



## MUTHOOT FINCORP LIMITED

Our Company, Muthoot Fincorp Limited (the “Company” or the “Issuer”) was incorporated in the Republic of India under the Companies Act, 1956, as amended as a public limited company on June 10, 1997 at Trivandrum and registered as a Non-Banking Financial Company (“NBFC”) 16.00170 within the meaning of the Reserve Bank of India Act, 1934, as amended (the “RBI Act”). For further details, see “General Information” on page 18 of this Tranche I Prospectus and “History and Certain Corporate Matters” on page 110 of the Shelf Prospectus.

CIN: U65929KL1997PLC011518; PAN: AACCM1453E, Website: www.muthootfincorp.com

Registered office: Muthoot Centre, TC No 27/3022 Punnem Road Trivandrum 695 001, Kerala; Tel: +91 471 491 1550

Corporate office: Muthoot Centre, Near Spencer Junction, M.G. Road, Trivandrum 695 001, Kerala; Tel: +91 471 491 1430

Compliance Officer and Contact Person: Sachu Sivas; Email: sachu.sivas@muthoot.com; Tel: +91 471 491 1621

Chief Financial Officer: Thomas Muthoot; Email: thomas@muthoot.com; Tel: +91 484 4161616

**PUBLIC ISSUE BY MUTHOOT FINCORP LIMITED, (“COMPANY” OR “ISSUER”) OF SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹1,000 EACH (“NCDs”) FOR AN AMOUNT AGGREGATING TO ₹ 100 CRORES (“BASE ISSUE”) WITH GREEN SHOE OPTION OF UP TO ₹ 300 CRORES AGGREGATING TO ₹ 400 CRORES (“TRANCHE I ISSUE LIMIT”) (“TRANCHE I ISSUE”) WHICH IS WITHIN THE SHELF LIMIT OF ₹ 1,100 CRORE AND IS BEING OFFERED BY WAY OF THIS TRANCHE I PROSPECTUS DATED AUGUST 23, 2023 CONTAINING INTER ALIA THE TERMS AND CONDITIONS OF TRANCHE I ISSUE (“TRANCHE I PROSPECTUS”), WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED AUGUST 23, 2023 (“SHELF PROSPECTUS”) FILED WITH THE ROC, STOCK EXCHANGE AND SECURITIES AND EXCHANGE BOARD OF INDIA (“SEBI”). THE SHELF PROSPECTUS AND THIS TRANCHE I PROSPECTUS CONSTITUTES THE PROSPECTUS (“PROSPECTUS”). THE ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, AS AMENDED (THE “SEBI NCS REGULATIONS”), THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AS AMENDED (THE “COMPANIES ACT, 2013”) TO THE EXTENT NOTIFIED AND THE SEBI MASTER CIRCULAR. THE ISSUE IS NOT UNDERWRITTEN.**

## PROMOTERS OF THE COMPANY

(i) Thomas John Muthoot, Email: muthoot@muthoot.com; Tel: +91 471 491 1505, (ii) Thomas George Muthoot; Email: muthoot@muthoot.com; Tel: +91 484 416 1650 and (iii) Thomas Muthoot, Email: muthoot@muthoot.com Tel: +91 484 416 1616. For further details, please see “Our Promoters” on page 136 of the Shelf Prospectus.

## GENERAL RISK

Investment in debt securities involves a degree of risk and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. 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 “Risk Factors” on page 17 of the Shelf Prospectus and “Material Developments” on page 30 before making an investment in this Tranche I Issue. This Tranche I Prospectus has not been and will not be approved by any regulatory authority in India, including the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), any Registrar of Companies, Kerala at Kochi, or any stock exchange in India.

## COUPON RATE, COUPON PAYMENT FREQUENCY, REDEMPTION DATE, REDEMPTION AMOUNT &amp; ELIGIBLE INVESTORS

For details relating to Coupon Rate, Coupon Payment Frequency, Redemption Date, Redemption Amount & Eligible Investors of the NCDs, please see “Issue Structure” on page 46.

## CREDIT RATING

Our Company has received rating of CRISIL AA-/Stable by CRISIL Ratings Limited vide its letter dated July 31, 2023 for the NCDs proposed to be issued pursuant to this Issue. The rating given by CRISIL Ratings Limited is valid as on the date of this Tranche I Prospectus and shall remain valid on date of issue and Allotment of the NCDs and the listing of the NCDs on BSE. The rating of the NCDs indicates that 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 ratings provided by CRISIL Ratings Limited 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 Annexure A of this Tranche I Prospectus on page 100 for the rationale and press release for the above rating.

## PUBLIC COMMENTS

The Draft Shelf Prospectus dated August 10, 2023 was filed with BSE, the Designated Stock Exchange, pursuant to the provisions of the SEBI NCS Regulations and was kept open for public comments for a period of seven Working Days (i.e., until 5 p.m.) from the date of filing of the Draft Shelf Prospectus with the Stock Exchange. No comments were received on the Draft Shelf Prospectus until 05:00 pm on August 21, 2023.

## LISTING

The NCDs offered through this Tranche I Prospectus are proposed to be listed on BSE Limited (“BSE” or “Stock Exchange”). Our Company has received an ‘in-principle’ approval from BSE vide their letter no. DCS/BM/PI-BOND/009/23-24 dated August 21, 2023. BSE shall be the Designated Stock Exchange for the Issue.

## LEAD MANAGER TO THE ISSUE



SMC Capitals Limited

A 401/402, Lotus Corporate Park  
Jai Coach Junction, Off Western Express Highway,  
Goregaon (East), Mumbai 400 063.

Tel: +91 22 6648 1818

Fax: +91 22 67341697

Email: mflncd@smccapitals.com

Website: www.smccapitals.com

Contact person: Satish Mangutkar/ Bhavin Shah

## REGISTRAR TO THE ISSUE



Integrated Registry Management Services Private Limited

II Floor, Kences Towers, No. 1 Ramakrishna Street  
North Usman Road, T. Nagar, Chennai 600 017.

Tel: +91 44 28140801, 802,803

Fax: +91 44 2814 2479

Email: mfinipo@integratedindia.in

Website: www.integratedindia.in

Contact Person: Yuvaraj S

## DEBENTURE TRUSTEE



Vardhman Trusteeship Private Limited\*

Turner Morrison House, Unit No. 15,  
6, Lyons Range, Kolkata – 700 001.

Tel: +91 22 4264 8335/ 4014 0832

E-mail: corporate@vardhmantrustee.com

Website: https://vardhmantrustee.com

Contact Person: Rushabh Desai

## CREDIT RATING AGENCY



CRISIL Ratings Limited

CRISIL House, Central Avenue,  
Hiranandani Business Park, Powai,  
Mumbai 400076.

Tel: + 91 22 3342 3000

Fax: +91-22-3342 3050

Email: crisilratingdesk@crisil.com

Contact Person: Krishnan Sitaraman

## JOINT STATUTORY AUDITORS

M/s. Krishnan Retna & Associates

201 Block A, Nandini Gardens, Fort,  
Thiruvananthapuram, Kerala – 695023

Tel: 91 471 2476356

Email: trivandrum@krishnanretna.com

Contact Person: Nikhil R Kumar

M/s. Rangamani & Co

Rose Gardens, North of Iron Bridge,  
Alappuzha, Kerala – 6880111

Tel: +91 477 225 1474

Email: rangamanis@rediffmail.com

Contact Person: Krishnan R

## ISSUE PROGRAMME

TRANCHE I ISSUE OPENS ON: FRIDAY, SEPTEMBER 1, 2023

TRANCHE I ISSUE CLOSES ON\*\*: THURSDAY, SEPTEMBER 14, 2023

\* Vardhman Trusteeship Private Limited has by its letter dated July 7, 2023 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 I Prospectus and in all the subsequent periodical communications sent to the holders of the NCDs issued pursuant to this Tranche I Issue.

\*\* This Tranche I Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m. (Indian Standard Time) during the period as indicated in this Tranche I Prospectus. Our Company may, in consultation with the Lead Manager, consider closing this Tranche I Issue on such earlier date or extended date (subject to a minimum period of three working days and a maximum period of 10 working days from the date of opening of this Tranche I Issue and subject to not exceeding thirty days from filing of this Tranche I Prospectus with ROC, including any extensions), as may be decided by the Board of Directors or a duly constituted committee thereof of the Company, subject to relevant approvals, in accordance with the Regulation 33A of the SEBI NCS Regulations. In the event of an early closure or extension of this Tranche I Issue, our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in an English daily national newspaper with wide circulation and a regional daily with wide circulation where the registered office of the Company is located (in all the newspapers in which pre-issue advertisement for opening of this Tranche I Issue has been given on or before such earlier or initial date of Tranche I Issue closure). On the Tranche I Issue Closing Date, the Application Forms will be accepted only between 10:00 a.m. and 3:00 p.m. (Indian Standard Time) and uploaded until 5 p.m. or such extended time as may be permitted by the Stock Exchange. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5:00 p.m. on one Working Day post this Tranche I Issue Closing Date. For further details please see “General Information” on page 18 of the Tranche I Prospectus.

A copy of the Shelf Prospectus and this Tranche I Prospectus shall be filed with the RoC, in terms of Section 26 of the Companies Act, 2013, along with the requisite endorsed/certified copies of all requisite documents. For further details please see “Material Contracts and Documents for Inspection” on page 97.

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## SECTION I : GENERAL

### DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates, all references in this Tranche I Prospectus to “the Issuer”, “our Company”, “the Company” or “Muthoot Fincorp Limited”, a non-banking financial company incorporated under the Companies Act, 1956, as amended and replaced from time to time, having its registered office at Muthoot Centre, TC No 27/3022 Punnen Road Trivandrum – 695 001, Kerala. Unless the context otherwise indicates, all references in this Tranche I Prospectus to “we” or “us” or “our” are to our Company.

Unless the context otherwise indicates or implies, the following terms have the following meanings in this Tranche I Prospectus, and references to any statute or regulations or policies includes any amendments or re-enactments thereto, from time to time.

