS FOR ANY TRANCHE ISSUE (EACH A "TRANCHE ISSUE").**

We, IDBI Trusteeship Services Limited, hereby give our consent to our name being included as Debenture Trustee to the Issue in accordance with Regulation 4(4) of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 in the Draft Shelf Prospectus to be filed with the BSE Limited where the NCDs are proposed to be listed for the purposes of receiving public comments and with the Securities and Exchange Board of India ("SEBI"); and the Shelf Prospectus and the Tranche Prospectus(es) to be filed with the Registrar of Companies, Kerala and Lakshadweep ("RoC"), BSE and SEBI in respect of the Issue and all related advertisements, and subsequent periodical communications sent to the holders of the NCDs pursuant to the Issue.

We hereby authorise you to deliver this letter of consent to BSE, the RoC and/or such other regulatory authority, as may be required by law.

The following details with respect to us may be disclosed:

Name: IDBI Trusteeship Services Limited  
Address: Asian Building, Ground Floor,  
17, R. Kamani Marg, Ballard Estate,  
Mumbai - 400 001.  
Tel: (91)2240807026  
Fax: 022-6631 1776  
E-mail: [Anjalee@idbitrustee.com](mailto:Anjalee@idbitrustee.com)  
Investor Grievance E-mail Id: [itsl@idbitrustee.com](mailto:itsl@idbitrustee.com)  
Website: [www.idbitrustee.com](http://www.idbitrustee.com)  
Contact Person: Ms. Anjalee Athalye  
SEBI Registration Number: IND000000460

We certify that we have not been prohibited from SEBI to act as an intermediary in capital market issues. We confirm that we are registered with the SEBI and that such registration is valid as on date of this letter. We further confirm that no enquiry / investigation is being conducted by SEBI on us. Copy of our SEBI registration certificate and declaration regarding our registration with SEBI in the required format is attached as Annexure A.

**IDBI Trusteeship Services Ltd**  
CIN : U65991MH12001GOI131154



We shall immediately intimate the Lead Managers and Issuer of any changes, additions or deletions in respect of the aforesaid details till the date when the NCDs of the Issuer offered, issued and allotted pursuant to the Issue, are traded on the Stock Exchanges. In absence of any such communication from us, the above information should be taken as updated information until the listing and commencement of trading of the NCDs on the Stock Exchanges.

We also agree to keep strictly confidential, until such time the proposed Issue is publicly announced by the Company in the form of a press release, (i) the nature and scope of the Issue; and (ii) our knowledge of the Issue of the Company.

Yours faithfully,

For IDBI Trusteeship Services Limited


**Authorised Signatory**

**Name: Niharika Shinde- Dey**

**Designation: Authorised Signatory**

**Annexure A**

We hereby confirm that as on date the following details in relation to our registration with the Securities and Exchange Board of India as a "Debenture Trustee" is true and correct:

<b>Sr. No.</b>	<b>Details</b>	<b>Confirmation</b>
1.	Registration Number	IND000000460
2.	Date of registration / <u>date of last renewal of registration</u> / date of application for renewal of registration	February 14,2017
3.	Date of expiry of registration	Valid unless it is suspended or cancelled by the board
4.	Details of any communication from SEBI prohibiting from acting as an intermediary	NIL
5.	Details of any pending inquiry / investigation being conducted by SEBI	NIL
6.	Details of any penalty imposed by SEBI	NIL

## SCHEDULE A | CASH FLOWS FOR VARIOUS OPTIONS

### ILLUSTRATION FOR GUIDANCE IN RESPECT OF THE DAY COUNT CONVENTION AND EFFECT OF HOLIDAYS ON PAYMENTS

#### Option I

<b>Company</b>	Muthoot Finance Limited
<b>Face value (per security)</b>	₹ 1,000.00
<b>Number of NCDs held (assumed)</b>	1
<b>Issue Date/ Date of Allotment (assumed)*</b>	April 08, 2021 / May 05, 2021
<b>Tenor</b>	38 Months
<b>Coupon Rate for Category I investors and Category II investors (p.a)</b>	6.85%
<b>Coupon Rate for Category III investors and Category IV investors (p.a)</b>	7.10%
<b>Redemption Date (assumed)</b>	July 05, 2024
<b>Frequency of the interest payment with specified dates</b>	First interest on July 01, 2021 and subsequently on the 1st day of every month.
<b>Day count convention</b>	Actual/actual

\*Based on current Issue Closing date and post Issue timelines. Subject to further change

Cash Flows	Due Date	Date of a payment	No. of days in Coupon Period	Amount (in `)	
				Category I and II Investors	Category III and IV Investors
1st Coupon	Thursday, July 01, 2021	Thursday, July 01, 2021	57	10.70	11.09
2nd Coupon	Sunday, August 01, 2021	Monday, August 02, 2021	31	5.82	6.03
3rd Coupon	Wednesday, September 01, 2021	Wednesday, September 01, 2021	31	5.82	6.03
4th Coupon	Friday, October 01, 2021	Friday, October 01, 2021	30	5.63	5.84
5th Coupon	Monday, November 01, 2021	Monday, November 01, 2021	31	5.82	6.03
6th Coupon	Wednesday, December 01, 2021	Wednesday, December 01, 2021	30	5.63	5.84
7th Coupon	Saturday, January 01, 2022	Saturday, January 01, 2022	31	5.82	6.03
8th Coupon	Tuesday, February 01, 2022	Tuesday, February 01, 2022	31	5.82	6.03
9th Coupon	Tuesday, March 01, 2022	Tuesday, March 01, 2022	28	5.25	5.45
10th Coupon	Friday, April 01, 2022	Friday, April 01, 2022	31	5.82	6.03
11th Coupon	Sunday, May 01, 2022	Monday, May 02, 2022	30	5.63	5.84
12th Coupon	Wednesday, June 01, 2022	Wednesday, June 01, 2022	31	5.82	6.03
13th Coupon	Friday, July 01, 2022	Friday, July 01, 2022	30	5.63	5.84
14th Coupon	Monday, August 01, 2022	Monday, August 01, 2022	31	5.82	6.03
15th Coupon	Thursday, September 01, 2022	Thursday, September 01, 2022	31	5.82	6.03
16th Coupon	Saturday, October 01, 2022	Saturday, October 01, 2022	30	5.63	5.84
17th Coupon	Tuesday, November 01, 2022	Tuesday, November 01, 2022	31	5.82	6.03



18th Coupon	Thursday, December 01, 2022	Thursday, December 01, 2022	30	5.63	5.84
19th Coupon	Sunday, January 01, 2023	Monday, January 02, 2023	31	5.82	6.03
20th Coupon	Wednesday, February 01, 2023	Wednesday, February 01, 2023	31	5.82	6.03
21st Coupon	Wednesday, March 01, 2023	Wednesday, March 01, 2023	28	5.25	5.45
22nd Coupon	Saturday, April 01, 2023	Saturday, April 01, 2023	31	5.82	6.03
23rd Coupon	Monday, May 01, 2023	Tuesday, May 02, 2023	30	5.63	5.84
24th Coupon	Thursday, June 01, 2023	Thursday, June 01, 2023	31	5.82	6.03
25th Coupon	Saturday, July 01, 2023	Saturday, July 01, 2023	30	5.63	5.84
26th Coupon	Tuesday, August 01, 2023	Tuesday, August 01, 2023	31	5.82	6.03
27th Coupon	Friday, September 01, 2023	Friday, September 01, 2023	31	5.82	6.03
28th Coupon	Sunday, October 01, 2023	Tuesday, October 03, 2023	30	5.63	5.84
29th Coupon	Wednesday, November 01, 2023	Wednesday, November 01, 2023	31	5.82	6.03
30th Coupon	Friday, December 01, 2023	Friday, December 01, 2023	30	5.63	5.84
31st Coupon	Monday, January 01, 2024	Monday, January 01, 2024	31	5.82	6.03
32nd Coupon	Thursday, February 01, 2024	Thursday, February 01, 2024	31	5.80	6.01
33rd Coupon	Friday, March 01, 2024	Friday, March 01, 2024	29	5.43	5.63
34th Coupon	Monday, April 01, 2024	Monday, April 01, 2024	31	5.80	6.01
35th Coupon	Wednesday, May 01, 2024	Thursday, May 02, 2024	30	5.61	5.82
36th Coupon	Saturday, June 01, 2024	Saturday, June 01, 2024	31	5.80	6.01
37th Coupon	Monday, July 01, 2024	Monday, July 01, 2024	30	5.61	5.82
38th Coupon	Friday, July 05, 2024	Friday, July 05, 2024	4	0.75	0.78
<b>Principal/ Maturity value</b>	Friday, July 05, 2024	Friday, July 05, 2024		1,000.00	1,000.00
<b>Total</b>				<b>1,217.06</b>	<b>1,225.01</b>

## Option II

<b>Company</b>	Muthoot Finance Limited
<b>Face value (per security)</b>	₹ 1,000.00
<b>Number of NCDs held (assumed)</b>	1
<b>Issue Date/ Date of Allotment (assumed)*</b>	April 08, 2021 / May 05, 2021
<b>Tenor</b>	60 Months
<b>Coupon Rate for Category I investors and Category II investors (p.a)</b>	7.35%
<b>Coupon Rate for Category III investors and Category IV investors (p.a)</b>	7.60%
<b>Redemption Date (assumed)</b>	May 05, 2026
<b>Frequency of the interest payment with specified dates</b>	First interest on July 01, 2021 and subsequently on the 1st day of every month.
<b>Day count convention</b>	Actual/actual

\*Based on current Issue Closing date and post Issue timelines. Subject to further change

Cash Flows	Due Date	Date of a payment	No. of days in Coupon Period	Amount (in ₹)	
				Category I and II Investors	Category III and IV Investors
1st Coupon	Thursday, July 01, 2021	Thursday, July 01, 2021	57	11.48	11.87
2nd Coupon	Sunday, August 01, 2021	Monday, August 02, 2021	31	6.24	6.45
3rd Coupon	Wednesday, September 01, 2021	Wednesday, September 01, 2021	31	6.24	6.45
4th Coupon	Friday, October 01, 2021	Friday, October 01, 2021	30	6.04	6.25
5th Coupon	Monday, November 01, 2021	Monday, November 01, 2021	31	6.24	6.45
6th Coupon	Wednesday, December 01, 2021	Wednesday, December 01, 2021	30	6.04	6.25
7th Coupon	Saturday, January 01, 2022	Saturday, January 01, 2022	31	6.24	6.45
8th Coupon	Tuesday, February 01, 2022	Tuesday, February 01, 2022	31	6.24	6.45
9th Coupon	Tuesday, March 01, 2022	Tuesday, March 01, 2022	28	5.64	5.83
10th Coupon	Friday, April 01, 2022	Friday, April 01, 2022	31	6.24	6.45
11th Coupon	Sunday, May 01, 2022	Monday, May 02, 2022	30	6.04	6.25
12th Coupon	Wednesday, June 01, 2022	Wednesday, June 01, 2022	31	6.24	6.45
13th Coupon	Friday, July 01, 2022	Friday, July 01, 2022	30	6.04	6.25
14th Coupon	Monday, August 01, 2022	Monday, August 01, 2022	31	6.24	6.45
15th Coupon	Thursday, September 01, 2022	Thursday, September 01, 2022	31	6.24	6.45
16th Coupon	Saturday, October 01, 2022	Saturday, October 01, 2022	30	6.04	6.25
17th Coupon	Tuesday, November 01, 2022	Tuesday, November 01, 2022	31	6.24	6.45
18th Coupon	Thursday, December 01, 2022	Thursday, December 01, 2022	30	6.04	6.25
19th Coupon	Sunday, January 01, 2023	Monday, January 02, 2023	31	6.24	6.45
20th Coupon	Wednesday, February 01, 2023	Wednesday, February 01, 2023	31	6.24	6.45
21st Coupon	Wednesday, March 01, 2023	Wednesday, March 01, 2023	28	5.64	5.83
22nd Coupon	Saturday, April 01, 2023	Saturday, April 01, 2023	31	6.24	6.45
23rd Coupon	Monday, May 01, 2023	Tuesday, May 02, 2023	30	6.04	6.25
24th Coupon	Thursday, June 01, 2023	Thursday, June 01, 2023	31	6.24	6.45
25th Coupon	Saturday, July 01, 2023	Saturday, July 01, 2023	30	6.04	6.25
26th Coupon	Tuesday, August 01, 2023	Tuesday, August 01, 2023	31	6.24	6.45
27th Coupon	Friday, September 01, 2023	Friday, September 01, 2023	31	6.24	6.45
28th Coupon	Sunday, October 01, 2023	Tuesday, October 03, 2023	30	6.04	6.25
29th Coupon	Wednesday, November 01, 2023	Wednesday, November 01, 2023	31	6.24	6.45
30th Coupon	Friday, December 01, 2023	Friday, December 01, 2023	30	6.04	6.25
31st Coupon	Monday, January 01, 2024	Monday, January 01, 2024	31	6.24	6.45
32nd Coupon	Thursday, February 01, 2024	Thursday, February 01, 2024	31	6.23	6.44