#### Company related terms

Term	Description
₹/ Rs./ INR/ Rupees/ Indian Rupees	The lawful currency of the Republic of India
AoA/ Articles/ Articles of Association	Articles of Association of our Company, as amended from time to time
Auditors/ Joint Statutory Auditors	M/s Krishnan Retna Associates and M/s. Rangamani & Co.
Audited Consolidated Financial Statements	The Audited Consolidated Financial Statements of the Company comprising of Audited Consolidated Financial Statements for the Financial Year ending March 31, 2023, Audited Consolidated Financial Statements for the Financial Year ending March 31, 2022 and Audited Consolidated Financial Statements for the Financial Year ending March 31, 2021.
Audited Consolidated Financial Statements for Fiscal 2023	Audited Financial Statements of the Company comprising of the balance sheet of the Company as of March 31, 2023, the statement of profit and loss account for the year then ended, the cash flows statement for the year then ended, and a summary of the significant accounting policies and other explanatory information for the year ended March 31, 2023 prepared by the Company in accordance with Ind AS, as specified under section 133 of the Companies Act, 2013.
Audited Consolidated Financial Statements for Fiscal 2022	Audited Financial Statements of the Company comprising of the balance sheet of the Company as of March 31, 2022, the statement of profit and loss account for the year then ended, the cash flows statement for the year then ended, and a summary of the significant accounting policies and other explanatory information for the year ended March 31, 2022 prepared by the Company in accordance with Ind AS, as specified under section 133 of the Companies Act, 2013.
Audited Consolidated Financial Statements for Fiscal 2021	Audited Financial Statements of the Company comprising of the balance sheet of the Company as of March 31, 2021, the statement of profit and loss account for the year then ended, the cash flows statement for the year then ended, and a summary of the significant accounting policies and other explanatory information for the year ended March 31, 2021 prepared by the Company in accordance with Ind AS, as specified under section 133 of the Companies Act, 2013.
Audited Financial Statements	Audited Standalone Financial Statements and Audited Consolidated Financial Statements
Audited Standalone Financial Statements	The Audited Consolidated Financial Statements of the Company comprising of Audited Standalone Financial Statements for the Financial Year ending March 31, 2023, Audited Standalone Financial Statements for the Financial Year ending March 31, 2022 and Audited Standalone Financial Statements for the Financial Year ending March 31, 2021.
Audited Standalone Financial Statements for Fiscal 2023.	Audited Financial Statements of the Company comprising of the balance sheet of the Company as of March 31, 2023, the statement of profit and loss account for the year then ended, the cash flows statement for the year then ended, and a summary of the significant accounting policies and other explanatory information for the year ended March 31, 2023 prepared by the Company in accordance with Ind AS, as specified under section 133 of the Companies Act, 2013.
Audited Standalone Financial Statements for Fiscal 2022	Audited Financial Statements of the Company comprising of the balance sheet of the Company as of March 31, 2022, the statement of profit and loss account for the year then ended, the cash flows statement for the year then ended, and a summary of the significant

<b>Term</b>	<b>Description</b>
	accounting policies and other explanatory information for the year ended March 31, 2022 prepared by the Company in accordance with Ind AS, as specified under section 133 of the Companies Act, 2013.
Audited Standalone Financial Statements for Fiscal 2021	Audited Financial Statements of the Company comprising of the balance sheet of the Company as of March 31, 2021, the statement of profit and loss account for the year then ended, the cash flows statement for the year then ended, and a summary of the significant accounting policies and other explanatory information for the year ended March 31, 2021 prepared by the Company in accordance with Ind AS, as specified under section 133 of the Companies Act, 2013.
Board/ Board of Directors	Board of directors of our Company or any duly constituted committee thereof
Company Secretary	The company secretary of our Company, i.e. Sachu Sivas
Compliance Officer	The compliance officer of our Company appointed in relation to this Issue, i.e. Sachu Sivas
Corporate Office	The corporate office of our Company, situated at Muthoot Centre, Near Spencer Junction, Trivandrum – 695 001, Kerala
DIN	Director Identification Number
Equity Shares	Equity shares of face value of ₹10 each of our Company
Gross Total Loan Assets	Gross value of loan assets before interest accrued on loans, provision for impairment and unamortised processing fee.
Group/ Group Companies	<ul style="list-style-type: none"> <li>a. Muthoot Microfin Limited</li> <li>b. Muthoot Housing Finance Company Limited</li> <li>c. Muthoot Pappachan Technologies Limited</li> <li>d. MPG Hotels and Infrastructure Ventures Private Limited</li> <li>e. Muthoot Automotive (India) Private Limited</li> <li>f. Muthoot Automobile Solutions Private Limited</li> <li>g. Muthoot Capital Services Limited</li> <li>h. Muthoot Motors Private Limited</li> <li>i. Muthoot Risk Insurance and Broking Services Private Limited</li> <li>j. Muthoot Pappachan Chits (India) Private Limited</li> <li>k. Muthoot Exim Private Limited</li> <li>l. Muthoot Kuries Private Limited</li> <li>m. MPG Security Group Private Limited</li> <li>n. Muthoot Estate Investments</li> <li>o. Muthoot Motors (Cochin)</li> <li>p. Muthoot Pappachan Foundation</li> <li>q. M-Liga Sports Excellence Private Limited</li> </ul>
Previous Statutory Auditors	M/s. Rangamani & Co
KMP/ Key Managerial Personnel	The key managerial personnel of our Company in accordance with the provisions of the Companies Act, 2013. For details, see “ <i>Our Management</i> ” on page 118 of the Shelf Prospectus.
Loan Assets	Assets under financing activities
Memorandum/ MoA Memorandum of Association	Memorandum of association of our Company, as amended from time to time
MML	Muthoot Microfin Limited
MPCIPL	Muthoot Pappachan Chits (India) Limited
MPG Hotels / MPG	MPG Hotels & Infrastructure Ventures Private Limited
MPTL	Muthoot Pappachan Technologies Limited
Muthoot Pappachan Group	Founded by Late Mathew M Thomas in 1979, the Muthoot Pappachan Group is involved in Financial Services, Hospitality, Automotive, Realty, IT Services, Precious Metals, Global Services and Alternate Energy. The Group is currently managed by Thomas John Muthoot, Thomas George Muthoot and Thomas Muthoot
NBFC	Non-banking financial company as defined under Section 45-IA of the RBI Act, 1934
Promoters	Thomas John Muthoot, Thomas George Muthoot and Thomas Muthoot
RoC	Registrar of Companies, Kerala and Lakshadweep
Registered Office	The registered office of our Company is situated at Muthoot Centre, TC No 27/3022 Punnen Road, Trivandrum 695 001, Kerala
Risk Management Committee	The committee of the Board of Directors of the Company constituted for the purposes of, inter alia, to assist the Board in the execution of its risk management accountabilities. For further details, see “ <i>Our Management</i> ” on page 118 of the Shelf Prospectus.

<b>Term</b>	<b>Description</b>
Stage 3 Loan Assets	Stage 3 Loan Assets includes financial assets that have objective evidence of impairment at the reporting date as defined under Ind AS
Stage 3 ECL Provision	Provision created for impairment of loan assets categorized as a Stage 3 Loan Asset
Stock Allotment Committee	The Stock Allotment Committee of the Board of Directors of the Company constituted for the purposes of, inter alia, issuance of debentures of the Company.
Unaudited Standalone Financial Results	The unaudited standalone financial information of the Company for the quarter and three months ended on June 30, 2023, prepared by our Company in the manner and format required by the SEBI Listing Regulations.

#### Issue related terms

<b>Term</b>	<b>Description</b>
Abridged Prospectus	A memorandum accompanying the application form for a public issue containing such salient features of the Shelf Prospectus and this Tranche I Prospectus as specified by SEBI.
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application Form
Allotment Advice	The communication sent to the Allottees conveying the details of NCDs allotted to the Allottees in accordance with the Basis of Allotment
Allot/Allotment/Allotted	The issue and allotment of the NCDs to successful Applicants pursuant to this Tranche I Issue
Allottee	The successful Applicant to whom the NCDs are being/have been Allotted pursuant to this Tranche I Issue
Applicant/Investor	Any person who applies for issuance and Allotment of NCDs through ASBA process or through UPI Mechanism pursuant to the terms of the Shelf Prospectus, this Tranche I Prospectus, the Abridged Prospectus, and the Application Form for any Tranche Issue.
Application/ ASBA Application	An application (whether physical or electronic) to subscribe to the NCDs offered pursuant to this Tranche I Issue by submission of a valid Application Form and authorising an SCSB to block the Application Amount in the ASBA Account 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 UPI Application Limit which will be considered as the application for Allotment in terms of this Tranche I Prospectus.
Application Amount	The aggregate value of NCDs applied for, as indicated in the Application Form for this Tranche I Issue
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 Shelf Prospectus and this Tranche I Prospectus.
Application Supported by Blocked Amount/ ASBA	The Application (whether physical or electronic) used by an ASBA Applicant to make an Application by authorizing the SCSB to block the Application Amount in the specified bank account maintained with such SCSB.
ASBA Account	A bank account maintained with an SCSB by an Applicant, as specified in the Application Form submitted by the Applicant for blocking the Application Amount mentioned in the relevant ASBA Form and includes a bank account maintained by a UPI Investor linked to a UPI ID, which is blocked upon acceptance of a UPI Mandate Request made by the UPI Investor using the UPI Mechanism.
ASBA Applicant	Any Applicant who applies for NCDs through the ASBA process
Base Issue	₹ 100 crore
Basis of Allotment	The basis on which NCDs will be allotted to Applicants under the Tranche I Issue and as described in “ <i>Issue Procedure – Basis of Allotment</i> ” on page 89.
Broker Centres	Broker centres notified by the Stock Exchange, where Applicants can submit the Application Forms (including ASBA Forms under UPI in case of UPI Investors) to a Trading Member. The details of such broker centres, along with the names and contact details of the Trading Members are available on the website of the Stock Exchange and updated from time to time
Business Days	All days excluding Saturdays, Sundays or a public holiday in India or at any other payment centre notified in terms of the Negotiable Instruments Act, 1881
Client ID	Client identification number maintained with one of the Depositories in relation to the