33rd Coupon	Friday, March 01, 2024	Friday, March 01, 2024	29	5.82	6.02
34th Coupon	Monday, April 01, 2024	Monday, April 01, 2024	31	6.23	6.44
35th Coupon	Wednesday, May 01, 2024	Thursday, May 02, 2024	30	6.02	6.23
36th Coupon	Saturday, June 01, 2024	Saturday, June 01, 2024	31	6.23	6.44
37th Coupon	Monday, July 01, 2024	Monday, July 01, 2024	30	6.02	6.23
38th Coupon	Thursday, August 01, 2024	Thursday, August 01, 2024	31	6.23	6.44
39th Coupon	Sunday, September 01, 2024	Monday, September 02, 2024	31	6.23	6.44
40th Coupon	Tuesday, October 01, 2024	Tuesday, October 01, 2024	30	6.02	6.23
41st Coupon	Friday, November 01, 2024	Friday, November 01, 2024	31	6.23	6.44
42nd Coupon	Sunday, December 01, 2024	Monday, December 02, 2024	30	6.02	6.23
43rd Coupon	Wednesday, January 01, 2025	Wednesday, January 01, 2025	31	6.23	6.44
44th Coupon	Saturday, February 01, 2025	Saturday, February 01, 2025	31	6.23	6.44
45th Coupon	Saturday, March 01, 2025	Saturday, March 01, 2025	28	5.64	5.83
46th Coupon	Tuesday, April 01, 2025	Tuesday, April 01, 2025	31	6.24	6.45
47th Coupon	Thursday, May 01, 2025	Friday, May 02, 2025	30	6.04	6.25
48th Coupon	Sunday, June 01, 2025	Monday, June 02, 2025	31	6.24	6.45
49th Coupon	Tuesday, July 01, 2025	Tuesday, July 01, 2025	30	6.04	6.25
50th Coupon	Friday, August 01, 2025	Friday, August 01, 2025	31	6.24	6.45
51st Coupon	Monday, September 01, 2025	Monday, September 01, 2025	31	6.24	6.45
52nd Coupon	Wednesday, October 01, 2025	Wednesday, October 01, 2025	30	6.04	6.25
53rd Coupon	Saturday, November 01, 2025	Saturday, November 01, 2025	31	6.24	6.45
54th Coupon	Monday, December 01, 2025	Monday, December 01, 2025	30	6.04	6.25
55th Coupon	Thursday, January 01, 2026	Thursday, January 01, 2026	31	6.24	6.45
56th Coupon	Sunday, February 01, 2026	Monday, February 02, 2026	31	6.24	6.45
57th Coupon	Sunday, March 01, 2026	Monday, March 02, 2026	28	5.64	5.83
58th Coupon	Wednesday, April 01, 2026	Wednesday, April 01, 2026	31	6.24	6.45
59th Coupon	Friday, May 01, 2026	Saturday, May 02, 2026	30	6.04	6.25
60th Coupon	Tuesday, May 05, 2026	Tuesday, May 05, 2026	4	0.81	0.83
<b>Principal/ Maturity value</b>	Tuesday, May 05, 2026	Tuesday, May 05, 2026		1000.00	1000.00
<b>Total</b>				<b>1,367.43</b>	<b>1,379.93</b>

### Option III

<b>Company</b>	Muthoot Finance Limited
<b>Face value (per security)</b>	₹ 1,000.00
<b>Number of NCDs held (assumed)</b>	1
<b>Issue Date/ Date of Allotment (assumed)*</b>	April 08, 2021 / May 05, 2021
<b>Tenor</b>	26 Months
<b>Coupon Rate for Category I investors and Category II investors (p.a)</b>	6.60%
<b>Coupon Rate for Category III investors and Category IV investors (p.a)</b>	6.85%
<b>Redemption Date (assumed)</b>	July 05, 2023
<b>Frequency of the interest payment with specified dates</b>	First interest on May 05, 2022 and subsequently on May 05th every year
<b>Day count convention</b>	Actual/actual

\*Based on current Issue Closing date and post Issue timelines. Subject to further change

Cash Flows	Due Date	Date of payment	No. of days in Coupon Period	Amount (in ₹)	
				Category I and II Investors	Category III and IV Investors
Coupon 1	Thursday, May 05, 2022	Thursday, May 05, 2022	365	66.00	68.50
Coupon 2	Friday, May 05, 2023	Friday, May 05, 2023	365	66.00	68.50
Coupon 3	Wednesday, July 05, 2023	Wednesday, July 05, 2023	61	11.03	11.45
Principal	Wednesday, July 05, 2023	Wednesday, July 05, 2023		1000.00	1000.00
				<b>1,143.03</b>	<b>1,148.45</b>

### Option IV

<b>Company</b>	Muthoot Finance Limited
<b>Face value (per security)</b>	₹ 1,000.00
<b>Number of NCDs held (assumed)</b>	1
<b>Issue Date/ Date of Allotment (assumed)*</b>	April 08, 2021 / May 05, 2021
<b>Tenor</b>	38 Months
<b>Coupon Rate for Category I investors and Category II investors (p.a)</b>	7.10%
<b>Coupon Rate for Category III investors and Category IV investors (p.a)</b>	7.35%
<b>Redemption Date (assumed)</b>	July 05, 2024
<b>Frequency of the interest payment with specified dates</b>	First interest on May 05, 2022 and subsequently on May 05th every year
<b>Day count convention</b>	Actual/actual

\*Based on current Issue Closing date and post Issue timelines. Subject to further change

Cash Flows	Due Date	Date of payment	No. of days in Coupon Period	Amount (in ₹)	
				Category I and II Investors	Category III and IV Investors
Coupon 1	Thursday, May 05, 2022	Thursday, May 05, 2022	365	71.00	73.50
Coupon 2	Friday, May 05, 2023	Friday, May 05, 2023	365	71.00	73.50
Coupon 3	Sunday, May 05, 2024	Monday, May 06, 2024	366	71.00	73.50
Coupon 4	Friday, July 05, 2024	Friday, July 05, 2024	61	11.87	12.28
Principal	Friday, July 05, 2024	Friday, July 05, 2024		1000.00	1000.00
				<b>1,224.87</b>	<b>1,232.78</b>

### Option V

<b>Company</b>	Muthoot Finance Limited
<b>Face value (per security)</b>	₹ 1,000.00
<b>Number of NCDs held (assumed)</b>	1
<b>Issue Date/ Date of Allotment (assumed)*</b>	April 08, 2021 / May 05, 2021
<b>Tenor</b>	60 Months
<b>Coupon Rate for Category I investors and Category II investors (p.a)</b>	7.60%
<b>Coupon Rate for Category III investors and Category IV investors (p.a)</b>	7.85%
<b>Redemption Date (assumed)</b>	May 05, 2026
<b>Frequency of the interest payment with specified dates</b>	First interest on May 05, 2022 and subsequently on May 05th every year
<b>Day count convention</b>	Actual/actual

\* Based on current Issue Closing date and post Issue timelines. Subject to further change

Cash Flows	Due Date	Date of payment	No. of days in Coupon Period	Amount (in ₹)	
				Category I and II Investors	Category III and IV Investors
Coupon 1	Thursday, May 05, 2022	Thursday, May 05, 2022	365	76.00	78.50
Coupon 2	Friday, May 05, 2023	Friday, May 05, 2023	365	76.00	78.50
Coupon 3	Sunday, May 05, 2024	Monday, May 06, 2024	366	76.00	78.50
Coupon 4	Monday, May 05, 2025	Monday, May 05, 2025	365	76.00	78.50
Coupon 5	Tuesday, May 05, 2026	Tuesday, May 05, 2026	365	76.00	78.50
Principal	Tuesday, May 05, 2026	Tuesday, May 05, 2026		1000.00	1000.00
				<b>1,380.00</b>	<b>1,392.50</b>

## Option VI

<b>Company</b>	Muthoot Finance Limited
<b>Face value (per security)</b>	₹ 1,000.00
<b>Number of NCDs held (assumed)</b>	1
<b>Issue Date/ Date of Allotment (assumed)*</b>	April 08, 2021 / May 05, 2021
<b>Tenor</b>	120 Months
<b>Coupon Rate for Category I investors and Category II investors (p.a)</b>	8.00%
<b>Coupon Rate for Category III investors and Category IV investors (p.a)</b>	8.25%
<b>Redemption Date (assumed)</b>	May 05, 2031
<b>Frequency of the interest payment with specified dates</b>	First interest on May 05, 2022 and subsequently on May 05th every year
<b>Day count convention</b>	Actual/actual

\*Based on current Issue Closing date and post Issue timelines. Subject to further change

Cash Flows	Due Date	Date of payment	No. of days in Coupon Period	Amount (in ₹)	
				Category I and II Investors	Category III and IV Investors
Coupon 1	Thursday, May 05, 2022	Thursday, May 05, 2022	365	80.00	82.50
Coupon 2	Friday, May 05, 2023	Friday, May 05, 2023	365	80.00	82.50
Coupon 3	Sunday, May 05, 2024	Monday, May 06, 2024	366	80.00	82.50
Coupon 4	Monday, May 05, 2025	Monday, May 05, 2025	365	80.00	82.50
Coupon 5	Tuesday, May 05, 2026	Tuesday, May 05, 2026	365	80.00	82.50
Coupon 6	Wednesday, May 05, 2027	Wednesday, May 05, 2027	365	80.00	82.50
Coupon 7	Friday, May 05, 2028	Friday, May 05, 2028	366	80.00	82.50
Coupon 8	Saturday, May 05, 2029	Saturday, May 05, 2029	365	80.00	82.50
Coupon 9	Sunday, May 05, 2030	Monday, May 06, 2030	365	80.00	82.50
Coupon 10	Monday, May 05, 2031	Monday, May 05, 2031	365	80.00	82.50
Principal	Monday, May 05, 2031	Monday, May 05, 2031		1000.00	1000.00
				<b>1,800.00</b>	<b>1,825.00</b>

## Option VII

<b>Company</b>	Muthoot Finance Limited
<b>Face value (per security)</b>	₹ 1,000.00
<b>Number of NCDs held (assumed)</b>	1
<b>Issue Date/ Date of Allotment (assumed)*</b>	April 08, 2021 / May 05, 2021
<b>Tenor</b>	38 Months
<b>Coupon Rate for Category I investors and Category II investors (p.a)</b>	NA
<b>Coupon Rate for Category III investors and Category IV investors (p.a)</b>	NA
<b>Redemption Date (assumed)</b>	July 05, 2024
<b>Frequency of the interest payment with specified dates</b>	NA

<b>Day count convention</b>	Actual/actual
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\*Based on current Issue Closing date and post Issue timelines.Subject to further change

Cash Flows	Due Date	Date of payment	No. of days in Coupon Period	Amount (in `)	Amount (in `)
				Category I & II of investors	Category III & IV of investors
Principal / Maturity value	Friday, July 05, 2024	Friday, July 05, 2024		1,243.02	1,252.26
<b>Total</b>				<b>1,243.02</b>	<b>1,252.26</b>

### Option VIII

<b>Company</b>	Muthoot Finance Limited
<b>Face value (per security)</b>	₹ 1,000.00
<b>Number of NCDs held (assumed)</b>	1
<b>Issue Date/ Date of Allotment (assumed)*</b>	April 08, 2021 / May 05, 2021
<b>Tenor</b>	60 Months
<b>Coupon Rate for Category I investors and Category II investors (p.a)</b>	NA
<b>Coupon Rate for Category III investors and Category IV investors (p.a)</b>	NA
<b>Redemption Date (assumed)</b>	May 05, 2026
<b>Frequency of the interest payment with specified dates</b>	NA
<b>Day count convention</b>	Actual/actual

\*Based on current Issue Closing date and post Issue timelines.Subject to further change

Cash Flows	Due Date	Date of payment	No. of days in Coupon Period	Amount (in `)	Amount (in `)
				Category I & II of investors	Category III & IV of investors
Principal / Maturity value	Tuesday, May 05, 2026	Tuesday, May 05, 2026		1,442.32	1,459.15
<b>Total</b>				<b>1,442.32</b>	<b>1,459.15</b>

#### Assumptions:

1. The Deemed Date of Allotment is assumed to be May 05, 2021. If the Deemed Date of Allotment undergoes a change, the coupon payments dates, redemption dates, redemption amount and other cash flow working shall be changed accordingly.
2. Interest payable during the Financial Year 2024 and 2028 being leap year, have been calculated for 366 days.
3. In the event, the interest / pay-out of total coupon / redemption amount is a fraction and not an integer, such amount will be rounded off to the nearest integer. By way of illustration if the redemption amount is ₹ 2,515.07 /-, then the amount shall be rounded off to Rs. 2,515.00. However, this rounding off to nearest integer at the time of payment of interest and/or redemption amount will be done per debenture holder. The Coupon/ Interest Payments are rounded-off to nearest rupee as per FIMMDA "Handbook on market practices".

*Varma & Varma*

Chartered Accountants

**Independent Auditor's Review Report on unaudited standalone quarterly and year to date unaudited standalone financial results of the Company pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

The Board of Directors,  
Muthoot Finance Limited.

1. We have reviewed the accompanying statement of unaudited standalone financial results of Muthoot Finance Limited ("the Company") for the quarter and nine months ended 31 December 2020 ("the Statement"). This statement has been prepared by the company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended (the 'Listing Regulations'), read with relevant circulars issued by SEBI.
2. The preparation of this Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, ('Ind AS 34') "Interim Financial Reporting", prescribed under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with the Listing Regulations read with the relevant circulars issued by SEBI, is the responsibility of the Company's management and has been approved by the Board of Directors of the Company. Our responsibility is to issue a report on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity." issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.





# *Varma & Varma*

Chartered Accountants

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited standalone financial results, prepared in accordance with applicable Indian Accounting Standards and other recognized accounting practices and policies, has not disclosed the information required to be disclosed in terms of the Listing Regulations read with relevant circulars issued by SEBI, including the manner in which it is to be disclosed, or that it contains any material misstatement.
  
5. We draw attention to Note No 4 to the Statement which states that, as per the assessment of the management, there is no significant impact of the COVID-19 pandemic on the operations and financial position of the company.

Our conclusion on the Statement is not modified in respect of this matter.

Place: Kochi

Date: 09.02.2021

For VARMA & VARMA  
(FRN: 0045328)

*Vijay Narayan*  
(VIJAY NARAYAN GOVIND)  
Partner  
CHARTERED ACCOUNTANTS  
Membership No. 203094

UDIN: 21203094AAAAAZ3574

**MUTHOOT FINANCE LIMITED**  
Registered and Corporate Office: 2nd Floor, Muthoot Chambers,  
Opposite Saritha Theatre Complex, Banerji Road, Kochi - 682 018, India.  
CIN : L65910KL1997PLC011300  
Ph. No. : 0484 2396478, Fax No. : 0484 2396506, Website : www.muthootfinance.com  
Email : mails@muthootgroup.com

Statement of Unaudited Standalone Financial Results for the Quarter and Nine Months ended December 31, 2020

Rs. in Millions except for equity share data

Particulars	Quarter ended			Nine Months ended		Year ended
	December 31, 2020	September 30, 2020	December 31, 2019	December 31, 2020	December 31, 2019	March 31, 2020
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
<b>Revenue from operations</b>						
(i) Interest income	27,168.31	25,066.14	22,806.37	75,394.50	62,137.77	85,644.00
(ii) Dividend income	-	15.76	-	15.76	13.13	22.32
(iii) Net gain on fair value changes	279.39	531.95	187.08	1,392.24	383.23	695.54
(iv) Sale of services	35.84	30.64	45.78	84.70	150.48	191.14
(v) Service charges	165.06	189.66	166.58	446.38	458.31	593.42
<b>(I) Total Revenue from operations</b>	<b>27,648.60</b>	<b>25,834.15</b>	<b>23,205.81</b>	<b>77,333.58</b>	<b>63,142.92</b>	<b>87,146.42</b>
(II) Other Income	115.95	10.52	3.63	129.26	58.92	81.49
<b>(III) Total Income (I + II)</b>	<b>27,764.55</b>	<b>25,844.67</b>	<b>23,209.44</b>	<b>77,462.84</b>	<b>63,201.84</b>	<b>87,227.91</b>
<b>Expenses</b>						
(i) Finance costs	9,455.16	9,241.29	7,094.36	27,411.43	20,209.21	27,909.40
(ii) Impairment on financial instruments	585.48	107.07	611.95	838.42	909.49	957.28
(iii) Employee benefits expenses	2,410.66	2,529.70	2,579.81	7,302.47	7,201.41	10,289.55
(iv) Depreciation, amortization and impairment	140.69	113.41	109.75	353.38	308.47	430.89
(v) Other expenses	1,858.24	1,853.32	1,852.56	4,988.33	4,972.76	7,066.69
<b>(IV) Total Expenses (IV)</b>	<b>14,450.23</b>	<b>13,844.79</b>	<b>12,248.43</b>	<b>40,894.03</b>	<b>33,601.34</b>	<b>46,653.81</b>
<b>(V) Profit before tax (III- IV)</b>	<b>13,314.32</b>	<b>11,999.88</b>	<b>10,961.01</b>	<b>36,568.81</b>	<b>29,600.50</b>	<b>40,574.10</b>
<b>(VI) Tax Expense:</b>						
(1) Current tax	3,583.85	3,080.04	2,789.47	9,350.96	7,519.67	10,378.06
(2) Deferred tax	(183.27)	(23.95)	19.54	(47.32)	49.32	12.09
(3) Taxes relating to prior years	-	-	-	-	-	0.95
<b>(VII) Profit for the period (V-VI)</b>	<b>9,913.74</b>	<b>8,943.79</b>	<b>8,152.00</b>	<b>27,265.17</b>	<b>22,031.51</b>	<b>30,183.00</b>
<b>(VIII) Other Comprehensive Income</b>						
<b>A) (i) Items that will not be reclassified to profit or loss:</b>						
- Remeasurements of defined benefit plans	3.42	18.84	(49.38)	10.25	(148.16)	(48.03)
- Fair value changes on equity instruments through Other Comprehensive Income	(11.71)	141.86	(16.27)	130.02	10.00	84.81
- Changes in value of forward element of forward contract	(48.60)	(57.96)	(57.71)	(997.97)	(57.71)	343.69
(ii) Income tax relating to items that will not be reclassified to profit or loss	14.32	(25.85)	31.05	215.87	49.30	(95.76)
<b>Subtotal (A)</b>	<b>(42.57)</b>	<b>76.89</b>	<b>(92.31)</b>	<b>(641.83)</b>	<b>(146.57)</b>	<b>284.71</b>
<b>B) (i) Items that will be reclassified to profit or loss:</b>						
- Effective portion of gain on hedging instruments in cash flow hedges	(80.80)	(300.90)	(72.22)	(777.65)	(72.22)	426.35
(ii) Income tax relating to items that will be reclassified to profit or loss	20.34	75.73	18.18	195.72	18.18	(107.30)
<b>Subtotal (B)</b>	<b>(60.46)</b>	<b>(225.17)</b>	<b>(54.04)</b>	<b>(581.93)</b>	<b>(54.04)</b>	<b>319.05</b>
<b>Other Comprehensive Income (A+B) (VIII)</b>	<b>(103.03)</b>	<b>(148.28)</b>	<b>(146.35)</b>	<b>(1,223.76)</b>	<b>(200.61)</b>	<b>603.76</b>
<b>(IX) Total comprehensive income for the period (VII+VIII)</b>	<b>9,810.71</b>	<b>8,795.51</b>	<b>8,005.65</b>	<b>26,041.41</b>	<b>21,830.90</b>	<b>30,786.76</b>
<b>(X) Earnings per equity share (quarter/ nine months figures are not annualised)</b>						
(Face value of Rs. 10 each)						
Basic (Rs.)	24.72	22.30	20.34	67.98	54.98	75.31
Diluted (Rs.)	24.69	22.28	20.32	67.91	54.89	75.21

See accompanying notes to financial results

For MUTHOOT FINANCE LIMITED

Managing Director



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MUTHOOT FINANCE LIMITED

Registered and Corporate Office: 2nd Floor, Muthoot Chambers,  
Opposite Saritha Theatre Complex, Banerji Road, Kochi - 682 018, India.

CIN : L65910KL1997PLC011300

Ph. No. : 0484 2396478, Fax No. : 0484 2396506, Website : www.muthootfinance.com

Email : mails@muthootgroup.com

Unaudited Standalone Statement of Assets and Liabilities (Balance Sheet) as at December 31, 2020

Rs. in Millions

Particulars	As at December 31, 2020	As at March 31, 2020
	(Unaudited)	(Audited)
<b>I ASSETS</b>		
<b>1 Financial Assets</b>		
a) Cash and cash equivalents	85,173.85	55,045.67
b) Bank balance other than (a) above	720.19	1,359.75
c) Derivative financial instruments	251.93	3,448.94
d) Receivables		
(I) Trade receivables	82.54	47.31
(II) Other receivables	-	-
e) Loans	5,13,588.34	4,26,041.73
f) Investments	20,605.63	14,383.42
g) Other financial assets	2,204.09	1,056.77
<b>2 Non-financial Assets</b>		
a) Deferred tax assets (net)	418.89	-
b) Property, Plant and Equipment	2,410.53	2,227.34
c) Capital work-in-progress	359.80	287.36
d) Other Intangible assets	49.78	50.50
e) Other non-financial assets	1,166.48	647.75
<b>Total Assets</b>	<b>6,27,032.05</b>	<b>5,04,596.54</b>
<b>II LIABILITIES AND EQUITY</b>		
<b>LIABILITIES</b>		
<b>1 Financial Liabilities</b>		
a) Derivative financial instruments	3,151.00	-
b) Payables		
(I) Trade payables		
(i) total outstanding dues of micro enterprises and small enterprises	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	2,414.98	2,184.98
(II) Other payables		
(i) total outstanding dues of micro enterprises and small enterprises	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
c) Debt securities	1,35,161.88	99,618.81
d) Borrowings (other than debt securities)	3,27,170.48	2,68,705.85
e) Subordinated liabilities	2,399.85	2,975.76
f) Other financial liabilities	10,152.10	10,617.15
<b>2 Non-financial Liabilities</b>		
a) Current tax liabilities (net)	1,097.15	781.54
b) Provisions	3,492.01	3,632.99
c) Deferred tax liabilities (net)	-	40.01
d) Other non-financial liabilities	212.31	321.32
<b>EQUITY</b>		
a) Equity share capital	4,011.89	4,010.37
b) Other equity	1,37,768.40	1,11,707.76
<b>Total Liabilities and Equity</b>	<b>6,27,032.05</b>	<b>5,04,596.54</b>

See accompanying notes to financial results



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For MUTHOOT FINANCE LIMITED

Managing Director

**MUTHOOT FINANCE LIMITED**

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Opposite Saritha Theatre Complex, Banerji Road, Kochi - 682 018, India.**

**CIN: L65910KL1997PLC011300**

**Ph. No.: 0484 2396478, Fax No.: 0484 2396506, Website: [www.muthootfinance.com](http://www.muthootfinance.com)**

**Email: [mails@muthootgroup.com](mailto:mails@muthootgroup.com)**

**Notes:**

1. The above financial results have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on February 08, 2021 and February 09, 2021.
2. The above financial results have been prepared in accordance with Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 ("the Act"), having regard to the recognition and measurement principles laid down in Ind AS 34 ("Interim Financial Reporting") and other recognized accounting practices generally accepted in India, and in compliance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"). These financial results may require further adjustments, if any, necessitated by guidelines/ clarifications/ directions to be issued in the future by RBI, Ministry of Corporate Affairs or other regulators, which will be implemented as and when the same are made applicable.
3. Provision on loan assets created in earlier accounting periods which is in excess of the amounts determined and adjusted against such assets as impairment loss on application of expected credit loss method as per Ind AS 109 ('Financial Instruments') as at December 31, 2020 has been retained in the books of account of the Company as a matter of prudence and carried under 'Provisions' in the Balance Sheet.
4. There has been no significant impact on the operations/financial position of the company on account of the outbreak of the COVID-19 pandemic and the limitations/restrictions arising therefrom. In accordance with the concessional package announced by RBI, the company had offered an optional moratorium on repayment of loan instalments falling due between March 1, 2020 and August 31, 2020.

In a public interest litigation (Gajendra Sharma vs Union of India & Anr), the Honourable Supreme Court, vide interim order dated September 3, 2020 has directed that the accounts which were not declared Non performing asset (NPA) till August 31, 2020 shall not be declared as NPA till further orders. However, such accounts have been classified as Stage 3 for application of expected credit loss method as per Ind AS 109 ('Financial Instruments').

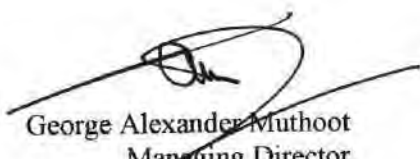
Further, on October 23, 2020, the Government of India had approved a scheme for grant of ex-gratia payment of difference between compound interest and simple interest for six months to borrowers in specified loan accounts (March 1, 2020 to August 31, 2020), as per which such eligible amounts will be reimbursed by the Government and consequently is not expected to have any impact on the financial results. Based on an assessment of the situation, the company considers that the impairment loss/provision as stated in Note No 3 above, is adequate to cover any future uncertainties.

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5. The impact of changes if any arising on enactment of the Code on Social Security 2020 will be assessed by the company after the effective date of the same and the rules thereunder are notified.
6. The Company operates mainly in the business of financing and accordingly there are no separate reportable operating segments as per Ind AS 108 - Operating Segments.
7. During the quarter ended December 31, 2020, the Company had allotted 16,905 shares under the 'Muthoot ESOP 2013 Scheme'. No employee stock options were granted by the Company during the quarter.
8. The Company has maintained requisite full asset cover by way of mortgage of immovable property and pari passu floating charge on current assets, book debts and loans & advances of the Company on its Secured Listed Non - Convertible Debentures aggregating to Rs. 1,32,758.08 Million at principal value as at December 31, 2020.
9. Previous period figures have been regrouped / reclassified wherever necessary to conform to current period presentation.

By and on behalf of the Board of Directors  
For Muthoot Finance Limited

  
George Alexander Muthoot  
Managing Director  
DIN: 00016787

Kochi  
February 09, 2021



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**Independent Auditor's Review Report on unaudited consolidated quarterly and year to date financial results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

The Board of Directors  
Muthoot Finance Limited

1. We have reviewed the accompanying Statement of unaudited consolidated financial results of Muthoot Finance Limited ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), for the quarter and nine months ended 31 December 2020 ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'Listing Regulations'), read with relevant circulars issued by SEBI.
2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "*Review of Interim Financial Information Performed by the Independent Auditor of the Entity*", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.



# *Varma & Varma*

**Chartered Accountants**

4. The Statement includes the results of the following entities:

- i. Asia Asset Finance PLC
- ii. Muthoot Homefin (India) Limited
- iii. Belstar Microfinance Limited
- iv. Muthoot Insurance Brokers Private Limited
- v. Muthoot Asset Management Private Limited
- vi. Muthoot Trustee Private Limited
- vii. Muthoot Money Limited

5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the other auditors referred to in paragraph 7 below, nothing has come to our attention that causes us to believe that the accompanying Statement of unaudited consolidated financial results, prepared in accordance with applicable Indian Accounting Standards and other recognized accounting practices and policies, has not disclosed the information required to be disclosed in terms of the Listing Regulations read with relevant circulars issued by SEBI, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. We draw attention to Note No 5 to the Statement which states that, as per the assessment of the management, there is no significant impact of the COVID-19 pandemic on the operations and financial position of the Group.

Our conclusion on the Statement is not modified in respect of this matter.

7. We did not review the interim financial statements / financial information / financial results of 7 subsidiaries included in the unaudited consolidated financial results, whose interim financial statements / financial information / financial results reflect total assets of Rs 60,948.73 millions as at 31 December 2020 and total revenues of Rs 2,513.68 millions, total net profit after tax of Rs. 152.55 millions and total comprehensive income of Rs 168.50 millions for the quarter ended 31 December 2020 and total revenues of Rs 7,322.37 millions, total net profit after tax of Rs.701.64 millions and total comprehensive income of Rs. 700.63 millions for the nine months ended 31 December 2020, respectively.



*Varma & Varma*  
Chartered Accountants

These interim financial statements / financial information / financial results have been reviewed by other auditors whose reports have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above.

Our conclusion on the Statement is not modified in respect of the above matter.