<b>Term</b>	<b>Description</b>
	demat account
Collection Centres	Centres at which the Designated Intermediaries shall accept the Application Forms, being the Designated Branch for SCSBs, Specified Locations for the Syndicate, Broker Centres for registered brokers, Designated RTA Locations for CRTAs and Designated CDP Locations for CDPs
Collecting Depository Participants/ CDPs	A depository participant, as defined under the Depositories Act, 1996 and registered under the SEBI Act and who is eligible to procure Applications at the Designated CDP Locations in terms of the SEBI Master Circular
Collecting Registrar and Share Transfer Agents/ CRTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of the SEBI Master Circular
Credit Rating Agency	For the present Issue, the credit rating agency being CRISIL
Coupon Rate / Interest Rate	The aggregate rate of interest payable in connection with the NCDs in accordance with the Prospectus. For further details, see “ <i>Issue Structure</i> ” on page 46.
Debenture Holder (s) / NCD Holder(s)	The holders of the NCDs whose name appears in the database of the Depository and/or the register of NCD Holders (if any) maintained by our Company if required under applicable law
Debenture Trust Deed	The trust deed to be entered between the Debenture Trustee and our Company which shall be executed in relation to the NCDs within the time limit prescribed by applicable statutory and/or regulatory requirements, including creation of appropriate security, in favour of the Debenture Trustee for the NCD Holders on the assets adequate to ensure 1x times security cover for the NCDs for the principal amount outstanding under the NCDs and the interest due thereon issued pursuant to this Tranche I Issue.
Debenture Trusteeship Agreement	Debenture Trusteeship Agreement dated August 03, 2023 entered into between our Company and the Debenture Trustee
Debentures/ NCDs	Secured, Redeemable, Non-Convertible Debentures of face value ₹ 1,000 each proposed to be issued under this Issue.
Deemed Date of Allotment	The date on which the Board of Directors or any committee authorised by the Board approves the Allotment of the NCDs for this Tranche I Issue or such date as may be determined by the Board of Directors or any committee approved by the Board and notified to the Designated Stock Exchange. 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 shall be available to the Debenture Holders from the Deemed Date of Allotment.
Demographic Details	The demographic details of an Applicant such as his address, bank account details, category, PAN, UPI ID, etc.
Depositories Act	The Depositories Act, 1996
Depository(ies)	National Securities Depository Limited and/or Central Depository Services (India) Limited
Designated Branches	Such branches of the SCSBs which shall collect the Application Forms used by the ASBA Applicants and a list of which is available at <a href="https://www.sebi.gov.in">https://www.sebi.gov.in</a> or at such other web-link as may be prescribed by SEBI from time to time
Designated CDP Locations	Such centres of the Collecting Depository Participants where Applicants can submit the Application Forms. The details of such Designated CDP Locations, along with the names and contact details of the CDPs are available on the website of the Stock Exchange and updated from time to time
Designated Date	The date on which the Registrar to the Issue issues instructions for the transfer of funds blocked by the SCSBs from the ASBA Accounts to the Public Issue Account and/or the Refund Account, as appropriate, after finalisation of the Basis of Allotment, in terms of the Shelf Prospectus and this Tranche I Prospectus following which the NCDs will be Allotted in the Tranche I Issue.
Designated Intermediaries	The Members of the Syndicate, SCSBs, Registered Stock Brokers, Trading Members, RTAs and CDPs who are authorized to collect Application Forms from the Applicants, in relation to the Issue.  In relation to ASBA applicants authorising an SCSB to block the amount in the ASBA Account, Designated Intermediaries shall mean SCSBs.

<b>Term</b>	<b>Description</b>
	In relation to ASBA applicants submitted by Retail Individual Investors where the amount will be blocked upon acceptance of UPI Mandate Request using the UPI Mechanism, Designated Intermediaries shall mean the CDPs, RTAs, Lead Managers, Members of the Consortium, Trading Members and Stock Exchange where applications have been submitted through the app/web interface as provided in the UPI Mechanism Circular.
Designated Stock Exchange Stock Exchange/ DSE	BSE Limited
Draft Shelf Prospectus	The Draft Shelf Prospectus dated August 10, 2023, filed with the Stock Exchange for receiving public comments in accordance the Regulation 6 (2) of the SEBI NCS Regulations and to SEBI for record purpose
Designated RTA Locations	Such centres of the RTAs where Applicants can submit the Application Forms (including Application Forms by UPI Investors under the UPI Mechanism). The details of such Designated RTA Locations, along with the names and contact details of the RTAs are available on the website of the Stock Exchange and updated from time to time
DP/Depository Participant	A depository participant as defined under the Depositories Act
Direct Online Application	The application made using an online interface enabling direct application by Investors to a public issue of their debt securities with an online payment facility through a categorize stock exchange. This facility is available only for demat account holders who wish to hold the NCDs pursuant to the Issue in categorized form. Please note that the Applicants will not have the option to apply for NCDs under the Issue, through the direct online applications mechanism of the Stock Exchange
Fugitive Economic Offender	Fugitive economic offender means an individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
Interest Payment Date / Coupon Payment Date	Please see the section titled “ <i>Terms of the Issue</i> ” on page 53.
Institutional Portion	Portion of Applications received from Category I of persons eligible to apply for this Tranche I Issue which includes resident public financial institutions as defined under Section 2(72) of the Companies Act 2013, statutory corporations including state industrial development corporations, scheduled commercial banks, co-operative banks and regional rural banks, and multilateral and bilateral development financial institutions which are authorised to invest in the NCDs, provident funds of minimum corpus of ₹2,500 lakhs, pension funds of minimum corpus of ₹2,500 lakhs, systemically important non-banking financial companies, superannuation funds and gratuity fund, 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 the IRDAI, national investment fund (set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India and published in the Gazette of India), insurance funds set up and managed by the Indian army, navy or the air force of the Union of India or by the Department of Posts, India, mutual funds, registered with SEBI and systemically important NBFCs.
Issue	Public issue by our Company of NCDs for an amount aggregating up to ₹ 1,100 Crore, pursuant to the Shelf Prospectus. The Issue is being made pursuant to the provisions of SEBI NCS Regulations, the Companies Act, 2013 and rules made thereunder as amended to the extent notified and the SEBI Master Circular on the terms and in the manner set forth herein.
Issue Agreement	The Issue Agreement dated August 03, 2023, entered between the Company and the Lead Manager.
Lead Broker	SMC Global Securities Limited
Lead Broker Agreement	Lead Broker Agreement dated August 21, 2023 entered into amongst the Company, Lead Managers and Lead Brokers.
Lead Manager	SMC Capitals Limited
Market Lot	1 (one) NCD
Maturity Amount	Please see the section titled “ <i>Terms of the Issue</i> ” on page 53.
NCD Holder/Debenture Holder	Any debenture holder who holds the NCDs issued pursuant to this Issue and whose name appears on the beneficial owners list provided by the Depositories

<b>Term</b>	<b>Description</b>
Non-Institutional Portion	Category II of persons eligible to apply for this Tranche I Issue which includes companies falling within the meaning of Section 2(20) of the Companies Act 2013; bodies corporate and societies registered under the applicable laws in India and categorize to invest in the NCDs, educational institutions and associations of persons and/or bodies established pursuant to or registered under any central or state statutory enactment; which are categorize to invest in the NCDs, trust including public/private charitable/religious trusts which are categorize to invest in the NCDs, association of persons, scientific and/or industrial research organisations, which are categorize 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), resident Indian individuals and Hindu undivided families through the Karta aggregating to a value exceeding ₹10 lakhs.
Public Issue Account	Account(s) opened with the Public Issue Account Bank to receive monies from the ASBA Accounts maintained with the SCSBs (including under the UPI Mechanism) on the Designated Date
Public Issue Account Bank	Axis Bank Limited
Public Issue Account and Sponsor Bank Agreement	Agreement dated August 18, 2023 entered into amongst our Company, the Registrar to the Issue, the Public Issue Account Bank, the Refund Bank and the Sponsor Bank and the Lead Manager for the appointment of the Sponsor Bank in accordance with the SEBI Master Circular for collection of the Application Amounts from ASBA Accounts and where applicable, refunds from the amounts collected from the Applicants on the terms and conditions thereof.
Record Date	The record date for payment of interest in connection with the NCDs or repayment of principal in connection therewith shall be 15 Working 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 will be deemed as the Record Date
Refund Account	Account to be opened with the Refund Bank from which refunds, if any, of the whole or any part of the Application Amount shall be made.
Refund Bank	Axis Bank Limited
Registrar to the Issue/ Registrar	Integrated Registry Management Services Private Limited
Registrar Agreement	Agreement dated August 03, 2023, entered into between the Issuer and the Registrar under the terms of which the Registrar has agreed to act as the Registrar to the Issue.
Register of NCD Holders	The statutory register in connection with any NCDs which are held in physical form on account of rematerialisation, containing name and prescribed details of the relevant NCD Holders, which will be prepared and maintained by our Company/Registrar in terms of the applicable provisions of the Companies Act
Retail Investor Portion	Portion of Applications received from Category III of persons eligible to apply for this Tranche I Issue which includes Retail individual investors, resident Indian individuals and Hindu undivided families through the Karta aggregating to a value not exceeding and including ₹10 lakhs
RTAs/ Registrar and Share Transfer Agents	The registrar and share transfer agents registered with SEBI and eligible to procure Application in this Tranche I Issue at the Designated RTA Locations
SCSBs or Self Certified Syndicate Banks	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, including blocking of an ASBA Account, and a list of which is available on <a href="https://www.sebi.gov.in">https://www.sebi.gov.in</a> or at such other web-link as may be prescribed by SEBI from time to time.  Additionally, the banks registered with SEBI, enabled for UPI Mechanism, list of which is available on <a href="https://www.sebi.gov.in">https://www.sebi.gov.in</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 Manager, Members of the Syndicate or the Trading Member(s) of the Stock Exchange, will be forwarded by such Lead Manager, Members of the Syndicate or the Trading



Term	Description
	Members of the Stock Exchange is available at <a href="https://www.sebi.gov.in">https://www.sebi.gov.in</a> or at such other web-link as may be prescribed by SEBI from time to time
SEBI Debenture Trustee Master Circular	SEBI circular with reference number SEBI/HO/DDHS-PoD1/P/CIR/2023/109 dated 31 March 2023 as may be amended from time to time.
Security	The principal amount of the Secured NCDs to be issued in terms of this Tranche I Prospectus together with all interest due on the NCDs, as well as all costs, charges, all fees, remuneration of Debenture Trustee and expenses payable in respect thereof shall be secured by way of subservient charge with existing secured creditors on standard loan receivables and current assets (both present and future) of the company in favour of Debenture Trustee, to be held on pari passu basis among the present and / or future NCD holders, as may be applicable.
“Senior Management Personnel” or “SMP”	Senior Management Personnel of our Company in accordance with definition of Senior Management in Regulation 2 (iia) of the SEBI NCS Regulations, as described in “ <i>Our Management</i> ” on page 118 of the Shelf Prospectus.
Shelf Prospectus	The Shelf Prospectus dated August 23, 2023 filed with the RoC in accordance with the SEBI NCS Regulations, containing inter alia the Coupon Rate for the NCDs and certain other information.
Specified Locations	Collection centres where the Members of the Syndicate shall accept Application Forms, a list of which is included in the Application Form
Sponsor Bank	A Banker to the Tranche I Issue, registered with SEBI, which is appointed by the Issuer to act as a conduit between the Designated Stock Exchange 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 UPI Application Limit and carry out any other responsibilities in terms of the UPI Mechanism Circular being Axis Bank Limited.
Stock Exchange	BSE Limited
Syndicate ASBA	Applications through the Designated Intermediaries
Syndicate ASBA Application Locations	Collection centers where the Designated Intermediaries shall accept Application Forms from Applicants, a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in">https://www.sebi.gov.in</a> and at such other websites as may be prescribed by SEBI from time to time
Tranche I Issue	Public issue by the Company of secured, rated, listed, redeemable, non-convertible debentures of face value of ₹ 1,000 each (“NCDs” or “ <b>Debentures</b> ”) for an amount of ₹ 100 crore (“ <b>Base Issue Size</b> ”) with a green shoe option up to an amount of ₹ 300 crore amounting to ₹ 400 crore (“ <b>Tranche I Issue Limit</b> ”) (“ <b>Tranche I Issue</b> ”) which is within the shelf limit of ₹1,100 crore and is being offered by way of this Tranche I Prospectus containing inter alia the terms and conditions of Tranche I issue, which should be read together with the Shelf Prospectus.
Tranche I Issue Opening Date	Friday, September 1, 2023
Tranche I Issue Closing Date	Thursday, September 14, 2023
Tranche I Issue Period	The period between the Tranche I Issue Opening Date and the Tranche I Issue Closing Date inclusive of both days, during which prospective Applicants can submit their Application Forms.
Tranche I Prospectus	This Tranche I Prospectus dated August 23, 2023 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, documents for inspection and other terms and conditions in respect of Tranche I Issue
Tenor	Please see the section titled “ <i>Terms of the Issue</i> ” on page 53.
Trading Member(s)	Individuals or companies registered with SEBI as “trading member(s)” under the SEBI (Stock Brokers) Regulations, 1992, and who hold the right to trade in stocks listed on stock exchanges, through which Investors can buy or sell securities listed on stock exchanges whose list is available on stock exchanges
Transaction Registration Slip/TRS	The acknowledgement slip or document issued by any of the Members of the Syndicate, the SCSBs, or the Trading Members as the case may be, to an Applicant upon demand as proof of upload of the Application on the application platform of the Stock Exchange
Tripartite Agreement(s)	Agreements as entered into between the Issuer, Registrar and each of the Depositories