Place: Kochi  
Date: 09.02.2021

For VARMA & VARMA  
(FRN 0045328)

  
(VIJAY NARAYAN GOVIND)  
Partner  
CHARTERED ACCOUNTANTS  
Membership No. 203094

UDIN: 21203094AAAABA4351



**MUTHOOT FINANCE LIMITED**  
Registered and Corporate Office: 2nd Floor, Muthoot Chambers,  
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CIN : L65910KL1997PLC011300

Ph. No. : 0484 2396478, Fax No. : 0484 2396506, Website : www.muthootfinance.com  
Email : mails@muthootgroup.com

**Statement of Unaudited Consolidated Financial Results for the Quarter and Nine months ended December 31, 2020**

Rs. in Millions except for equity share data

Particulars	Quarter ended			Nine months ended		Year ended
	December 31, 2020	September 30, 2020	December 31, 2019	December 31, 2020	December 31, 2019	March 31, 2020
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
<b>Revenue from operations</b>						
(i) Interest income	29,438.48	27,289.93	24,970.88	82,017.51	68,547.75	94,177.36
(ii) Dividend income	-	0.13	-	0.13	-	9.19
(iii) Net gain on fair value changes	312.77	545.35	213.80	1,458.67	440.95	739.79
(iv) Net gain/ (loss) on derecognition of financial instruments under amortised category	(53.56)	25.76	399.50	(27.80)	719.13	779.30
(v) Sale of services	35.84	30.64	45.78	84.70	150.48	191.14
(vi) Service charges	274.31	318.46	254.38	729.70	676.47	943.02
<b>(I) Total Revenue from operations</b>	<b>30,007.84</b>	<b>28,210.27</b>	<b>25,884.34</b>	<b>84,262.91</b>	<b>70,534.78</b>	<b>96,839.80</b>
(II) Other income	156.50	31.66	67.49	211.52	202.10	232.87
<b>(III) Total Income (I + II)</b>	<b>30,164.34</b>	<b>28,241.93</b>	<b>25,951.83</b>	<b>84,474.43</b>	<b>70,736.88</b>	<b>97,072.67</b>
<b>Expenses</b>						
(i) Finance costs	10,485.78	10,281.80	8,102.71	30,488.13	23,085.63	31,728.40
(ii) Impairment on financial instruments	1,008.72	281.09	976.02	1,720.62	1,663.96	1,870.80
(iii) Employee benefits expenses	2,888.53	2,976.70	3,088.86	8,664.94	8,555.15	12,084.90
(iv) Depreciation, amortization and impairment	174.48	155.97	162.11	470.67	420.12	592.42
(v) Other expenses	2,101.20	2,103.60	2,093.75	5,666.82	5,687.21	8,192.24
<b>(IV) Total Expenses (IV)</b>	<b>16,658.71</b>	<b>15,799.16</b>	<b>14,423.45</b>	<b>47,011.18</b>	<b>39,412.07</b>	<b>54,468.76</b>
<b>(V) Profit before tax (III- IV)</b>	<b>13,505.63</b>	<b>12,442.77</b>	<b>11,528.38</b>	<b>37,463.25</b>	<b>31,324.81</b>	<b>42,603.91</b>
(VI) Tax Expense:						
(1) Current tax	3,714.81	3,227.99	2,850.71	9,711.74	7,834.13	10,779.28
(2) Deferred tax	(248.63)	(93.17)	62.68	(172.70)	157.12	137.32
(3) Taxes relating to prior years	(26.87)	-	4.50	(26.87)	4.50	0.50
<b>(VII) Profit for the period (V-VI)</b>	<b>10,066.32</b>	<b>9,307.98</b>	<b>8,610.49</b>	<b>27,951.08</b>	<b>23,329.06</b>	<b>31,686.81</b>
(VIII) Other Comprehensive Income						
A) (i) Items that will not be reclassified to profit or loss:						
- Remeasurements of defined benefit plans	3.56	19.39	(49.53)	10.77	(149.69)	(49.65)
- Fair value changes on equity instruments through Other Comprehensive Income	(11.71)	141.86	(16.27)	130.02	10.00	84.81
- Changes in value of forward element of forward contract	(48.60)	(57.96)	(57.71)	(997.97)	(57.71)	343.69
(ii) Income tax relating to items that will not be reclassified to profit or loss	14.29	(26.00)	31.09	215.74	49.69	(95.75)
<b>Subtotal (A)</b>	<b>(42.46)</b>	<b>77.29</b>	<b>(92.42)</b>	<b>(641.44)</b>	<b>(147.71)</b>	<b>283.10</b>
B) (i) Items that will be reclassified to profit or loss:						
- Gain / (loss) from translating financial statements of foreign operation	(9.30)	(11.98)	12.76	11.46	(6.69)	(15.60)
- Fair value gain / (loss) on debt instruments through other comprehensive income	(6.59)	(20.39)	(27.93)	(17.19)	(13.04)	(0.25)
- Effective portion of gain on hedging instruments in cash flow hedges	(80.80)	(300.90)	(72.22)	(777.65)	(72.22)	426.35
(ii) Income tax relating to items that will be reclassified to profit or loss	22.00	80.86	25.27	200.05	21.46	(107.24)
<b>Subtotal (B)</b>	<b>(74.69)</b>	<b>(252.41)</b>	<b>(62.12)</b>	<b>(583.33)</b>	<b>(70.49)</b>	<b>303.28</b>
<b>Other Comprehensive Income (A+B) (VIII)</b>	<b>(117.15)</b>	<b>(175.12)</b>	<b>(154.54)</b>	<b>(1,224.77)</b>	<b>(218.20)</b>	<b>586.36</b>
<b>(IX) Total comprehensive income for the period (VII+VIII)</b>	<b>9,949.17</b>	<b>9,132.83</b>	<b>8,455.95</b>	<b>26,726.31</b>	<b>23,110.86</b>	<b>32,273.17</b>
<b>Profit for the period attributable to</b>						
Owners of the parent	10,048.36	9,260.80	8,528.70	27,844.26	23,088.74	31,382.45
Non-controlling interest	17.96	47.15	81.79	106.82	240.32	304.36
<b>Other Comprehensive Income attributable to</b>						
Owners of the parent	(113.15)	(167.39)	(151.71)	(1,224.03)	(213.09)	591.20
Non-controlling interest	(4.00)	(7.73)	(2.83)	(0.74)	(5.11)	(4.84)
<b>Total comprehensive income for the period attributable to</b>						
Owners of the parent	9,935.21	9,093.41	8,376.99	26,620.23	22,875.65	31,973.65
Non-controlling interest	13.96	39.42	78.96	106.08	235.21	299.52
(X) <b>Earnings per equity share (quarterly/ nine months figures are not annualised)</b>						
(Face value of Rs. 10 each)						
Basic (Rs.)	25.15	23.09	21.28	69.42	57.62	78.30
Diluted (Rs.)	25.02	23.08	21.25	69.44	57.62	78.20

See accompanying notes to financial results

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For MUTHOOT FINANCE LIMITED  
  
Managing Director

**MUTHOOT FINANCE LIMITED**  
Registered and Corporate Office: 2nd Floor, Muthoot Chambers,  
Opposite Saritha Theatre Complex, Banerji Road, Kochi - 682 018, India.  
CIN : L65910KL1997PLC011300

Ph. No. : 0484 2396478, Fax No. : 0484 2396506, Website : www.muthootfinance.com  
Email : mails@muthootgroup.com

**Unaudited Consolidated Statement of Assets and Liabilities (Balance Sheet) as at December 31, 2020**

Rs. in Millions

Particulars	As at December 31, 2020	As at March 31, 2020
	(Unaudited)	(Audited)
<b>I ASSETS</b>		
<b>1 Financial Assets</b>		
a) Cash and cash equivalents	90,014.13	58,347.65
b) Bank balance other than (a) above	2,603.54	2,958.88
c) Derivative financial instruments	251.93	3,448.94
d) Receivables		
(I) Trade receivables	126.59	89.82
(II) Other receivables	-	-
e) Loans	5,60,112.96	4,70,677.41
f) Investments	13,394.41	6,302.16
g) Other financial assets	3,280.29	2,448.75
<b>2 Non-financial Assets</b>		
a) Current tax assets (net)	23.67	94.25
b) Deferred tax assets (net)	689.88	171.04
c) Investment property	157.17	156.48
d) Property, Plant and Equipment	2,572.50	2,426.87
e) Right to use Assets	158.97	167.56
f) Capital work-in-progress	359.80	287.36
g) Goodwill	299.96	299.96
h) Other Intangible assets	78.81	85.37
i) Other non-financial assets	1,430.07	854.42
<b>Total Assets</b>	<b>6,75,554.68</b>	<b>5,48,816.92</b>
<b>II LIABILITIES AND EQUITY</b>		
<b>LIABILITIES</b>		
<b>1 Financial Liabilities</b>		
a) Derivative financial instruments	3,151.00	-
b) Payables		
(I) Trade payables		
(i) total outstanding dues of micro enterprises and small enterprises	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	2,516.14	2,220.28
(II) Other payables		
(i) total outstanding dues of micro enterprises and small enterprises	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
c) Debt securities	1,43,549.73	1,02,659.84
d) Borrowings (other than debt securities)	3,55,845.35	3,00,115.44
e) Deposits	2,554.05	2,560.06
f) Subordinated liabilities	4,030.40	4,016.56
g) Lease Liabilities	166.15	167.72
h) Other financial liabilities	11,856.53	11,884.77
<b>2 Non-financial Liabilities</b>		
a) Current tax liabilities (net)	1,155.60	808.33
b) Provisions	3,552.29	3,712.33
c) Deferred tax liabilities (net)	82.94	151.03
d) Other non-financial liabilities	340.67	507.04
<b>EQUITY</b>		
a) Equity share capital	4,011.89	4,010.37
b) Other equity	1,40,920.99	1,14,281.73
<b>Equity attributable to owners of the parent</b>	<b>1,44,932.88</b>	<b>1,18,292.10</b>
c) Non-controlling Interest	1,820.95	1,721.42
<b>Total Liabilities and Equity</b>	<b>6,75,554.68</b>	<b>5,48,816.92</b>

See accompanying notes to financial results

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MUTHOOT FINANCE LIMITED  
  
Managing Director

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**Email: [mails@muthootgroup.com](mailto:mails@muthootgroup.com)**

**Notes:**

1. The consolidated results of the Group include the unaudited financial results of subsidiaries namely Muthoot Homefin (India) Limited, Belstar Microfinance Limited (formerly known as Belstar Investment and Finance Private Limited), Muthoot Insurance Brokers Private Limited, Muthoot Asset Management Private Limited, Muthoot Trustee Private Limited, Muthoot Money Limited and Asia Asset Finance PLC, Sri Lanka which has been reviewed by the auditors of the respective Companies.
2. The above consolidated financial results have been reviewed by the Audit Committee and approved by the Board of Directors of the Company at their respective meetings held on February 08, 2021 and February 09, 2021.
3. The above financial results have been prepared in accordance with Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 ("the Act"), having regard to the recognition and measurement principles laid down in Ind AS 34 ("Interim Financial Reporting") and other recognized accounting practices generally accepted in India, and in compliance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"). These financial results may require further adjustments, if any, necessitated by guidelines/ clarifications/ directions to be issued in the future by RBI, Ministry of Corporate Affairs or other regulators, which will be implemented as and when the same are made applicable.
4. Provision on loan assets created in earlier accounting periods which is in excess of the amounts determined and adjusted against such assets as impairment loss on application of expected credit loss method as per Ind AS 109 ('Financial Instruments') as at December 31, 2020 has been retained in the books of account of the Company as a matter of prudence and carried under 'Provisions' in the Balance Sheet.
5. There has been no significant impact on the operations/financial position of the Group on account of the outbreak of the COVID-19 pandemic and the limitations/restrictions arising therefrom. In accordance with the concessional package announced by RBI, the companies in the Group, where applicable, had offered an optional moratorium on repayment of loan instalments falling due between March 1, 2020 and August 31, 2020.

In a public interest litigation (Gajendra Sharma vs Union of India & Anr), the Honourable Supreme Court, vide interim order dated September 3, 2020 has directed that the accounts which were not declared Non performing asset (NPA) till August 31, 2020 shall not be declared as NPA till further orders. However, such accounts have been classified as Stage 3 for application of expected credit loss method as per Ind AS 109 ('Financial Instruments') by the Company.

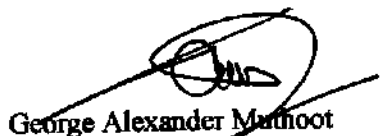


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Further, on October 23, 2020, the Government of India had approved a scheme for grant of ex-gratia payment of difference between compound interest and simple interest for six months to borrowers in specified loan accounts (March 1, 2020 to August 31, 2020), as per which such eligible amounts will be reimbursed by the Government and consequently is not expected to have any impact on the financial results. Based on an assessment of the situation, the company considers that the impairment loss/ provision as stated in Note No 4 above, is adequate to cover any future uncertainties.

6. The impact of changes if any arising on enactment of the Code on Social Security 2020 will be assessed by the company after the effective date of the same and the rules thereunder are notified.
7. The Group operates mainly in the business of financing and accordingly there are no separate reportable operating segments as per Ind AS 108 - Operating Segments.
8. During the quarter ended December 31, 2020, the Company had allotted 16,905 shares under the 'Muthoot ESOP 2013 Scheme'. No employee stock options were granted by the Company during the quarter.
9. The Company has maintained requisite full asset cover by way of mortgage of immovable property and pari passu floating charge on current assets, book debts and loans & advances of the Company on its Secured Listed Non- Convertible Debentures aggregating to Rs. 1,32,758.08 Million at principal value as at December 31, 2020.
10. Previous period figures have been regrouped/ reclassified wherever necessary to conform to current period presentation.

By and on behalf of the Board of Directors  
For Muthoot Finance Limited

  
George Alexander Muthoot  
Managing Director  
DIN: 00016787

Kochi  
February 09, 2021



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# *Varma & Varma*

**Chartered Accountants**

**Independent Auditor's Review Report on standalone unaudited quarterly and year to date unaudited standalone financial results of the Company pursuant to Regulation 33, 52 and 63(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

The Board of Directors,  
Muthoot Finance Limited.

1. We have reviewed the accompanying statement of unaudited standalone financial results of Muthoot Finance Limited ("the Company") for the period ended 30 September 2020 ("the Statement"). This statement has been prepared by the company pursuant to the requirements of Regulation 33 and Regulation 52 read with Regulation 63 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended (the 'Listing Regulations'), read with relevant circulars issued by SEBI.
2. The preparation of this Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, ('Ind AS 34') "Interim Financial Reporting", prescribed under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with the Listing Regulations read with the relevant circulars issued by SEBI, is the responsibility of the Company's management and has been approved by the Board of Directors of the Company. Our responsibility is to issue a report on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity." issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.



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# Varma & Varma

Chartered Accountants

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited standalone financial results, prepared in accordance with applicable Indian Accounting Standards and other recognized accounting practices and policies, has not disclosed the information required to be disclosed in terms of the Listing Regulations read with relevant circulars issued by SEBI, including the manner in which it is to be disclosed, or that it contains any material misstatement.
  
5. We draw attention to Note No 4 to the Statement which states that, as per the assessment of the management, there is no significant impact of the COVID-19 pandemic on the operations and financial position of the company.

Our conclusion on the Statement is not modified in respect of this matter.

Place: Kochi

Date: 03.11.2020

For VARMA & VARMA  
(FRN: 0048328)

*Vijay Narayan*  
(VIJAY NARAYAN GOVIND)  
Partner  
CHARTERED ACCOUNTANTS  
Membership No. 203024

UDIN: 20203094A A A A B S 4 0 2 7

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**MUTHOOT FINANCE LIMITED**  
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**Statement of Unaudited Standalone Financial Results for the Quarter and Half Year ended September 30, 2020**

Rs. in Millions except for equity share data

Particulars	Quarter ended			Half Year ended		Year ended
	September 30, 2020	June 30, 2020	September 30, 2019	September 30, 2020	September 30, 2019	March 31, 2020
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
<b>Revenue from operations</b>						
(i) Interest income	25,066.14	23,160.05	21,057.14	48,226.19	39,331.40	85,644.00
(ii) Dividend income	15.76	-	13.13	15.76	13.13	22.32
(iii) Net gain on fair value changes	531.95	580.90	99.66	1,112.85	196.15	695.54
(iv) Sale of services	30.64	18.22	50.59	48.86	104.70	191.14
(v) Service charges	189.66	91.66	148.36	281.32	291.73	593.42
<b>(I) Total Revenue from operations</b>	<b>25,834.15</b>	<b>23,850.83</b>	<b>21,368.88</b>	<b>49,684.98</b>	<b>39,937.11</b>	<b>87,146.42</b>
(II) Other Income	10.52	2.79	36.61	13.31	55.29	81.49
<b>(III) Total Income (I + II)</b>	<b>25,844.67</b>	<b>23,853.62</b>	<b>21,405.49</b>	<b>49,698.29</b>	<b>39,992.40</b>	<b>87,227.91</b>
<b>Expenses</b>						
(i) Finance costs	9,241.29	8,714.98	6,698.76	17,956.27	13,114.85	27,909.40
(ii) Impairment on financial instruments	107.07	145.87	264.57	252.94	297.54	957.28
(iii) Employee benefits expenses	2,529.70	2,362.11	2,326.66	4,891.81	4,621.60	10,289.55
(iv) Depreciation, amortization and impairment	113.41	99.28	102.83	212.69	198.72	430.89
(v) Other expenses	1,853.32	1,276.77	1,539.34	3,130.09	3,120.20	7,066.69
<b>(IV) Total Expenses (IV)</b>	<b>13,844.79</b>	<b>12,599.01</b>	<b>10,932.16</b>	<b>26,443.80</b>	<b>21,352.91</b>	<b>46,653.81</b>
<b>(V) Profit before tax (III- IV)</b>	<b>11,999.88</b>	<b>11,254.61</b>	<b>10,473.33</b>	<b>23,254.49</b>	<b>18,639.49</b>	<b>40,574.10</b>
<b>(VI) Tax Expense:</b>						
(1) Current tax	3,080.04	2,687.07	1,840.38	5,767.11	4,730.20	10,378.06
(2) Deferred tax	(23.95)	159.90	53.75	135.95	29.78	12.09
(3) Taxes relating to prior years	-	-	-	-	-	0.95
<b>(VII) Profit for the period (V-VI)</b>	<b>8,943.79</b>	<b>8,407.64</b>	<b>8,579.20</b>	<b>17,351.43</b>	<b>13,879.51</b>	<b>30,183.00</b>
<b>(VIII) Other Comprehensive Income</b>						
A (i) Items that will not be reclassified to profit or loss:						
- Remeasurements of defined benefit plans	18.84	(12.01)	(93.06)	6.83	(98.78)	(48.03)
- Fair value changes on equity instruments through Other Comprehensive Income	141.86	(0.13)	43.63	141.73	26.27	84.81
- Changes in value of forward element of forward contract	(57.96)	(891.41)	-	(949.37)	-	343.69
(ii) Income tax relating to items that will not be reclassified to profit or loss	(25.85)	227.40	10.18	201.55	18.25	(95.76)
<b>Subtotal (A)</b>	<b>76.89</b>	<b>(676.15)</b>	<b>(39.25)</b>	<b>(599.26)</b>	<b>(54.26)</b>	<b>284.71</b>
B (i) Items that will be reclassified to profit or loss:						
- Effective portion of gain on hedging instruments in cash flow hedges	(300.90)	(395.95)	-	(696.85)	-	426.35
(ii) Income tax relating to items that will be reclassified to profit or loss	75.73	99.65	-	175.38	-	(107.30)
<b>Subtotal (B)</b>	<b>(225.17)</b>	<b>(296.30)</b>	<b>-</b>	<b>(521.47)</b>	<b>-</b>	<b>319.05</b>
<b>Other Comprehensive Income (A+B) (VIII)</b>	<b>(148.28)</b>	<b>(972.45)</b>	<b>(39.25)</b>	<b>(1,120.73)</b>	<b>(54.26)</b>	<b>603.76</b>
<b>(IX) Total comprehensive income for the period (VII+VIII)</b>	<b>8,795.51</b>	<b>7,435.19</b>	<b>8,539.95</b>	<b>16,230.70</b>	<b>13,825.25</b>	<b>30,786.76</b>
<b>(X) Earnings per equity share (quarter/ half year figures are not annualised)</b>						
(Face value of Rs. 10 each)						
Basic (Rs.)	22.30	20.96	21.41	43.26	34.64	75.31
Diluted (Rs.)	22.28	20.94	21.37	43.22	34.57	75.21

See accompanying notes to financial results



For MUTHOOT FINANCE LIMITED

Managing Director

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**MUTHOOT FINANCE LIMITED**

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**Unaudited Standalone Statement of Assets and Liabilities (Balance Sheet) as at September 30, 2020**

Rs. in Millions

Particulars	As at September 30, 2020	As at March 31, 2020
	(Unaudited)	(Audited)
<b>I ASSETS</b>		
<b>1 Financial Assets</b>		
a) Cash and cash equivalents	55,557.66	55,045.67
b) Bank balance other than (a) above	529.11	1,359.75
c) Derivative financial instruments	158.61	3,448.94
d) Receivables		
(I) Trade receivables	80.65	47.31
(II) Other receivables	-	-
e) Loans	4,76,478.31	4,26,041.73
f) Investments	34,387.25	14,383.42
g) Other financial assets	1,208.47	1,056.77
<b>2 Non-financial Assets</b>		
a) Deferred tax assets (net)	200.97	-
b) Property, Plant and Equipment	2,258.61	2,227.34
c) Capital work-in-progress	328.79	287.36
d) Other Intangible assets	51.82	50.50
e) Other non-financial assets	1,126.41	647.75
<b>Total Assets</b>	<b>5,72,366.66</b>	<b>5,04,596.54</b>
<b>II LIABILITIES AND EQUITY</b>		
<b>LIABILITIES</b>		
<b>1 Financial Liabilities</b>		
a) Derivative financial instruments	1,748.62	-
b) Payables		
(I) Trade payables		
(i) total outstanding dues of micro enterprises and small enterprises	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	3,009.25	2,184.98
(II) Other payables		
(i) total outstanding dues of micro enterprises and small enterprises	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
c) Debt securities	1,10,791.42	99,618.81
d) Borrowings (other than debt securities)	3,08,017.03	2,68,705.85
e) Subordinated liabilities	2,763.43	2,975.76
f) Other financial liabilities	8,994.39	10,617.15
<b>2 Non-financial Liabilities</b>		
a) Current tax liabilities (net)	1,384.30	781.54
b) Provisions	3,463.84	3,632.99
c) Deferred tax liabilities (net)	-	40.01
d) Other non-financial liabilities	228.76	321.32
<b>EQUITY</b>		
a) Equity share capital	4,011.72	4,010.37
b) Other equity	1,27,953.90	1,11,707.76
<b>Total Liabilities and Equity</b>	<b>5,72,366.66</b>	<b>5,04,596.54</b>

See accompanying notes to financial results



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For MUTHOOT FINANCE LIMITED

Managing Director



MUTHOOT FINANCE LIMITED

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Email : mails@muthootgroup.com

Unaudited Standalone Cash flow Statement for the Half Year ended September 30, 2020

Rs. in Millions

Particulars	Half Year ended September 30, 2020	Half Year ended September 30, 2019
	(Unaudited)	(Unaudited)
<b>A. Cash flow from Operating activities</b>		
Profit before tax	23,254.49	18,639.49
<b>Adjustments to reconcile profit before tax to net cash flows:</b>		
Depreciation, amortisation and impairment	212.69	198.72
Impairment on financial instruments	252.94	297.54
Finance cost	17,956.27	13,114.85
(Profit)/ Loss on sale of mutual funds	(250.76)	-
(Profit)/ Loss on sale of Property, plant and equipment	(2.72)	0.51
Provision for Gratuity	88.05	70.86
Provision for Compensated absences	(53.71)	21.64
Provision for Employee benefit expense - Share based payments for employees	10.04	26.17
Interest income on investments	(178.92)	(111.45)
Dividend income	(15.76)	(13.13)
Unrealised gain on investment	(862.10)	-
<b>Operating Profit Before Working Capital Changes</b>	<b>40,410.51</b>	<b>32,245.20</b>
<b>Adjustments for:</b>		
(Increase)/Decrease in Trade receivables	(33.34)	(40.44)
(Increase)/Decrease in Bank balances other than cash and cash equivalents	830.64	(1,334.02)
(Increase)/Decrease in Loans	(50,684.56)	(14,836.01)
(Increase)/Decrease in Other financial assets	(114.25)	2.92
(Increase)/Decrease in Other non-financial assets	(418.19)	(57.40)
Increase/(Decrease) in Other financial liabilities	(12.85)	(177.61)
Increase/(Decrease) in Other non financial liabilities	(92.56)	(64.50)
Increase/(Decrease) in Trade payables	824.27	(216.73)
Increase/(Decrease) in Provisions	(201.60)	(102.50)
<b>Cash generated from operations</b>	<b>(9,491.93)</b>	<b>15,418.91</b>
Finance cost paid	(17,775.42)	(14,846.17)
Income tax paid	(5,164.35)	(5,367.74)
<b>Net cash from / (used in) operating activities</b>	<b>(32,431.70)</b>	<b>(4,795.00)</b>
<b>B. Cash flow from Investing activities</b>		
Purchase of Property, plant and equipment and intangible assets	(349.55)	(283.12)
Proceeds from sale of Property, plant and equipment	5.09	1.25
(Increase)/Decrease in Investment in mutual funds (Net)	(18,749.24)	-
(Increase)/Decrease in Investments at amortised cost	-	550.00
Investments in unquoted equity shares	-	(241.78)
Acquisition of shares in subsidiaries	-	(559.84)
Investments in quoted equity shares	-	(249.39)
Interest received on investments	141.46	104.00
Dividend income	15.76	-
<b>Net cash from / (used in) investing activities</b>	<b>(18,936.48)</b>	<b>(678.88)</b>
<b>C. Cash flow from Financing activities</b>		
Proceeds from issue of equity share capital	6.74	3.58
Increase / (decrease) in Debt securities	11,085.64	9,887.53
Increase / (decrease) in Borrowings (other than Debt securities)	41,002.25	6,401.56
Increase / (decrease) in Subordinated liabilities	(214.46)	(647.24)
Dividend paid (including dividend distribution tax)	-	(5,796.22)
<b>Net cash from / (used in) financing activities</b>	<b>51,880.17</b>	<b>9,849.21</b>
<b>D. Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>511.99</b>	<b>4,375.33</b>
Cash and cash equivalents at April 01, 2020/ April 01, 2019	55,045.67	17,134.85
<b>Cash and cash equivalents at September 30, 2020/ September 30, 2019</b>	<b>55,557.66</b>	<b>21,510.18</b>

See accompanying notes to financial results



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For MUTHOOT FINANCE LIMITED

Managing Director

**MUTHOOT FINANCE LIMITED**

**Registered and Corporate Office: 2nd Floor, Muthoot Chambers,  
Opposite Saritha Theatre Complex, Banerji Road, Kochi - 682 018, India.**

**CIN: L65910KL1997PLC011300**

**Ph. No.: 0484 2396478, Fax No.: 0484 2396506, Website: [www.muthootfinance.com](http://www.muthootfinance.com)**

**Email: [mails@muthootgroup.com](mailto:mails@muthootgroup.com)**

**Notes:**

1. The above financial results have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on November 02, 2020 and November 03, 2020.
2. The above financial results have been prepared in accordance with Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 ("the Act"), having regard to the recognition and measurement principles laid down in Ind AS 34 ("Interim Financial Reporting") and other recognized accounting practices generally accepted in India, and in compliance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"). These financial results may require further adjustments, if any, necessitated by guidelines/ clarifications/ directions to be issued in the future by RBI, Ministry of Corporate Affairs or other regulators, which will be implemented as and when the same are made applicable.
3. Provision on loan assets created in earlier accounting periods which is in excess of the amounts determined and adjusted against such assets as impairment loss on application of expected credit loss method as per Ind AS 109 ('Financial Instruments') as at September 30, 2020 has been retained in the books of account of the Company as a matter of prudence and carried under 'Provisions' in the Balance Sheet.
4. There has been no significant impact on the operations/financial position of the company on account of the outbreak of the COVID-19 pandemic and the limitations/restrictions arising therefrom. In accordance with the concessional package announced by RBI, the company had offered an optional moratorium on repayment of loan instalments falling due between March 1, 2020 and August 31, 2020.