<b>Term</b>	<b>Description</b>
	under the terms of which the Depositories shall act as depositories for the securities issued by our Company
Trustee/Debenture Trustee	Trustee for the holders of the NCDs, in this case being Vardhman Trusteeship Limited
UPI	Unified Payments Interface, is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing and merchant payments into one hood. UPI allows instant transfer of money between any two persons' bank accounts using a payment address which uniquely identifies a person's bank account
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the NPCI
UPI Investor	An Applicant who applies with a UPI number whose Application Amount for NCDs in this Tranche I Issue is upto ₹ 5,00,000 or as may be prescribed under SEBI Master Circular
UPI Mandate Request	A request (intimating the UPI Investors, by way of a notification on the UPI application and by way of an SMS directing the UPI Investors to such UPI application) to the UPI Investors using the UPI Mechanism initiated by the Sponsor Bank to authorise blocking of funds equivalent to the Application Amount in the relevant ASBA Account through the UPI, and the subsequent debit of funds in case of Allotment
UPI Mechanism	The optional bidding mechanism that may be used by UPI Investors to make Applications in this Tranche I Issue, in accordance with SEBI Master Circular and any other circulars issued by SEBI or any other governmental authority in relation thereto from time to time
UPI PIN	Password to authenticate UPI transaction
Wilful Defaulter	A person who is categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI and includes an issuer whose director or promoter is categorized as such
Working Days	All days excluding Sundays or a holiday of commercial banks in Mumbai and/or Cochin, except with reference to Issue Period, where Working Days shall mean all days, excluding Saturdays, Sundays and public holiday in India. Furthermore, for the purpose of post issue period, i.e. period beginning from this Tranche I Issue Closing Date to listing of the NCDs on the Stock Exchange, Working Day shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays in Mumbai, as per the SEBI NCS Regulations, however, with reference to payment of interest/redemption amount of NCDs, Working Days shall mean those days wherein the money market is functioning in Mumbai

#### Technical & Industry Terms

<b>Term</b>	<b>Description</b>
ALM	Asset Liability Management
ALCO	Asset Liability Committee
AUM	Asset Under Management
CRAR	Capital-To-Risk-Weighted Assets Ratio
DPN	Demand Promissory Note
EMI	Equated Monthly Instalments
FIR	First Information Report
IMF	International Monetary Fund
IND AS	Indian Accounting Standards
KYC/KYC Norms	Customer identification procedure for opening of accounts and monitoring transactions of suspicious nature followed by NBFCs for the purpose of reporting it to appropriate authority
Gross NPAs/GNPAs	Aggregate of receivable from financing business considered as non-performing assets (secured and unsecured which has been shown as part of short term loans and advances and long term loans and advances) and non performing quoted and unquoted credit substitute forming part of stock in trade Gross NPA is also referred to as GNPAs
Loan Book	Outstanding loans
LTV	Loan to value
Master Directions	RBI's Master Direction – Non-Banking Financial Company – Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 dated September 1, 2016, as amended
MSME	Micro, small, and medium enterprises

<b>Term</b>	<b>Description</b>
NAV	Net Asset Value
NBFC	Non-Banking Financial Company as defined under Section 45-IA of the RBI Act, 1934
NBFC-D	NBFC registered as a deposit accepting NBFC
NBFC-ND	NBFC registered as a non-deposit accepting NBFC
NBFC-ND-SI	Systemically important NBFC-ND
NBFC-MFI	An NBFC-MFI is defined as a non-deposit taking NBFC which extends loans to Micro Finance Sector
NBFC-BL	Base layer NBFC under SBR Framework
NBFC-ML	Middle layer NBFC under SBR Framework
NBFC-UL	Upper layer NBFC under SBR Framework
NOF	Net Owned Fund
NPA	Non-performing asset
NPCI	National Payments Corporation of India
Net NPAs	Gross NPAs less provisions for NPAs
RTA Master Circular	Securities and Exchange Board of India Master Circular for Registrars to an Issue and Share Transfer Agents' dated May 17, 2023, bearing reference number SEBI/HO/MIRSD/POD-1/P/CIR/2023/70.
SBR Framework	RBI Scale based regulation circular dated October 22, 2021, as amended
SME	Small and medium enterprises
Tier I Capital/ Tier I	Tier I capital means owned fund as reduced by investment in shares of other non-banking financial companies 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 per cent of the owned fund; and perpetual debt instruments issued by a non-deposit taking non-banking financial company in each year to the extent it does not exceed 12% of the aggregate Tier I Capital of such company as on March 31 of the previous accounting year
Tier II Capital/ Tier II	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 fifty five percent; (c) General Provisions (including that for Standard Assets) 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; (e) subordinated debt; (f) perpetual debt instruments issued by a non-deposit taking non-banking financial company which is in excess of what qualifies for Tier I Capital to the extent the aggregate does not exceed Tier I Capital
UPI	Unified Payments Interface, a payment mechanism that allows instant transfer of money between any two persons bank account using a payment address which uniquely identifies a person's bank account
WGC	World Gold Council

### Conventional and General Terms or Abbreviations

<b>Term</b>	<b>Description</b>
AGM	Annual general meeting
BSE	BSE Limited
CAGR	Compounded annual growth rate
CDSL	Central Depository Services (India) Limited
CGST Act	Central Goods and Services Tax Act, 2017
Cr.P.C	Code of Criminal Procedure, 1973
Companies Act, 1956	The Companies Act, 1956 to the extent in force, repealed as of January 30, 2019
Companies Act/ Companies Act 2013	The Companies Act, 2013 read with rules framed by the Government of India from time to time
CRISIL	CRISIL Ratings Limited
DIN	Director identification number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry,

<b>Term</b>	<b>Description</b>
	Government of India
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India earlier known as Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India
DTH	Direct to home
DRR	Debenture redemption reserve
EGM	Extraordinary general meeting
EPS	Earnings per share
FDI Policy	FDI in an Indian company is governed by the provisions of the FEMA and the Foreign Direct Investment Policy
FEMA	Foreign Exchange Management Act, 1999
FPI	Foreign Institutional Investors defined under the SEBI (Foreign Institutional Investors) Regulations, 1995 registered with SEBI and as repealed by Foreign Portfolio Investors defined under the SEBI (Foreign Portfolio Investors) Regulations, 2019
Financial Year/FY/Fiscal	Financial year ending March 31
GDP	Gross domestic product
GoI	Government of India
G-Sec	Government securities
GST	Goods and services tax
HUF	Hindu undivided family
IRDAI	Insurance Regulatory and Development Authority of India
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
Indian GAAP/ IGAAP	Accounting Standards as per the Companies (Accounting standards) Rules, 2006 notified under Section 133 of the Act and other relevant provisions of the Act.
IGST Act	Integrated Goods and Services Tax Act, 2017
Indian GAAP	Generally Accepted Accounting Principles in India
Insurance Act	The Insurance Act, 1938
IT Act	The Income Tax Act, 1961
IT	Information technology
ISD	International subscriber dialing
MCA	Ministry of Corporate Affairs, Government of India
MICR	Magnetic ink character recognition
MIS	Management information system
MoU	Memorandum of understanding
NA	Not applicable
NACH	National Automated Clearing House
NCDs	Non-Convertible Debentures
NEFT	National Electronic Funds Transfer
NII(s)	Non-institutional investor(s)
NIM	Net interest margin
NRI	Non-resident Indian
NSDL	National Securities Depository Limited
PAN	Permanent account number
PDI	Perpetual debt instrument
Profit after Tax (PAT)	Profit for the year
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934
RM	Relationship manager
RTGS	Real time gross settlement
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	The Securities Contracts (Regulation) Rules, 1957
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
SEBI NCS Regulations/ Debt Regulations/ SEBI	Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended

<b>Term</b>	<b>Description</b>
Regulations	
SEBI Delisting Regulations	SEBI (Delisting of Equity Shares) Regulations, 2021, as amended
SEBI Listing Regulations/ Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Master Circular	SEBI circular no. SEBI/HO/DDHS/PoD1/P/CIR/2023/119 dated August 10, 2021, as amended
SGST Act	State Goods and Services Tax Act, 2017, as enacted by various state governments
STD	Subscriber trunk dialing
TDS	Tax deducted at source
VOIP	Voice over internet protocol
WDM	Wholesale debt market

Notwithstanding anything contained herein, capitalised terms that have been defined in “*Regulations and Policies*”, “*History and Certain Corporate Matters*”, “*Our Management*”, “*Financial Indebtedness*” and “*Outstanding Litigations and Defaults*” on pages 204, 110, 118, 142 and 181 of the Shelf Prospectus will have the meaning ascribed to them in such sections.

## **CERTAIN CONVENTIONS, USE OF FINANCIAL, INDUSTRY AND MARKET DATA AND CURRENCY OF PRESENTATION**

### **Certain Conventions**

All references in this Tranche I Prospectus to “India” are to the Republic of India and its territories and possessions.

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

### **Presentation of Financial Statements**

Our Company’s financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year, so all references to a particular financial year or fiscal are to the 12-month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year. Unless the context requires otherwise, all references to a year in this Tranche I Prospectus are to a calendar year and references to a Fiscal/Fiscal Year/ FY are to the year ended on March 31, of that calendar year.

The Audited Standalone Financial Statements and the Audited Consolidated Financial Statements and the respective reports on the audited financial statements, as issued by our Company’s Joint Statutory Auditors, M/s Krishnan Retna Associates and M/s. Rangamani & Co, for Fiscal 2023 and Fiscal 2022 and by the Previous Statutory Auditors, M/s. Rangamani & Co for Fiscal 2021 are included in this Tranche I Prospectus in “*Financial Statements*” beginning at page 139 of the Shelf Prospectus.

The Unaudited Standalone Financial Results of our Company have been prepared in accordance with recognition and measurement principles laid down in Ind AS 34 “Interim Financial Reporting” prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued there-under and other accounting principles generally accepted in India and Regulations 33 and 52 of the SEBI Listing Regulations. The limited review report on the Unaudited Standalone Financial Results has been issued by M/s. Krishnan Retna & Associates and M/s. Rangamani & Co, Chartered Accountants. For further details refer section titled “*Financial Statements*” beginning at page 139 of the Shelf Prospectus.

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

Unless stated otherwise, macroeconomic and industry data used throughout this Tranche I 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 this Tranche I Prospectus is reliable, it has not been independently verified. Further, the extent to which the market and industry data presented in this Tranche I 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 this Tranche I 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 CRISIL Report on ‘Industry Report on Gold Loans’ for industry related data that has been disclosed in the Shelf Prospectus. Accordingly, no investment decision should be made solely on the basis of such information.

While 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 Manager has independently verified this data and neither we nor the Lead Manager 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 Manager can assure potential investors as to their accuracy.

### **Financial Data**

Except where stated otherwise in this Tranche I Prospectus, all figures have been expressed in ‘lakhs’. All references to ‘lakhs/ lakhs/ lacs/ lac’ refer to one lakh, which is equivalent to ‘one hundred thousand’ and ‘crore’ means ‘hundred lakhs’.

Unless stated otherwise or unless the context requires otherwise, the financial data as at and for the year ended March 31,

2023, March 31, 2022 and March 31, 2021 used in this Tranche I Prospectus is derived from our Audited Consolidated Financial Statements and Audited Standalone Financial Statements, as applicable. The financial data for the three months period ended June 30, 2023 used in this Tranche I Prospectus is derived from Unaudited Standalone Financial Results. Unless otherwise stated all figures pertaining to the financial statements in connection with the Company are on an unconsolidated basis.

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

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

In this Tranche I Prospectus, references to ‘₹’, “Indian Rupees”, “INR”, “Rs.” and ‘Rupees’ are to the legal currency of India. Except as stated expressly, for the purposes of this Tranche I Prospectus, data will be given in ₹ in lakhs.

Certain figures contained in this Tranche I Prospectus, including financial statements, 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**

Any industry and market data used in the Prospectus consists of estimates based on data reports compiled by government bodies, professional organizations and analysts, data from other external sources and knowledge of the markets in which the Company competes. These publications generally state that the information contained therein has been obtained from publicly available documents from various sources believed to be reliable, but it has not been independently verified by us or its accuracy and completeness is not guaranteed, and its reliability cannot be assured. Although the Company believes the industry and market data used in this Tranche I Prospectus is reliable, it has not been independently verified by us. The data used in these sources may have been reclassified by us for purposes of presentation. Data from these sources may also not be comparable. The extent to which the industry and market data is presented in the Prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the Company conducts its business, and methodologies and assumptions may vary widely among different market and industry sources.

## FORWARD LOOKING STATEMENTS

### General Risk

Investment in debt securities/non-convertible redeemable preference shares involve a degree of risk and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this offering. For taking an investment decision, investors must rely on their examination of this Tranche I Issue including the risks involved in it.

Specific attention of investors is invited to statement of risk factors contained under section “*Risk Factors*” on page 17 of the Shelf Prospectus and “*Material Developments*” on page 30 of this Tranche I Prospectus before making an investment in such Issue. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the debt securities or investor’s decision to purchase such securities.

Certain statements contained in this Tranche I Prospectus that are not statements of historical fact constitute “forward-looking statements”. Investors can generally identify forward-looking statements by terminology such as “aim”, “anticipate”, “believe”, “continue”, “could”, “estimate”, “expect”, “intend”, “may”, “objective”, “plan”, “potential”, “project”, “pursue”, “shall”, “seek”, “should”, “will”, “would”, or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, revenue and profitability, new business and other matters discussed in this Tranche I Prospectus that are not historical facts. All statements contained in this Tranche I Prospectus that are not statements of historical fact constitute “forward-looking statements” and are not forecasts or projections relating to our Company’s financial performance.

All forward-looking statements are subject to risks, uncertainties and assumptions about the Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from the expectations of the Company include, among others:

- General economic and business conditions in India and globally;
- Ability to effectively manage our growth or successfully implement business plans and growth strategies;
- Ability to compete effectively and access funds at competitive costs;
- Ability to control or reduce the level of non-performing assets in our portfolio;
- Changes in the value of Rupee and other currency changes;
- Unanticipated turbulence in interest rates, gold prices, global bullion prices or other rates or prices;
- Availability of funds and willingness of the lenders of the Company to lend;
- Changes in political conditions in India;
- The rate of growth of the loan assets of the Company;
- The outcome of any legal or regulatory proceedings the Company is or may become a party to;
- Changes in Indian laws and regulations, including tax, accounting, banking, securities, insurance and other regulations; changes in competition and the pricing environment in India; and regional or general changes in asset valuations;
- Any changes in connection with policies, statutory provisions, regulations and/or RBI directions in connection with NBFCs, including laws that impact lending rates and the Companies’ ability to enforce our collateral;
- Competition from existing as well as new competitors;
- Performance of the Indian debt and equity markets;
- Occurrence of natural calamities or natural disasters affecting the areas in which our Company has operations; and
- Other factors discussed in the Prospectus, including under the section titled “*Risk Factors*” on page 17 of the Shelf Prospectus.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed in “*Our Business*”, “*Risk Factors*” and “*Outstanding Litigations and Defaults*” on pages 92, 17 and 181, respectively, of the Shelf Prospectus. The forward-looking statements contained in this Tranche I 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 as of the date of this Tranche I Prospectus, our Company cannot assure investors that such expectations will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materialize, or if any of our underlying assumptions prove to be incorrect, our 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 us are expressly qualified in their entirety by reference to these cautionary statements.

Neither our Company, its Directors and its officers, nor any of their respective affiliates or associates, Lead Manager nor any of its Directors and its officers 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 the SEBI NCS Regulations, our Company, the Lead Manager will ensure that investors in India are informed of material developments between the date of filing the Prospectus with the RoC and the date of the Allotment.

## SECTION II : INTRODUCTION

### GENERAL INFORMATION

Our Company was incorporated on June 10, 1997, as Muthoot Debt Management Services Limited as a public limited company under the provisions of the Companies Act, 1956 and was granted a certificate of incorporation by the RoC *vide* a certificate dated June 10, 1997. The Company received a certificate for commencement of business on June 10, 1997. Subsequently, the name of the Company was changed to Muthoot Fincorp Limited, and a fresh certificate of incorporation dated March 19, 2002 was issued to the Company by the RoC.

The Company was registered as a non-deposit accepting NBFC with the RBI pursuant to the certificate of registration No. 16.00170 dated July 23, 2002 issued by the RBI under Section 45 IA of the RBI Act.

For further details regarding the Promoter and the group companies please see “*Our Promoters*” at page 136 of the Shelf Prospectus. For further details regarding changes to the name and registered office of our Company, see “*History and Certain Corporate Matters*” on page 110 of the Shelf Prospectus.

#### Registrar of Companies

Our Company is registered with the Registrar of Companies, Kerala & Lakshadweep, which is situated at the following address:

Registrar Of Companies,  
Company Law Bhawan,  
BMC Road, Thrikkakara,  
Kochi 682 021, Kerala

#### Registered Office

**Muthoot Fincorp Limited**  
Muthoot Centre,  
TC No 27/3022, Punnen Road  
Trivandrum 695 001, Kerala  
**Tel:** +91 471 491 1550

#### Corporate Office

**Muthoot Fincorp Limited**  
Muthoot Centre  
Near Spencer Junction, M.G. Road  
Trivandrum 695 001, Kerala  
**Tel:** +91 471 491 1430

**Registration no.:** 011518

**Corporate Identification Number:** U65929KL1997PLC011518

**Legal Entity identifier:** 335800CBWTUJAMOFVP96

**RBI registration number:** 16.00170

#### Board of Directors

The following table sets out the details regarding the Board of Directors as on the date of this Tranche I Prospectus:

Name	Designation	DIN	Address
Thomas John Muthoot	Managing Director	0011618	TC 4/1008, (1), Kawdiar, PO, Trivandrum 695 003, Kerala, India
Thomas George Muthoot	Director	0011552	Muthoot Towers, College Road, P.O. M G Road, Ernakulam 682 035, Kerala, India
Thomas Muthoot	Executive Director and	0082099	7/59 A, Near Kaniyampuzha Bridge Cherukad, Erroor P O,

Name	Designation	DIN	Address
	Chief Financial Officer		Ernakulam, Kerala, India
Arrattukkulam Peter Kurian	Independent Director	0008022	9, Friendship, 23 <sup>rd</sup> Road, TPS III, Bandra (W), Mumbai 400 050, Maharashtra, India
Preethi John Muthoot	Director	0483799	TC 4/1008, (1), Kawdiar, PO, Trivandrum 695 003, Kerala, India
Vikraman Ampalakkat	Independent Director	01978341	G-3 V B Royal Apartments, Elamakara Road, Edappally, Kochi, 682 024, Kerala, India
Badal Chandra Das	Independent Director	09758076	Flat No. 1701, 16th Floor, Tower No. 3, Action Area-3, Uniworld City Heights, New Town North 24, Parganas, Kolkata 700156, West Bengal, India
Ravi Ramchandran	Independent Director	0048011	R8 Pine Green CLOVER by the River, River View Road, Kotturpuram, Chennai 600085, Tamil Nadu, India

For further details of Directors of our Company, please see “*Our Management*” on page 118 of the Shelf Prospectus.

#### **Liability of the members of the Company - Limited by shares**

##### **Chief Financial Officer**

Mr. Thomas Muthoot  
Muthoot Towers, 6<sup>th</sup> Floor  
M.G. Road, Opp. Abad Plaza  
Ernakulam 682 035, Kerala  
**Tel:** +91 484 236 6870  
**Email:** tthomas@muthoot.com

##### **Company Secretary and Compliance Officer**

Mr. Sachu Sivas  
Muthoot Fincorp Limited,  
Muthoot Centre,  
TC No 27/3022, Punnen Road  
Trivandrum – 695 001  
**Tel:** +91 471 491 1621  
**Email:** sachu.sivas@muthoot.com

Investors may contact the Registrar to the Issue or the Compliance Officer in case of any pre- Issue or post Issue related issues such as non-receipt of Allotment Advice, demat credit, or interest on application money etc.

All grievances relating to this Tranche I Issue may be addressed to the Registrar to the Issue, giving full details such as name of the Applicant, Application Form number, Applicant’s DP ID, Client ID, PAN, address of Applicant, number of NCDs applied for, ASBA Account number in which the amount equivalent to the application, Amount was blocked or the UPI ID (for UPI Investors who make the payment of Application Amount through the UPI Mechanism), date of Application Form and the name and address of the relevant Designated Intermediary 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 ASBA Applicant.