In a public interest litigation (Gajendra Sharma vs Union of India & Anr), the Honourable Supreme Court, vide interim order dated September 3, 2020 has directed that the accounts which were not declared Non performing asset (NPA) till August 31, 2020 shall not be declared as NPA till further orders. However, such accounts have been classified as Stage 3 for application of expected credit loss method as per Ind AS 109 ('Financial Instruments').

Further, subsequent to the period end, on October 23, 2020, the Government of India has approved a scheme for grant of ex-gratia payment of difference between compound interest and simple interest for six months to borrowers in specified loan accounts (March 1, 2020 to August 31, 2020), as per which such eligible amounts will be reimbursed by the Government and consequently is not expected to have any impact on the financial results. Based on an assessment of the situation, the company considers that the impairment loss/provision as stated in Note No 3 above, is adequate to cover any future uncertainties.



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5. The impact of changes if any arising on enactment of the Code on Social Security 2020 will be assessed by the company after the effective date of the same and the rules thereunder are notified.
6. The Company operates mainly in the business of financing and accordingly there are no separate reportable operating segments as per Ind AS 108 - Operating Segments.
7. During the quarter ended September 30, 2020, the Company had allotted 1,34,890 shares under the 'Muthoot ESOP 2013 Scheme'. No employee stock options were granted by the Company during the quarter.
8. The Company has maintained requisite full asset cover by way of mortgage of immovable property and pari passu floating charge on current assets, book debts and loans & advances of the Company on its Secured Listed Non - Convertible Debentures aggregating to Rs. 1,08,190.05 Million at principal value as at September 30, 2020.
9. The information pursuant to regulation 52(4) and 52(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given in Annexure A.
10. The disclosures as required under RBI Notification No. RBI/ 2019-20/220/DOR No. BP.BC. 63/21.04.048/2019-20 dated 17 April 2020 on COVID-19 Regulatory Package – Asset Classification and Provisioning are given in Annexure B.
11. Previous period figures have been regrouped / reclassified wherever necessary to conform to current period presentation.

By and on behalf of the Board of Directors  
For Muthoot Finance Limited

Kochi  
November 03, 2020



  
George Alexander Muthoot  
Managing Director  
DIN: 00016787

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**Annexure-A**

**Additional disclosures required by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

(a) Credit rating and change in credit rating (if any):-

Sl No	Particulars	As at 30 <sup>th</sup> September, 2020	As at 30 <sup>th</sup> September, 2019
1	Commercial paper	CRISIL A1+, ICRA A1+	CRISIL A1+, ICRA A1+
2	Bank Loans-Working Capital Demand Loans	ICRA A1+	ICRA A1+
3	Bank Loans-Cash Credit	ICRA AA(Stable)	ICRA AA(Stable)
4	Bank Term Loans	ICRA AA(Stable)	ICRA AA(Stable)
5	Non-Convertible Debentures-Long term	CRISIL AA/Positive), ICRA AA(Stable) CRISIL PP-MLD AAr/Positive	CRISIL AA/Stable), ICRA AA(Stable)
6	Subordinated Debt	CRISIL AA /Positive, ICRA AA (Stable)	CRISIL AA /Stable, ICRA AA (Stable)

(b) Debt-Equity Ratio (Standalone):

	As at 30 <sup>th</sup> September, 2020	As at 30 <sup>th</sup> September, 2019
Debt-Equity Ratio	3.19	2.68

(c) Previous due date for the payment of interest/ dividend for non-convertible redeemable preference shares/ repayment of principal of non-convertible preference shares /non-convertible debt securities for the period and whether the same has been paid or not:

The Company has not issued any preference shares.

Previous due dates for payment of interest and repayment of principal of non-convertible debt securities for the half year ended 30.09.2020 are as under:

Sl No.	Series	Type(Interest/ Principal)	Previous due date for payment
1	INE414G07977	Interest	April 23, 2020
		Principal	April 23, 2020
2	INE414G07AA9	Interest	April 23, 2020
		Principal	April 23, 2020
3	INE414G07AE1	Interest	April 23, 2020
		Principal	April 23, 2020



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4	INE414G07AH4	Interest	September 1, 2020
5	INE414G07AS1	Interest	September 1, 2020
6	INE414G07BC3	Interest	September 1, 2020
7	INE414G07BF6	Interest	May 12, 2020
8	INE414G07BQ3	Interest	September 1, 2020
9	INE414G07BZ4	Interest	June 24, 2020
		Principal	June 24, 2020
10	INE414G07CA5	Interest	September 1, 2020
		Interest	June 24, 2020
11	INE414G07CC1	Principal	June 24, 2020
12	INE414G07CD9	Interest	April 24, 2020
13	INE414G07CH0	Interest	June 24, 2020
		Principal	June 24, 2020
14	INE414G07CI8	Interest	April 18, 2020
		Principal	April 18, 2020
15	INE414G07CJ6	Interest	September 1, 2020
16	INE414G07CK4	Interest	September 1, 2020
17	INE414G07CL2	Interest	April 18, 2020
		Principal	April 18, 2020
18	INE414G07CM0	Interest	April 20, 2020
19	INE414G07CN8	Interest	April 20, 2020
20	INE414G07CP3	Interest	April 18, 2020
		Principal	April 18, 2020
21	INE414G07DB1	Interest	September 1, 2020
22	INE414G07DC9	Interest	September 1, 2020
23	INE414G07DD7	Interest	September 1, 2020
24	INE414G07DH8	Interest	September 1, 2020
25	INE414G07DI6	Interest	September 1, 2020
26	INE414G07DJ4	Interest	September 1, 2020
27	INE414G07DK2	Interest	June 15, 2020
28	INE414G07DL0	Interest	June 15, 2020
29	INE414G07DM8	Interest	June 15, 2020
30	INE414G07DT3	Interest	September 1, 2020
31	INE414G07DU1	Interest	September 1, 2020
32	INE414G07DV9	Interest	September 1, 2020
33	INE414G07EH6	Interest	September 1, 2020
34	INE414G07EI4	Interest	September 1, 2020
35	INE414G07EJ2	Interest	September 1, 2020
36	INE414G08249	Interest	July 2, 2020
		Principal	July 2, 2020
37	INE414G07CS7	Interest	July 27, 2020
38	INE414G07CT5	Interest	June 22, 2020
		Principal	June 22, 2020
39	INE414G07CU3	Interest	September 1, 2020
40	INE414G07CW9	Interest	September 1, 2020
41	INE414G07DR7	Interest	September 7, 2020
42	INE414G07DS5	Interest	September 7, 2020



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*The principal and/or interest amounts on the above non-convertible debt securities were paid on due date as per terms of issue of respective prospectus.*

- (d) Previous due date for the repayment of Commercial Paper for the period and whether the same has been paid or not:

Previous due dates for repayment of Commercial Paper for the half year ended 30.09.2020 are as under:

Sl No.	Series	Type	Previous due date for payment
1	INE414G14NP6	Redemption	April 21, 2020
2	INE414G14NQ4	Redemption	April 22, 2020
3	INE414G14NS0	Redemption	April 23, 2020
4	INE414G14NR2	Redemption	April 24, 2020
5	INE414G14NT8	Redemption	April 27, 2020
6	INE414G14NU6	Redemption	April 28, 2020
7	INE414G14NV4	Redemption	April 29, 2020
8	INE414G14NW2	Redemption	April 30, 2020
9	INE414G14NX0	Redemption	May 5, 2020
10	INE414G14NY8	Redemption	May 6, 2020
11	INE414G14NZ5	Redemption	May 8, 2020
12	INE414G14OA6	Redemption	June 5, 2020
13	INE414G14OB4	Redemption	June 8, 2020
14	INE414G14OC2	Redemption	June 9, 2020
15	INE414G14OD0	Redemption	June 11, 2020
16	INE414G14OE8	Redemption	June 15, 2020
17	INE414G14OF5	Redemption	June 16, 2020
18	INE414G14OH1	Redemption	June 18, 2020
19	INE414G14OI9	Redemption	July 21, 2020
20	INE414G14OK5	Redemption	July 22, 2020
21	INE414G14OJ7	Redemption	July 23, 2020
22	INE414G14OL3	Redemption	July 24, 2020
23	INE414G14OM1	Redemption	July 27, 2020
24	INE414G14ON9	Redemption	July 28, 2020
25	INE414G14OO9	Redemption	July 29, 2020
26	INE414G14OR0	Redemption	August 14, 2020
27	INE414G14OS8	Redemption	August 17, 2020
28	INE414G14OP4	Redemption	August 18, 2020
29	INE414G14OQ2	Redemption	August 19, 2020
30	INE414G14OT6	Redemption	September 9, 2020
31	INE414G14OU4	Redemption	September 10, 2020
32	INE414G14OV2	Redemption	September 11, 2020
33	INE414G14OW0	Redemption	September 14, 2020
34	INE414G14OX8	Redemption	September 15, 2020



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35	INE414G14OY6	Redemption	September 16, 2020
36	INE414G14OZ3	Redemption	September 17, 2020
37	INE414G14PA3	Redemption	September 18, 2020
38	INE414G14PB1	Redemption	September 23, 2020
39	INE414G14PC9	Redemption	September 24, 2020
40	INE414G14PD7	Redemption	September 25, 2020

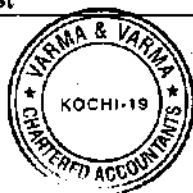
*The repayment of Commercial Paper were paid on due date as per terms*

- (e) Next due date for the payment of interest/ dividend of non-convertible preference shares/non-convertible debt securities/ principal along with the amount of interest/ dividend of non-convertible preference shares/ non-convertible debt securities payable and the redemption amount;

The Company has not issued any preference shares.

The next due dates for payment of interest and principal of non-convertible debt securities for the period October 01, 2020 to March 31, 2021 are as under:

Sl No.	Series	Type(Interest/ Principal)	Amount(Rs.in Millions)	Next due date for payment
1	INE414G07AH4	Interest	0.09	October 1, 2020
		Interest	0.04	October 14, 2020
		Principal	11.49	October 14, 2020
2	INE414G07AK8	Interest	0.96	October 14, 2020
	INE414G07AK8	Principal	9.80	October 14, 2020
3	INE414G07A00	Interest	6.14	October 14, 2020
		Principal	10.68	October 14, 2020
4	INE414G07AS1	Interest	0.11	Nov-20 & Jan-21(1st of each Month)
		Interest	0.10	Oct-20 & Dec-20(1st of each Month)
		Interest	0.07	January 20, 2021
		Principal	13.70	January 20, 2021
5	INE414G07AV5	Interest	0.79	January 20, 2021
		Principal	8.29	January 20, 2021
6	INE414G07AZ6	Interest	3.12	January 20, 2021
		Principal	5.61	January 20, 2021
7	INE414G07BC3	Interest	0.13	Oct-20, Nov-20, Dec- 20, Jan-21 & Feb- 21(1st of each Month)
		Interest	0.12	March 1, 2021
8	INE414G07BQ3	Interest	0.85	Nov-20, Jan-21 & Feb- 21(1st of each Month)



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		Interest	0.82	Oct-20 & Dec-20(1st of each Month)
		Interest	0.77	March 1, 2021
9	INE414G07BT7	Interest	76.31	January 30, 2021
		Interest	4.53	Nov-20 & Jan-21 (1st of each Month)
		Interest	4.39	Oct-20 & Dec-20(1st of each Month)
		Interest	4.55	February 1, 2021
10	INE414G07CA5	Interest	4.11	March 1, 2021
		Interest	1.95	Nov-20 & Jan-21 (1st of each Month)
		Interest	1.89	Oct-20 & Dec-20(1st of each Month)
		Interest	1.96	February 1, 2021
11	INE414G07CJ6	Interest	1.77	March 1, 2021
		Interest	4.19	Nov-20 & Jan-21 (1st of each Month)
		Interest	4.05	Oct-20 & Dec-20(1st of each Month)
		Interest	4.20	February 1, 2021
12	INE414G07CK4	Interest	3.79	March 1, 2021
		Interest	0.94	Nov-20, Jan-21 & Feb-21 (1st of each Month)
		Interest	0.91	Oct-20 & Dec-20(1st of each Month)
13	INE414G07CU3	Principal	120.00	February 1, 2021
		Interest	7.60	November 22, 2020
		Interest	1.48	February 1, 2021
14	INE414G07CV1	Principal	80.00	February 1, 2021
		Interest	7.24	Nov-20 & Jan-21 (1st of each Month)
		Interest	7.01	Oct-20 & Dec-20(1st of each Month)
		Interest	7.26	February 1, 2021
15	INE414G07CW9	Interest	6.56	March 1, 2021
16	INE414G07CX7	Interest	39.00	November 22, 2020
		Interest	69.71	March 20, 2021
17	INE414G07CY5	Principal	360.14	March 20, 2021
		Interest	3.14	Nov-20 & Jan-21 (1st of each Month)
		Interest	3.04	Oct-20 & Dec-20(1st of each Month)
		Interest	3.15	February 1, 2021
18	INE414G07DB1	Interest	2.85	March 1, 2021