All grievances arising out of Applications for the NCDs made through the Online Stock Exchanges Mechanism (app based/wed interface platform) of the Stock Exchanges, or through Trading Members, may be addressed directly to the Stock Exchange, with a copy to the Registrar to the Issue.

## Lead Manager



### **SMC Capitals Limited**

A – 401/402, Lotus Corporate Park  
Jai Coach Junction, Off Western Express Highway  
Goregaon (East),  
Mumbai 400 063.

**Tel:** +91 22 6648 1818

**Website:** www.smccapitals.com

**Email:** mflncd@smccapitals.com

**Contact person:** Mr. Satish Mangutkar / Mr. Bhavin Shah

**SEBI Registration No.:** INM000011427

## Debenture Trustee



### **Vardhman Trusteeship Private Limited**

Turner Morrison House, Unit No. 15,  
6, Lyons Range, Kolkata 700 001, West Bengal

**Tel:** +91 22 4264 8335/ +91 22 4014 0832

**E-mail:** corporate@vardhmantrustee.com

**Website:** www.vardhmantrustee.com

**Contact Person:** Mr. Rushabh Desai

**SEBI Registration No.:** IND000000611

Vardhman Trusteeship Private Limited has pursuant to Regulation 8 of SEBI NCS Regulations, by its letter dated July 7, 2023 given its consent for its appointment as the Debenture Trustee to the Issue and for their name to be included in the Draft Shelf Prospectus, Shelf Prospectus, this Tranche I Prospectus and in all the subsequent periodical communications to be sent to the holders of the NCDs issued pursuant to this Issue.

All the rights and remedies of the NCD Holders under this Issue shall vest in and shall be exercised by the appointed Debenture Trustee for this Issue without having it referred to the NCD Holders. All investors under this Issue are deemed to have irrevocably given their authority and consent to the Debenture Trustee so appointed by our Company for this Issue to act as their trustee and for doing such acts and signing such documents to carry out their duty in such capacity. Any payment by our Company to the NCD Holders/Debenture Trustee, as the case may be, shall, from the time of making such payment, completely and irrevocably discharge our Company pro tanto from any liability to the NCD Holders.

## Registrar



### **Integrated Registry Management Services Private Limited**

II Floor, Kences Towers

No. 1 Ramakrishna Street

North Usman Road, T. Nagar,

Chennai 600 017, Tamil Nadu

**Tel:** +91 44 28140801, 802, 803

**Fax:** +91 44 2814 2479

**Email:** mfinipo@integratedindia.in

**Website:** www.integratedindia.in

**Contact Person:** Mr. Yuvaraj S

**SEBI Registration No.:** INR000000544

Applicants or prospective investors may contact the Registrar to the Issue or the Company Secretary & Compliance Officer in case of any pre-Issue or post-Issue related problems, such as non-receipt of Allotment Advice, demat credit, refunds or transfers, etc. All grievances relating to this Tranche I 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 (“DP”) and the collection center of the relevant members of the Designated Intermediaries appointed in relation to the Issue (“Syndicate”) 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 either (a) the relevant Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant, or (b) the concerned Designated Intermediary and the relevant Designated Branch of the SCSB in the event of an Application submitted by an Applicant at any of the Syndicate ASBA Centers, giving full details such as name, address of Applicant, Application Form number, number of NCDs applied for and amount blocked on Application.

All grievances arising out of Applications for the NCDs made through the Online Stock Exchanges Mechanism or through Designated Intermediaries of the Stock Exchanges may be addressed directly to the relevant Stock Exchange.

### **Joint Statutory Auditors**

#### **M/s. Krishnan Retna & Associates**

201 Block A, Nandini Gardens, Fort,  
Thiruvananthapuram, Kerala 695 023

**Tel:** +91 471 247 6356

**Email:** trivandrum@krishnanretna.com

**Contact Person:** Nikhil R. Kumar

**Firm Registration No.:** 001536S

#### **M/s. Rangamani & Co**

Rose Gardens, North of Iron Bridge,  
Alappuzha, Kerala 688 011

**Tel:** +91 477 225 1474

**Email:** rangamanis@rediffmail.com

**Contact Person:** Krishnan R

**Firm Registration No.:** 003052S

M/s Krishnan Retna & Associates and M/s. Rangamani & Co. have been the joint statutory auditors of the Company since March 28, 2022. The members of the Company at the 25<sup>th</sup> annual general meeting held on September 28, 2022, approved the appointment of said joint statutory auditors for the 2<sup>nd</sup> and 3<sup>rd</sup> Term i.e., FY 2022-23 and FY 2023-24 respectively.

### **Credit Rating Agency**

## **CRISIL**

An S&P Global Company

#### **CRISIL Ratings Limited**

CRISIL House, Central Avenue,  
Hiranandani Business Park,  
Powai, Mumbai 400076, Maharashtra

**Tel:** +91 22 3342 3000

**Email:** crisilratingdesk@crisil.com

**Contact Person:** Krishnan Sitaraman

**SEBI Registration No.:** IN/ CRA/ 001/ 1999

### **Legal Advisor to the Issue**



#### **Khaitan & Co.**

One World Center

13<sup>th</sup> Floor, Tower 1C

841 Senapati Bapat Marg

Mumbai 400 013, Maharashtra

**Tel:** +91 22 6636 5000

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

### **Axis Bank Limited**

Daniels Tower, Pattom PO,  
Thiruvananthapuram 695004

**Tel:** +91 471 4400511

**Website:** www.axisbank.com

**Contact Person:** Operations Head, Trivandrum Branch

**Email Id:** trivandrum.operationshead@axisbank.com

**SEBI Registration No.:** INBI00000017.

### **Lead Broker**

#### **SMC Global Securities Limited**

17, Netaji Subhash Marg,

Daryaganj,

New Delhi 110 002

**Tel:** +91 11 6662 3300, 9910644949,9810059041

**Website:** www.smctradeonline.com

**Contact Person:** Sushil Joshi, Neeraj Khanna

**Email:** skj@smcindiaonline.com, neerajkhanna@smcindiaonline.com

**SEBI Registration No.:** INZ000199438.

#### **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, including blocking of an ASBA Account, a list of which is available at <http://www.sebi.gov.in/> or at such other website as may be prescribed by SEBI from time to time.

#### *Syndicate SCSB Branches*

In relation to Applications submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Application Forms from the members of the Syndicate is available on the website of the 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 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.

#### *SCSBs eligible as issuer banks for UPI Mechanism and eligible mobile applications*

In accordance with SEBI Master Circular, UPI Investors making an Application in this Tranche I Issue using the UPI Mechanism, may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), and updated from time to time.

#### *RTAs / CDPs*

The list of the RTAs and CDPs, eligible to accept Applications in this Tranche I Issue, including details such as postal address, telephone number and email address, are provided on the websites of BSE at <http://www.bseindia.com>, for RTAs 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 RTA Master Circular and the SEBI Master Circular, Applicants can submit the Application Forms with the Registered Brokers at the Broker Centres, CDPs at the Designated CDP Locations or the RTAs 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). 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.

## **Impersonation**

As a matter of abundant caution, attention of the Investors 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 of the Companies Act, 2013”*

The liability prescribed under Section 447 of the Companies Act 2013 for fraud involving an amount of at least ₹10 lakh or 1.00% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. In case the fraud involves (i) an amount which is less than ₹10 lakh or 1.00% of the turnover of the Company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to ₹50 lakh or with both.

## **Minimum Subscription**

In terms of the SEBI NCS 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 Size. If our Company does not receive the minimum subscription of 75% of Base Issue Size i.e., ₹ 75 crore, the entire blocked Application Amount shall be unblocked in the relevant ASBA Account(s) of the Applicants within eight Working Days from the Tranche I Issue Closing Date provided wherein, the Application Amount has been transferred to the Public Issue Account from the respective ASBA Accounts, such Application Amount shall be refunded from the Refund Account to the relevant ASBA Account(s) of the Applicants within eight Working Days from the Tranche I Issue Closing Date, failing which our Company will become liable to refund the Application Amount along with interest at the rate 15 (fifteen) percent per annum for the delayed period.

Under Section 39(3) of the Companies Act, 2013 and 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 amount 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 included in the SEBI Master Circular.

## **Underwriting**

This Tranche I Issue is not underwritten.

## **Arrangers to this Tranche I Issue**

There are no Arrangers to this Tranche I Issue.

## **Guarantor to this Tranche I Issue**

There are no guarantors to this Tranche I Issue.

## **Expert Opinion**

Except the following, our Company has not obtained any expert opinions in connection with this Tranche I Prospectus:

Our Company has received consents from the Joint Statutory Auditors of our Company dated August 10, 2023 and August 23, 2023, to include their name as an expert under Section 26(5) of the Companies Act, 2013 in this Tranche I Prospectus

in relation to (i) auditor’s report on audited financial statements for the Financial Years ending March 31, 2023 and March 31, 2022 dated May 22, 2023 and May 28, 2022 respectively; and (ii) limited review report dated August 11, 2023 for the Unaudited Standalone Financial Results of the Company for the three months period ended June 30, 2023. We have further obtained a consent from the Previous Statutory Auditors dated August 10, 2023 to include their name as an expert under Section 26(5) of the Companies Act, 2013 in this Tranche I Prospectus in relation to on audited consolidated financial statements for the Financial Year ending March 31, 2021 dated July 28, 2021 audited standalone financial statements for the Financial Year ending March 31, 2021 dated June 23, 2021.

### Credit Rating and Rationale

The NCDs proposed to be issued under this Issue have been rated “CRISIL AA-/Stable” for an amount of ₹ 1,100 crore by CRISIL Ratings Limited *vide* its letter no. RL/MUFILT/324342/NCD/0723/67119/154460695/1 dated July 31, 2023. The rating given by CRISIL is valid as on the date of this Tranche I Prospectus and shall remain valid on date of issue and Allotment of the NCDs and the listing of the NCDs on BSE. The rating of CRISIL AA//Stable by CRISIL indicates that 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. This rating is not a recommendation to buy, sell or hold securities and investors should take their own decision. This rating is subject to revision or withdrawal at any time by the assigning rating agency and should be evaluated independently of any other ratings.

The rationale for the aforementioned rating issued on July 29, 2023 by CRISIL Ratings Limited along with the press release has been provided in Annexure A.

### Utilisation of Issue proceeds

For details on utilization of Issue proceeds please see “*Objects of the Issue*” on page 26.

### Issue Programme

<b>ISSUE PROGRAMME*</b>	
<b>ISSUE OPENS ON</b>	Friday, September 1, 2023
<b>ISSUE CLOSES ON</b>	Thursday, September 14, 2023*
<b>DEEMED DATE OF ALLOTMENT</b>	The date on which the Board of Directors or any committee authorised by the Board approves the Allotment of the NCDs for this Tranche I Issue or such date as may be determined by the Board of Directors or any committee approved by the Board and notified to the Designated Stock Exchange. 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 shall be available to the Debenture Holders from the Deemed Date of Allotment.

*\* This Tranche I Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m. (Indian Standard Time) during the period as indicated in this Tranche I Prospectus. Our Company may, in consultation with the Lead Manager, consider closing this Tranche I Issue on such earlier date or extended date (subject to a minimum period of three working days and a maximum period of 10 working days from the date of opening of this Tranche I Issue and subject to not exceeding thirty days from filing of this Tranche I Prospectus with ROC, including any extensions), as may be decided by the Board of Directors or a duly constituted committee thereof of the Company, subject to relevant approvals, in accordance with the Regulation 33A of the SEBI NCS Regulations. In the event of an early closure or extension of this Tranche I Issue, our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in an English daily national newspaper with wide circulation and a regional daily with wide circulation where the registered office of the Company is located (in all the newspapers in which pre-issue advertisement for opening of this Tranche I Issue has been given on or before such earlier or initial date of Tranche I Issue closure). On the Tranche I Issue Closing Date, the Application Forms will be accepted only between 10:00 a.m. and 3:00 p.m. (Indian Standard Time) and uploaded until 5 p.m. or such extended time as may be permitted by the Stock Exchange. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5:00 p.m. on one Working Day post this Tranche I Issue Closing Date. For further details please see “General Information” on page 18.*

*Further please note that Application (including Application under the UPI Mechanism) shall be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time, “IST”) (“Bidding Period”) during the Tranche I Issue Period as mentioned above by the (a) by the Designated Intermediaries at the Bidding Centres, or (b) by the SCSBs directly at the Designated Branches of the SCSBs as mentioned on the Application Form, except that on the Tranche I Issue Closing Date when Applications shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and shall be uploaded until 5.00 p.m. (IST) or such extended time as permitted by Stock Exchange(s). Additionally, an Investor may also submit the Application Form through the app or web interface of the Stock Exchange. It is clarified that the Applications not uploaded in the Stock Exchange(s) Platform would be rejected.*



*Due to limitation of time available for uploading the Applications on the Tranche I Issue Closing Date, the Applicants are advised to submit their Applications one day prior to this Tranche I Issue Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Tranche I Issue Closing Date. All times mentioned in this Tranche I Prospectus are Indian Standard Time. Applicants are cautioned that in the event a large number of Applications are received on the Tranche I Issue Closing Date, as is typically experienced in public offerings, some Applications may not get uploaded due to lack of sufficient time.*

*Such Applications that cannot be uploaded will not be considered for allocation under this Tranche I Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday). Neither our Company, nor the Lead Manager, nor any Member of the Syndicate, Registered Brokers at the Broker Centres, CDPs at the Designated CDP Locations or the RTAs at the Designated RTA Locations or designated branches of SCSBs nor the Stock Exchange are liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise. Please note that, within each category of investors, the Basis of Allotment under this Tranche I Issue will be on date priority basis except on the day of oversubscription, if any, where the Allotment will be proportionate.*

## OBJECTS OF THE ISSUE

Public issue by the Company of secured redeemable non-convertible debentures of face value of ₹ 1,000 each (“NCDs” or “Debentures”) for an amount of ₹ 100 crore (“Base Issue Size”) with green shoe option up to ₹ 300 crore amounting to ₹ 400 crore (“Tranche I Issue Limit”) (“Tranche I Issue”) which is within the shelf limit of ₹ 1,100 crore and is being offered by way of this Tranche I Prospectus, which should be read together with the Shelf Prospectus filed with the ROC, Stock Exchange and SEBI.

The funds raised through this Tranche I Issue, after deducting the Tranche I Issue related expenses to the extent payable by our Company (the “Net Proceeds”), are estimated to be approximately ₹ 1.43 Crore. The Net Proceeds of the Tranche I Issue are intended to be utilised by our Company for the following objects (collectively, referred to herein as the “Objects”) subject to applicable statutory and regulatory requirements:

1. For the purpose of Working Capital— 75% of the amount raised and allotted in this Tranche I Issue; and
2. For General Corporate Purposes— 25% of the amount raised and allotted in this Tranche I Issue

The details of the Net Proceeds of this Tranche I Issue are summarised in the table below:

(₹ in crore)

Particulars	Amount
Gross Proceeds of the Tranche I Issue	400.00
Less: Issue Related Expenses*	1.43
<b>Net Proceeds of this Tranche I Issue</b>	<b>398.57</b>

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

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

### Requirement of funds and Utilisation of Net Proceeds

The following table details the objects of this Tranche I Issue and the amount proposed to be financed from the Net Proceeds:

Sr. No.	Objects of the Fresh Issue	Percentage of amount proposed to be financed from Net Issue Proceeds
1.	For the purpose of onward lending, financing, and for repayment/ prepayment of interest and principal of existing borrowings of our Company <sup>#</sup>	At least 75%
2.	General corporate purposes*	up to 25%
<b>Total</b>		<b>100%</b>

<sup>#</sup>The Company shall not utilize the proceeds of this Issue towards payment of prepayment penalty, if any

\*The Net Proceeds will be first utilized towards the Objects mentioned above. The balance is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 25% of the gross proceeds, in compliance with the SEBI NCS Regulations.

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

### Funding plan

Not Applicable

### Summary of the project appraisal report

Not Applicable

### Schedule of implementation of the project

Not Applicable

## Interests of Directors/Promoters

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

## Interim use of Proceeds

Our Management, in accordance with the policies formulated by it from time to time, will have flexibility in deploying the proceeds received from this Tranche I Issue. Pending utilization of the proceeds out of this Tranche I Issue for the purposes described above, our 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. Such investment would be in accordance with the investment policies approved by the Board or any committee thereof from time to time.

## Tranche I Issue Expenses

The expenses for this Tranche I Issue include, inter alia, lead manager fees and selling commission to the Lead Managers, Consortium Members and intermediaries as provided for in the SEBI Master Circular, fees payable to debenture trustees, the Registrar to the Issue, SCSBs' commission/ fees, printing and distribution expenses, legal fees, advertisement expenses, listing fees and any other expense directly related to this Tranche I Issue. This Tranche I Issue expenses and listing fees will be paid by our Company.

The estimated Issue expenses for this Tranche I Issue is as below:

Particulars	Amount	As percentage of Tranche I Issue	As percentage of total
	(₹ in crore)*	Proceeds (in %)	expenses of the Tranche I Issue (in %)
Lead manager fees	0.18	0.05	12.60
Underwriting commission	0.00	0.00	0.00
Brokerage, selling commission and upload fees	0.40	0.10	27.99
Fee Payable to the registrar to the issue	0.05	0.01	3.50
Fees payable to the legal advisor	0.25	0.06	17.49
Advertising and marketing expenses	0.15	0.04	10.50
Fees payable to the regulators including stock exchange.	0.10	0.02	6.93
Expenses incurred on printing and distribution of issue stationary	0.10	0.03	7.00
Any other fees, commission or payments under whatever nomenclature.	0.20	0.05	14.00
<b>Grand Total</b>	<b>1.43</b>	<b>0.36</b>	<b>100.00</b>

**Note:** The above expenses are subject to applicable taxes as per the agreed terms of engagement with respective agency.

\* Assuming this Tranche I Issue is fully subscribed, and our Company retains oversubscription as per the Issue Documents.

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

Our Company shall pay processing fees to the SCSBs for ASBA forms procured by Lead Managers/ Members of the Syndicate/ Sub- Members of the Syndicate /Brokers / Trading Members and submitted to the SCSBs for blocking the Application Amount of the applicant, at the rate of ₹ 15 per Application Form procured (inclusive of GST and other applicable taxes). However, it is clarified that in case of ASBA Application Forms procured directly by the SCSBs, the relevant SCSBs shall not be entitled to any ASBA Processing Fee. Further, our Company shall pay the Sponsor Bank ₹ 6

for every valid Application that is blocked. The payment will be made on the basis of valid invoices within such timelines mutually agreed to/prescribed by the Company with the Designated Intermediaries/Sponsor Bank.

### **Monitoring of Utilisation of Funds**

There is no requirement for appointment of a monitoring agency in terms of the SEBI NCS Regulations. The Board shall monitor the utilization of the proceeds of this Tranche I Issue. For the relevant Fiscals commencing from Fiscal 2021, our Company will disclose in our financial statements, the utilisation of the Net Proceeds of this Tranche I Issue under a separate head along with details, if any, in relation to all such proceeds of this Tranche I Issue that have not been utilised thereby also indicating investments, if any, of such unutilised proceeds of this Tranche I Issue. Our Company shall utilise the proceeds of this Tranche I Issue only upon the execution of the documents for creation of security and receipt of final listing and trading approval from the Stock Exchange.

For more information, see “*Terms of the Issue–Monitoring & Reporting of Utilisation of Issue Proceeds*” on page 67.

### **Other Confirmation**

In accordance with the SEBI NCS Regulations, our Company will not utilize the proceeds of this Tranche I Issue for providing loans to or for acquisition of shares of any person who is a part of the same group as our Company.

No part of the proceeds from this 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.

This Tranche I Issue proceeds shall not be used for buying, trading or otherwise dealing in equity shares of any other listed company.

This Tranche I Issue Proceeds from NCDs allotted to Banks will not be utilized 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.

Our Company confirms that it will not use the proceeds of this Tranche I Issue for the purchase of any business or in the purchase of any interest in any business whereby our 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.

All monies received out of this Tranche I Issue shall be credited/ transferred to a separate bank account maintained with a Scheduled Bank as referred to in section 40(3) of the Companies Act 2013.

Details of all monies utilised out of this Tranche I Issue referred above shall be disclosed under an appropriate separate head in our balance sheet indicating the purpose for which such monies have been utilised along with details, if any, in relation to all such proceeds of this Tranche I Issue that have not been utilized thereby also indicating investments, if any, of such unutilized proceeds of this Tranche I Issue.

Details of all unutilised monies out of this Tranche I Issue, if any, shall be disclosed under an appropriate separate head in our balance sheet indicating the form in which such unutilised monies have been invested.

We shall utilize this Tranche I Issue proceeds only upon (i) receipt of minimum subscription, i.e., 75% of the Base Issue Size i.e., ₹ 75 crore; (ii) completion of Allotment and refund process in compliance with Section 40 of the Companies Act, 2013; (iii) creation of security; (iv) obtaining requisite permissions or consents for creation of pari passu charge over assets sought to be provided as Security; (v) obtaining listing and trading approval as stated in this Tranche I Prospectus in the section titled “*Issue Related Information*” beginning on page 46.

No benefit/interest will accrue to our Promoters/ Directors out of the proceeds of this Tranche I Issue.

This Tranche I 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.

Details of all utilized and unutilized 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.