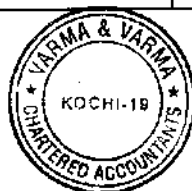


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		Interest	1.93	March 20, 2021
		Principal	401.18	March 20, 2021
19	INE414G07DC9	Interest	6.39	Nov-20 & Jan-21 (1st of each Month)
		Interest	6.19	Oct-20 & Dec-20(1st of each Month)
		Interest	6.41	February 1, 2021
		Interest	5.79	March 1, 2021
		Interest	9.14	Nov-20 & Jan-21 (1st of each Month)
20	INE414G07DD7	Interest	8.84	Oct-20 & Dec-20(1st of each Month)
		Interest	9.16	February 1, 2021
		Interest	8.28	March 1, 2021
		Interest	75.32	March 20, 2021
21	INE414G07DE5	Principal	792.8	March 20, 2021
22	INE414G07DF2	Interest	71.87	March 20, 2021
23	INE414G07DGO	Interest	91.76	March 20, 2021
24	INE414G07DH8	Interest	5.70	Nov-20 & Jan-21 (1st of each Month)
		Interest	5.52	Oct-20 & Dec-20(1st of each Month)
		Interest	5.72	February 1, 2021
		Interest	5.16	March 1, 2021
25	INE414G07DI6	Interest	7.01	Nov-20 & Jan-21 (1st of each Month)
		Interest	6.79	Oct-20 & Dec-20(1st of each Month)
		Interest	7.03	February 1, 2021
		Interest	6.35	March 1, 2021
26	INE414G07DJ4	Interest	8.74	Nov-20 & Jan-21 (1st of each Month)
		Interest	8.46	Oct-20 & Dec-20(1st of each Month)
		Interest	8.76	February 1, 2021
		Interest	7.91	March 1, 2021
27	INE414G07DT3	Interest	3.57	Nov-20 & Jan-21 (1st of each Month)
		Interest	3.45	Oct-20 & Dec-20(1st of each Month)
		Interest	3.58	February 1, 2021
		Interest	3.23	March 1, 2021
28	INE414G07DU1	Interest	4.32	Nov-20 & Jan-21 (1st of each Month)
		Interest	4.18	Oct-20 & Dec-20(1st of each Month)



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		Interest	4.34	February 1, 2021
		Interest	3.92	March 1, 2021
		Interest	7.42	Nov-20 & Jan-21 (1st of each Month)
		Interest	7.18	Oct-20 & Dec-20(1st of each Month)
		Interest	7.44	February 1, 2021
29	INE414G07DV9	Interest	6.72	March 1, 2021
30	INE414G07DW7	Interest	52.09	November 1, 2020
31	INE414G07DX5	Interest	39.97	November 1, 2020
32	INE414G07DY3	Interest	53.62	November 1, 2020
		Interest	5.00	Nov-20 & Jan-21 (1st of each Month)
		Interest	4.84	Oct-20 & Dec-20(1st of each Month)
		Interest	5.01	February 1, 2021
33	INE414G07EH6	Interest	4.53	March 1, 2021
		Interest	4.40	Nov-20 & Jan-21 (1st of each Month)
		Interest	4.26	Oct-20 & Dec-20(1st of each Month)
		Interest	4.41	February 1, 2021
34	INE414G07EI4	Interest	3.99	March 1, 2021
		Interest	6.76	Nov-20 & Jan-21 (1st of each Month)
		Interest	6.54	Oct-20 & Dec-20(1st of each Month)
		Interest	6.78	February 1, 2021
35	INE414G07EJ2	Interest	6.12	March 1, 2021
36	INE414G07EK0	Interest	271.44	December 27, 2020
37	INE414G07EL8	Interest	114.16	December 27, 2020
38	INE414G07EM6	Interest	54.38	December 27, 2020
39	INE414G07EN4	Interest	237.50	December 30, 2020
40	INE414G07EO2	Interest	237.50	December 30, 2020
41	INE414G07EP9	Interest	166.25	February 24, 2021
		Interest	364.49	October 4, 2020
42	INE414G08256	Principal	364.49	October 4, 2020
		Interest	304.36	March 26, 2021
43	INE414G08264	Principal	304.36	March 26, 2021
44	INE414G09015	Interest	12.35	March 26, 2021

*The principal and/or interest amounts on the above non-convertible debt securities will be paid on due date(s) as per terms of issue of respective prospectus.*



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(f) Next due date for the repayment of Commercial Paper along with the repayment amount;

The next due dates for the repayment of Commercial Paper for the period October 01, 2020 to March 31, 2021 are as under:

Sl No.	Series	Type	Amount (Rs.in Millions)	Next due date for payment
1	INE414G14PE5	Redemption	1000.00	October 20, 2020
2	INE414G14PF2	Redemption	2500.00	October 21, 2020
3	INE414G14PG0	Redemption	3500.00	October 22, 2020
4	INE414G14PH8	Redemption	3000.00	October 23, 2020
5	INE414G14PI6	Redemption	4500.00	October 27, 2020
6	INE414G14PJ4	Redemption	4000.00	October 28, 2020
7	INE414G14PK2	Redemption	2000.00	November 13, 2020
8	INE414G14PL0	Redemption	2500.00	November 17, 2020
9	INE414G14PM8	Redemption	2500.00	November 18, 2020
10	INE414G14PN6	Redemption	2500.00	December 10, 2020
11	INE414G14PO4	Redemption	2500.00	December 11, 2020
12	INE414G14PP1	Redemption	2500.00	December 14, 2020
13	INE414G14PQ9	Redemption	1750.00	December 15, 2020
14	INE414G14PR7	Redemption	2500.00	December 17, 2020
15	INE414G14PS5	Redemption	3500.00	December 18, 2020
16	INE414G14PT3	Redemption	2500.00	December 22, 2020
17	INE414G14PU1	Redemption	2500.00	December 23, 2020
18	INE414G14PV9	Redemption	2000.00	December 24, 2020

*The repayment of Commercial Paper will be paid on due date(s) as per terms*

(g) (i) Capital Redemption Reserve as at September 30, 2020: NIL

(ii) Debenture Redemption Reserve (Standalone): Pursuant to Rule 18(7)(b)(iii) of the Companies (Share Capital and Debentures) Rules, 2014, as amended vide the Companies (Share Capital and Debentures) Amendment Rules, 2019, the Company, being an NBFC registered with the Reserve Bank of India under Section 45 IA of the RBI Act, 1934, is not required to create a Debenture Redemption Reserve, in respect of public issue of debentures and debentures issued by it on a private placement basis.



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(h) Net Worth (Standalone):

INR (Rs. in Millions)	30 <sup>th</sup> September, 2020	30 <sup>th</sup> September, 2019
Net Worth	1,31,965.62	1,05,985.96

(i) Net Profit after tax (Standalone):

INR (Rs. in Millions)	For the half year ended on 30 <sup>th</sup> September 2020	For the half year ended on 30 <sup>th</sup> September 2019
Net Profit after tax	17,351.43	13,879.51

(j) Earnings Per Share (Standalone):

INR (Rs.)	For the half year ended on 30 <sup>th</sup> September 2020	For the half year ended on 30 <sup>th</sup> September 2019
Basic	43.26	34.64
Diluted	43.22	34.57



**Annexure - B**

**Disclosure pursuant to Reserve Bank of India Circular  
DOR.No.BP.BC.63/21.04.048/2020-21 dated April 17, 2020  
pertaining to Asset Classification and Provisioning in terms of  
COVID -19 Regulatory Package.**

<b>Sl. No.</b>	<b>Particulars</b>	<b>Amount (Rs in Millions)</b>
i)	Respective amounts in SMA/overdue categories, where the moratorium/deferment was extended (as of March 31, 2020)	26.44
ii)	Respective amount where asset classification benefit is extended (as of September 30, 2020 including interest)	27.79
iii)	Provisions made during the quarter ended March 31, 2020 and June 30, 2020 (Mandatory 10% Provision)*	Nil
iv)	Provisions adjusted during the half year ended September 30, 2020 against slippages	Not Applicable

\* The Company, being NBFC, has complied with Ind-AS and guidelines duly approved by the Board for recognition of the impairment loss allowance as per ECL model.

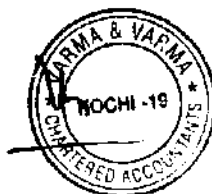


**Independent Auditor's Review Report on unaudited consolidated quarterly and year to date financial results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

The Board of Directors  
Muthoot Finance Limited

1. We have reviewed the accompanying Statement of unaudited consolidated financial results of Muthoot Finance Limited ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), for the quarter and half year ended ended 30 September 2020 ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'Listing Regulations'), read with relevant circulars issued by SEBI.
2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "*Review of Interim Financial Information Performed by the Independent Auditor of the Entity*", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.



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# *Varma & Varma*

**Chartered Accountants**

4. The Statement includes the results of the following entities:

- i. Asia Asset Finance PLC
- ii. Muthoot Homefin (India) Limited
- iii. Belstar Microfinance Limited
- iv. Muthoot Insurance Brokers Private Limited
- v. Muthoot Asset Management Private Limited
- vi. Muthoot Trustee Private Limited
- vii. Muthoot Money Limited

5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the other auditors referred to in paragraph 7 below, nothing has come to our attention that causes us to believe that the accompanying Statement of unaudited consolidated financial results, prepared in accordance with applicable Indian Accounting Standards and other recognized accounting practices and policies, has not disclosed the information required to be disclosed in terms of the Listing Regulations read with relevant circulars issued by SEBI, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. We draw attention to Note No 5 to the Statement which states that, as per the assessment of the management, there is no significant impact of the COVID-19 pandemic on the operations and financial position of the Group.

Our conclusion on the Statement is not modified in respect of this matter.

7. We did not review the interim financial statements / financial information / financial results of 7 subsidiaries included in the unaudited consolidated financial results, whose interim financial statements / financial information / financial results reflect total assets of Rs 60,017.88 millions as at 30 September 2020 and total revenues of Rs 2,521.25 millions, total net profit after tax of Rs. 379.90 millions and total comprehensive income of Rs 385.81 millions for the quarter ended 30 September 2020 and total revenues of Rs 4,836.47 millions, total net profit after tax of Rs. 549.08 millions, total comprehensive income of Rs. 562.19 millions and total cash inflows of Rs 2,936.70 millions for the half year ended 30 September 2020, respectively.



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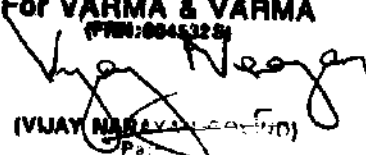
# Varma & Varma

Chartered Accountants

These interim financial statements / financial information / financial results have been reviewed by other auditors whose reports have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above.

Our conclusion on the Statement is not modified in respect of the above matter.

Place: Kochi  
Date: 03.11.2020

For VARMA & VARMA  
(FIRM: 0045322)  
  
(VIJAY NARAYAN)  
CHARTERED ACCOUNTANTS  
Membership No. 200004

UDIN: 20203094 AAAA8T2193



**MUTHOOT FINANCE LIMITED**  
Registered and Corporate Office: 2nd Floor, Muthoot Chambers,  
Opposite Saritha Theatre Complex, Banerji Road, Kochi - 682 018, India.  
CIN : L65910KL1997PLC011300  
Ph. No. : 0484 2396478, Fax No. : 0484 2396506, Website : www.muthootfinance.com  
Email : mails@muthootgroup.com

Statement of Unaudited Consolidated Financial Results for the Quarter and Half Year ended September 30, 2020

Rs. in Millions except for equity share data

Particulars	Quarter ended			Half Year ended		Year ended
	September 30, 2020	June 30, 2020	September 30, 2019	September 30, 2020	September 30, 2019	March 31, 2020
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
<b>Revenue from operations</b>						
(i) Interest income	27,289.93	25,289.10	23,318.19	52,579.03	43,576.87	94,177.36
(ii) Dividend income	0.13	-	-	0.13	-	9.19
(iii) Net gain on fair value changes	545.35	600.55	103.70	1,145.90	227.15	739.79
(iv) Net gain on derecognition of financial instruments under amortised cost category	25.76	-	271.99	25.76	319.63	779.30
(v) Sale of services	30.64	18.22	50.59	48.86	104.70	191.14
(vi) Service charges	318.46	136.93	229.29	455.39	422.09	943.02
<b>(I) Total Revenue from operations</b>	<b>28,210.27</b>	<b>26,044.80</b>	<b>23,973.76</b>	<b>54,255.07</b>	<b>44,650.44</b>	<b>96,839.80</b>
(II) Other Income	31.66	23.36	90.16	55.02	134.60	232.87
<b>(III) Total Income (I + II)</b>	<b>28,241.93</b>	<b>26,068.16</b>	<b>24,063.92</b>	<b>54,310.09</b>	<b>44,785.04</b>	<b>97,072.67</b>
<b>Expenses</b>						
(i) Finance costs	10,281.80	9,720.55	7,658.77	20,002.35	14,982.92	31,728.40
(ii) Impairment on financial instruments	281.09	430.81	522.99	711.90	687.94	1,870.80
(iii) Employee benefits expenses	2,976.70	2,799.71	2,769.28	5,776.41	5,466.29	12,084.90
(iv) Depreciation, amortization and impairment	155.97	140.22	134.90	296.19	258.01	592.42
(v) Other expenses	2,103.60	1,462.02	1,818.04	3,565.62	3,593.46	8,192.24
<b>(IV) Total Expenses (IV)</b>	<b>15,799.16</b>	<b>14,553.31</b>	<b>12,903.98</b>	<b>30,352.47</b>	<b>24,988.62</b>	<b>54,468.76</b>
<b>(V) Profit before tax (III- IV)</b>	<b>12,442.77</b>	<b>11,514.85</b>	<b>11,159.94</b>	<b>23,957.62</b>	<b>19,796.42</b>	<b>42,603.91</b>
(VI) Tax Expense:						
(1) Current tax	3,227.99	2,768.94	1,957.24	5,996.93	4,983.42	10,779.28
(2) Deferred tax	(93.17)	169.10	117.28	75.93	94.44	137.32
(3) Taxes relating to prior years	-	-	-	-	-	0.50
<b>(VII) Profit for the period (V-VI)</b>	<b>9,307.95</b>	<b>8,576.81</b>	<b>9,085.42</b>	<b>17,884.76</b>	<b>14,718.56</b>	<b>31,686.81</b>
<b>(VIII) Other Comprehensive Income</b>						
A (i) Items that will not be reclassified to profit or loss:						
- Remeasurements of defined benefit plans	19.39	(12.18)	(94.48)	7.21	(100.16)	(49.65)
- Fair value changes on equity instruments through Other Comprehensive Income	141.86	(0.13)	43.63	141.73	26.27	84.81
- Changes in value of forward element of forward contract	(57.96)	(891.41)	-	(949.37)	-	343.69
(ii) Income tax relating to items that will not be reclassified to profit or loss	(26.00)	227.45	10.54	201.45	18.60	(95.75)
<b>Subtotal (A)</b>	<b>77.29</b>	<b>(676.27)</b>	<b>(46.31)</b>	<b>(598.98)</b>	<b>(55.29)</b>	<b>283.10</b>
B (i) Items that will be reclassified to profit or loss:						
- Gain / (loss) from translating financial statements of foreign operation	(11.98)	32.74	(6.23)	20.76	(19.45)	(15.60)
- Fair value gain / (loss) on debt instruments through other comprehensive income	(20.39)	9.79	11.76	(10.60)	14.89	(0.25)
- Effective portion of gain on hedging instruments in cash flow hedges	(300.90)	(395.95)	-	(696.85)	-	426.35
(ii) Income tax relating to items that will be reclassified to profit or loss	80.86	97.19	(2.90)	178.05	(3.81)	(107.24)
<b>Subtotal (B)</b>	<b>(252.41)</b>	<b>(256.23)</b>	<b>2.63</b>	<b>(508.64)</b>	<b>(8.37)</b>	<b>303.26</b>
<b>Other Comprehensive Income (A+B) (VIII)</b>	<b>(175.12)</b>	<b>(932.50)</b>	<b>(37.68)</b>	<b>(1,107.62)</b>	<b>(63.66)</b>	<b>586.36</b>
<b>(IX) Total comprehensive income for the period (VII+VIII)</b>	<b>9,132.83</b>	<b>7,644.31</b>	<b>9,047.74</b>	<b>16,777.14</b>	<b>14,654.90</b>	<b>32,273.17</b>
<b>Profit for the period attributable to</b>						
Owners of the parent	9,260.80	8,535.10	8,998.16	17,795.90	14,560.03	31,382.45
Non-controlling interest	47.15	41.71	87.26	88.86	158.53	304.36
<b>Other Comprehensive Income attributable to</b>						
Owners of the parent	(167.39)	(943.49)	(38.33)	(1,110.88)	(61.39)	591.20
Non-controlling interest	(7.73)	10.99	0.65	3.26	(2.27)	(4.84)
<b>Total comprehensive income for the period attributable to</b>						
Owners of the parent	9,093.41	7,591.61	8,959.83	16,685.02	14,498.64	31,973.65
Non-controlling interest	39.42	52.70	87.91	92.12	156.26	299.52
<b>(X) Earnings per equity share (quarter/ half year figures are not annualised)</b>						
(Face value of Rs. 10 each)						
Basic (Rs.)	23.09	21.28	22.46	41.37	36.34	78.30
Diluted (Rs.)	23.08	21.25	22.42	41.30	36.27	78.20

See accompanying notes to financial results



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For MUTHOOT FINANCE LIMITED

Managing Director

**MUTHOOT FINANCE LIMITED**  
Registered and Corporate Office: 2nd Floor, Muthoot Chambers,  
Opposite Saritha Theatre Complex, Banerji Road, Kochi - 682 018, India.  
CIN : L65910KL1997PLC011300

Ph. No. : 0484 2396478, Fax No. : 0484 2396506, Website : www.muthootfinance.com  
Email : mails@muthootgroup.com

**Unaudited Consolidated Statement of Assets and Liabilities (Balance Sheet) as at September 30, 2020**

Rs. in Millions

Particulars	As at September 30, 2020	As at March 31, 2020
	(Unaudited)	(Audited)
<b>I ASSETS</b>		
<b>1 Financial Assets</b>		
a) Cash and cash equivalents	61,668.62	58,347.65
b) Bank balance other than (a) above	2,258.84	2,958.88
c) Derivative financial instruments	158.61	3,448.94
d) Receivables		
(I) Trade receivables	149.11	89.82
(II) Other receivables	-	-
e) Loans	5,21,399.68	4,70,677.41
f) Investments	26,479.81	6,302.16
g) Other financial assets	2,320.49	2,448.75
<b>2 Non-financial Assets</b>		
a) Current tax assets (net)	39.13	94.25
b) Deferred tax assets (net)	409.41	171.04
c) Investment property	158.85	156.48
d) Property, Plant and Equipment	2,424.97	2,426.87
e) Right to use Assets	153.65	167.56
f) Capital work-in-progress	328.79	287.36
g) Goodwill	299.96	299.96
h) Other Intangible assets	82.69	85.37
i) Other non-financial assets	1,321.54	854.42
<b>Total Assets</b>	<b>6,19,654.15</b>	<b>5,48,816.92</b>
<b>II LIABILITIES AND EQUITY</b>		
<b>LIABILITIES</b>		
<b>1 Financial Liabilities</b>		
a) Derivative financial instruments	1,748.62	-
b) Payables		
(I) Trade payables		
(i) total outstanding dues of micro enterprises and small enterprises	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	3,052.06	2,220.28
(II) Other payables		
(i) total outstanding dues of micro enterprises and small enterprises	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
c) Debt securities	1,18,129.26	1,02,659.84
d) Borrowings (other than debt securities)	3,37,220.80	3,00,115.44
e) Deposits	2,595.85	2,560.06
f) Subordinated liabilities	4,425.83	4,016.56
g) Lease Liabilities	163.18	167.72
h) Other financial liabilities	10,101.78	11,884.77
<b>2 Non-financial Liabilities</b>		
a) Current tax liabilities (net)	1,442.43	808.33
b) Provisions	3,517.89	3,712.33
c) Deferred tax liabilities (net)	86.53	151.03
d) Other non-financial liabilities	369.23	507.04
<b>EQUITY</b>		
a) Equity share capital	4,011.72	4,010.37
b) Other equity	1,30,981.99	1,14,281.73
<b>Equity attributable to owners of the parent</b>	<b>1,34,993.71</b>	<b>1,18,292.10</b>
c) Non-controlling interest	1,806.98	1,721.47
<b>Total Liabilities and Equity</b>	<b>6,19,654.15</b>	<b>5,48,816.92</b>

See accompanying notes to financial results



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Managing Director



MUTHOOT FINANCE LIMITED

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Opposite Saritha Theatre Complex, Banerjee Road, Kochi-682018, India

CIN : L65910KL1997PLC011300

Ph No: 0484 2396478 , Fax No: 0484 2396506 Website: www.muthootfinance.com

Email: mails@muthootgroup.com

Unaudited Consolidated Cash flow Statement for the Half Year ended September 30, 2020

Rs. in Millions

Particulars	Half Year ended September 30, 2020	Half Year ended September 30, 2019
	(Unaudited)	(Unaudited)
<b>A. Cash flow from Operating activities</b>		
Profit before tax	23,957.62	19,796.42
<b>Adjustments to reconcile profit before tax to net cash flows:</b>		
Depreciation, amortisation and impairment	296.19	258.01
Impairment on financial instruments	711.90	687.94
Finance cost	20,002.35	14,982.92
(Profit)/Loss on sale of Property, plant and equipment	(3.45)	0.51
Provision for Gratuity	98.53	43.94
Provision for Compensated absences	(53.71)	8.07
Provision for Employee benefit expense - Share based payments for employees	10.04	26.16
Interest income on investments & Treasury bills	(304.99)	(176.81)
Dividend income	(0.13)	-
(Profit)/Loss on sale of mutual funds	(263.28)	-
Unrealised gain on investment	(882.62)	-
<b>Operating Profit Before Working Capital Changes</b>	<b>43,568.45</b>	<b>35,627.16</b>
<b>Adjustments for:</b>		
(Increase)/Decrease in Trade receivables	(59.28)	(29.28)
(Increase)/Decrease in Bank balances other than cash and cash equivalents	700.09	(1,400.61)
(Increase)/Decrease in Loans	(51,331.79)	(19,612.04)
(Increase)/Decrease in Other financial assets	166.38	(59.00)
(Increase)/Decrease in Other non-financial assets	(407.53)	(505.25)
Increase/(Decrease) in Other financial liabilities	(215.81)	(3,869.90)
Increase/(Decrease) in Other non-financial liabilities	(138.73)	87.16
Increase/(Decrease) in Trade payables	831.78	(216.44)
Increase/(Decrease) in Provisions	(224.47)	(145.06)
<b>Cash generated from operations</b>	<b>(7,110.91)</b>	<b>9,876.74</b>
Finance cost paid	(19,800.82)	(13,151.29)
Income tax paid	(5,304.58)	(5,639.78)
<b>Net cash from / (used in) operating activities</b>	<b>(32,216.31)</b>	<b>(8,914.33)</b>
<b>B. Cash flow from Investing activities</b>		
Purchase of Property, plant and equipment and intangible assets	(362.90)	(452.91)
Proceeds from sale of Property, plant and equipment	6.56	1.25
(Increase)/Decrease in Investment Property	1.45	(3.50)
(Increase)/Decrease in Investment in mutual funds (Net)	(18,736.72)	8.32
Investments in quoted equity shares	-	(238.02)
(Increase)/Decrease in Investments at amortised cost	(154.36)	542.40
Investments in unquoted equity shares	-	(333.13)
Interest received on investments / Treasury bills	275.91	245.13
Dividend income	0.13	-
<b>Net cash from / (used in) investing activities</b>	<b>(18,969.93)</b>	<b>(230.46)</b>
<b>C. Cash flow from Financing activities</b>		
Proceeds from issue of equity share capital	6.74	3.58
Increase / (decrease) in Debt securities	15,218.94	11,681.90
Increase / (decrease) in Borrowings (other than Debt securities)	38,740.57	9,663.50
Increase / (decrease) in Deposits	(27.18)	(505.20)
Increase / (decrease) in Subordinated liabilities	595.11	(1,125.91)
Increase / (decrease) in Lease Liabilities	(25.07)	-
Dividend paid (including dividend distribution tax as applicable)	(6.75)	(5,796.22)
<b>Net cash from / (used in) financing activities</b>	<b>54,502.36</b>	<b>13,921.65</b>
<b>D. Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>3,316.12</b>	<b>4,776.86</b>
Net foreign exchange difference	4.85	(5.26)
Cash and cash equivalents at April 01, 2020/April 01, 2019	58,347.65	20,056.62
<b>Cash and cash equivalents at September 30, 2020/September 30, 2019</b>	<b>61,668.62</b>	<b>24,828.22</b>

See accompanying notes to financial results



For MUTHOOT FINANCE LIMITED

Managing Director

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**MUTHOOT FINANCE LIMITED**

**Registered and Corporate Office: 2nd Floor, Muthoot Chambers,  
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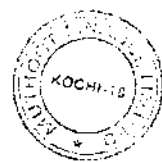
**Notes:**

1. The consolidated results of the Group include the unaudited financial results of subsidiaries namely Muthoot Homefin (India) Limited, Belstar Microfinance Limited (formerly known as Belstar Investment and Finance Private Limited), Muthoot Insurance Brokers Private Limited, Muthoot Asset Management Private Limited, Muthoot Trustee Private Limited, Muthoot Money Limited and Asia Asset Finance PLC, Sri Lanka which has been reviewed by the auditors of the respective Companies.
2. The above consolidated financial results have been reviewed by the Audit Committee and approved by the Board of Directors of the Company at their respective meetings held on November 02, 2020 and November 03, 2020.
3. The above financial results have been prepared in accordance with Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 ("the Act"), having regard to the recognition and measurement principles laid down in Ind AS 34 ("Interim Financial Reporting") and other recognized accounting practices generally accepted in India, and in compliance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"). These financial results may require further adjustments, if any, necessitated by guidelines/ clarifications/ directions to be issued in the future by RBI, Ministry of Corporate Affairs or other regulators, which will be implemented as and when the same are made applicable.
4. Provision on loan assets created in earlier accounting periods which is in excess of the amounts determined and adjusted against such assets as impairment loss on application of expected credit loss method as per Ind AS 109 ('Financial Instruments') as at September 30, 2020 has been retained in the books of account of the Company as a matter of prudence and carried under 'Provisions' in the Balance Sheet.
5. There has been no significant impact on the operations/financial position of the Group on account of the outbreak of the COVID-19 pandemic and the limitations/restrictions arising therefrom. In accordance with the concessional package announced by RBI, the companies in the Group, where applicable, had offered an optional moratorium on repayment of loan instalments falling due between March 1, 2020 and August 31, 2020.

In a public interest litigation (Gajendra Sharma vs Union of India & Anr), the Honourable Supreme Court, vide interim order dated September 3, 2020 has directed that the accounts which were not declared Non performing asset (NPA) till August 31, 2020 shall not be declared as NPA till further orders. However, such accounts have been classified as Stage 3 for application of expected credit loss method as per Ind AS 109 ('Financial Instruments') by the Company.



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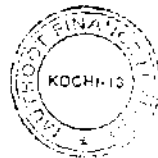
Further, subsequent to the period end, on October 23, 2020, the Government of India has approved a scheme for grant of ex-gratia payment of difference between compound interest and simple interest for six months to borrowers in specified loan accounts (March 1, 2020 to August 31, 2020), as per which such eligible amounts will be reimbursed by the Government and consequently is not expected to have any impact on the financial results. Based on an assessment of the situation, the company considers that the impairment loss/ provision as stated in Note No 4 above, is adequate to cover any future uncertainties.

6. The impact of changes if any arising on enactment of the Code on Social Security 2020 will be assessed by the company after the effective date of the same and the rules thereunder are notified.
7. The Group operates mainly in the business of financing and accordingly there are no separate reportable operating segments as per Ind AS 108 - Operating Segments.
8. During the quarter ended September 30, 2020, the Company had allotted 1,34,890 shares under the 'Muthoot ESOP 2013 Scheme'. No employee stock options were granted by the Company during the quarter.
9. The Company has maintained requisite full asset cover by way of mortgage of immovable property and pari passu floating charge on current assets, book debts and loans & advances of the Company on its Secured Listed Non- Convertible Debentures aggregating to Rs. 1,08,190.05 Million at principal value as at September 30, 2020.
10. Previous period figures have been regrouped/ reclassified wherever necessary to conform to current period presentation.



Kochi  
November 03, 2020

By and on behalf of the Board of Directors  
For Muthoot Finance Limited



  
George Alexander Muthoot  
Managing Director  
DIN: 00016787