**Variation in terms of contract or objects in this Tranche I Prospectus**

Our Company shall not, in terms of Section 27 of the Companies Act 2013, at any time, vary the terms of a contract referred to in the Prospectus or objects for which the Prospectus is issued, except subject to the approval of, or except subject to an authority given by the shareholders in general meeting by way of special resolution and after abiding by all the formalities prescribed in Section 27 of the Companies Act, 2013.

## MATERIAL DEVELOPMENTS

Other than as disclosed elsewhere in the Shelf Prospectus, this Tranche I Prospectus and hereinafter below, since June 30, 2023 till the date of filing this Shelf Prospectus, there have been no event/ development or change having implications on the financials/credit quality (e.g., any material regulatory proceedings against the Company/ Promoter/ Directors, litigations resulting in material liabilities, corporate restructuring event etc.) at the time of the Issue which may affect the Issue or the investor's decision to invest / continue to invest in the Debentures.

1. The Company has during the period beginning from July 01, 2023 till the date of this Tranche I Prospectus availed the following borrowings from Banks / Financial Institutions:

(₹ in lakhs)

Date	Name of the lender	Amount sanctioned	Amount availed	Remarks
July 06, 2023	Punjab National Bank	30,000.00	5,000.00	New Term Loan disbursed in Tranches
July 14, 2023	Punjab National Bank	30,000.00	4,000.00	New Term Loan disbursed in Tranches
July 19, 2023	Punjab National Bank	30,000.00	5,000.00	New Term Loan disbursed in Tranches
July 21, 2023	Punjab National Bank	30,000.00	5,000.00	New Term Loan disbursed in Tranches
July 31, 2023	Punjab National Bank	30,000.00	3,500.00	New Term Loan disbursed in Tranches
Aug 11,2023	Union Bank of India	30,000.00	30,000.00	New WCDL disbursed

2. The Company has, during the period beginning from July 01, 2023 till the date of this Tranche I Prospectus repaid the following borrowings from Banks / Financial Institutions:

(₹ in lakhs)

Name of Bank	Repayment date	Sanction Limit	Amount Repaid
Bandhan Bank	July 01, 2023	25,000.00	681.81
Uco Bank	July 03, 2023	20,000.00	1,250.00
Uco Bank	July 03, 2023	15,000.00	937.50
Indian Bank	July 13, 2023	25,000.00	833.33
DBS India Ltd	July 28, 2023	10,000.00	476.00
Axis Bank Ltd	July 31, 2023	17,000.00	2,428.51
Bank of Baroda Ltd	July 31, 2023	30,000.00	3,000.00
Ujjivan Small Finance Bank	July 31, 2023	5,000.00	357.00
State Bank of India	August 08, 2023	35,000.00	3,500.00
Central Bank of India	August 08, 2023	15,000.00	1,802.56
State Bank of India	August 11,2023	32,500.00	3,250.00
UCO bank	August 11,2023	12,500.00	781.25
UCO bank	August 11,2023	20,000.00	1,250.00
UCO bank	August 11,2023	20,000.00	1,250.00
Indian Bank	August 13,2023	25,000.00	833.33
Punjab & Sind Bank	August 14,2023	15,000.00	1,500.00

3. The Company has issued unsecured, rated, non-convertible, listed, subordinated debt aggregating to ₹5,000 lakhs on August 04, 2023.
4. The Company has issued, secured, rated, listed, non-convertible debentures aggregating Up to ₹10,000 and Green shoe option ₹2,500 lakhs on August 9, 2023.
5. The Company has issued unsecured, rated, non-convertible, listed, subordinated debt aggregating to ₹5,000 lakhs on August 18, 2023.
6. The Company has made the following repayment of non-convertible debentures during the period beginning from July 01, 2023 till the date of this Tranche I Prospectus:

ISIN Number	Nature	Amount (₹ in lakhs)	Allotment Date	Maturity Date
INE549K07AH9	Non- Convertible Debentures	3,916.43	May 07, 2021	August 5, 2023
INE549K07AM9	Non- Convertible Debentures	5,911.60	May 07, 2021	August 5, 2023

7. The Company has made the following issues of Commercial Paper during the period July 1 to till the date of filing this Tranche I Prospectus:

(₹ in lakhs)

ISIN Number	Investor	Amount	Value Date	Maturity Date
INE549K14BK7	Shriram Housing Finance Ltd	2,500	July 17, 2023	September 29, 2023
INE549K14BL5	Billionbrains Garage Ventures Pvt Ltd	10,000	July 28, 2023	October 27, 2023
INE549K14BL5	CSB Bank Ltd	2,500	July 31, 2023	October 27, 2023

8. The Company has made the following repayment of retail subordinated-debt during the period beginning from from July 01, 2023 till the date of this Tranche I Prospectus:

Sub-Debt Series	Nature	Investors	Amount (₹ in lakhs)
1.	Un-Secured	1,278	3,953.13

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### Issuer's Absolute Responsibility

*"The issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this placement memorandum contains all information with regard to the issuer and the issue which is material in the context of the issue, that the information contained in the placement memorandum is true and correct in all material aspects and is not misleading, that the opinions and intentions expressed herein are honestly stated and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect."*

### Authority for the Issue

At the meeting of the Board of Directors of our Company, held on May 22, 2023, the Directors approved the issue of NCDs to the public, upto an amount not exceeding ₹ 170,000 lakhs including a green shoe option, in one or more tranches. Further, the present borrowing is within the borrowing limits under Section 180(1)(c) of the Companies Act, 2013 duly approved by the shareholders at the AGM held on September 28, 2022.

### Prohibition by SEBI

Our Company, persons in control of our Company, Directors of our Company and/or our Promoters 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.

### Categorisation as a Wilful Defaulter

Our Company, our Directors and/or our Promoters have not been categorised as a Wilful Defaulter nor are they in default of payment of interest or repayment of principal amount in respect of debt securities issued to the public, for a period of more than six-months.

### Declaration as a Fugitive Economic Offender

None of our Promoters or Directors have been declared as a Fugitive Economic Offender.

### Other confirmations

None of our Company or our Directors or our Promoters, or person(s) in control of our Company was a promoter, director or person in control of any company which was delisted within a period of ten years preceding the date of this Tranche I Prospectus, in accordance with Clause 40 (1) (b) of Chapter V of the SEBI Delisting Regulations.

No regulatory action is pending against the Issuer or its Promoters or Directors before SEBI or the Reserve Bank of India.

The Company confirms that there are no fines or penalties levied by SEBI or the Stock Exchange pending to be paid by the Company as on the date of this Draft Shelf Prospectus.

**VARDHMAN TRUSTEESHIP PRIVATE LIMITED HAS FURNISHED TO STOCK EXCHANGE A DUE DILIGENCE CERTIFICATE DATED AUGUST 23, 2023, AS PER THE FORMAT SPECIFIED IN SEBI DEBENTURE TRUSTEE MASTER CIRCULAR WHICH READS AS FOLLOWS:**

- 1. WE HAVE EXAMINED DOCUMENTS PERTAINING TO THE SAID ISSUE AND OTHER SUCH RELEVANT DOCUMENTS.**
- 2. 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. 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. ALL DISCLOSURES MADE IN THE OFFER DOCUMENT WITH RESPECT TO THE DEBT SECURITIES ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL-INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE.**

Our Company has submitted the due diligence certificate from Debenture Trustee to the Stock Exchange as per format specified in Schedule IV of the SEBI NCS Regulations.

#### **Disclaimer Clause of SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THE 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 MANAGER(S) HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED TIME.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER SMC CAPITALS LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED AUGUST 22, 2023, 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 OFFER DOCUMENT 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 OFFER DOCUMENT AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUE OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SECURITIES OFFERED THROUGH THIS 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 ISSUE HAVE BEEN GIVEN.**
- 3. WE CONFIRM THAT THE OFFER DOCUMENT CONTAINS ALL DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021.**
- 4. WE ALSO CONFIRM THAT ALL RELEVANT PROVISIONS OF THE COMPANIES ACT, SECURITIES CONTRACTS (REGULATION) ACT, 1956, SECURITIES AND EXCHANGE BOARD OF INDIA ACT, 1992 AND THE RULES, REGULATIONS, GUIDELINES, CIRCULARS ISSUED THERE UNDER ARE COMPLIED WITH.**
- 5. WE CONFIRM THAT NO COMMENTS/COMPLAINTS WERE RECEIVED ON THE DRAFT SHELF PROSPECTUS DATED AUGUST 10, 2023 FILED ON THE WEBSITE OF BSE LIMITED. BSE LIMITED**

**IS THE DESIGNATED STOCK EXCHANGE FOR THE ISSUE.**

**Disclaimer Clause of BSE**

**BSE LIMITED (“THE EXCHANGE”) HAS GIVEN, VIDE ITS APPROVAL LETTER DATED AUGUST 21, 2023, 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 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 RBI**

**THE COMPANY IS HAVING A VALID CERTIFICATE OF REGISTRATION DATED JULY 23, 2002 BEARING REGISTRATION NO. N-16.00170 ISSUED BY THE RESERVE BANK OF INDIA UNDER SECTION 45 IA OF THE RESERVE BANK OF INDIA ACT, 1934. HOWEVER, 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.**

**Disclaimer Clause of CRISIL**

**A RATING BY CRISIL RATINGS REFLECTS CRISIL RATINGS’ CURRENT OPINION ON THE LIKELIHOOD OF TIMELY PAYMENT OF 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 CHANGE TO THE PUBLIC ON THE WEBSITE, WWW.CRISILRATINGS.COM. CRISIL RATINGS OR ITS ASSOCIATES MAY HAVE OTHER COMMERCIAL TRANSACTIONS WITH THE COMPANY/ENTITY.**

## DISCLAIMER IN RESPECT OF JURISDICTION

**THE ISSUE IS BEING MADE IN INDIA, TO INVESTORS FROM CATEGORY I, CATEGORY II AND CATEGORY III. THE SHELF PROSPECTUS, THIS TRANCHE I PROSPECTUS WILL NOT, HOWEVER CONSTITUTE AN OFFER TO SELL OR AN INVITATION TO SUBSCRIBE FOR THE NCDS OFFERED HEREBY IN ANY JURISDICTION OTHER THAN INDIA TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE AN OFFER OR INVITATION IN SUCH JURISDICTION. ANY PERSON INTO WHOSE POSSESSION THE SHELF PROSPECTUS AND THIS TRANCHE I PROSPECTUS COMES IS REQUIRED TO INFORM HIMSELF OR HERSELF ABOUT, AND TO OBSERVE, ANY SUCH RESTRICTIONS.**

### Track record of past public issues handled by the Lead Manager

The track record of past issues handled by the Lead Manager, as required by SEBI NCS Regulations, are available at the following website:

Name of Lead Manager	Website
SMC Capitals Limited	www.smccapitals.com

### Listing

The NCDs proposed to be offered through this Issue are proposed to be listed on the BSE. An application will be made to BSE for permission to deal in and for an official quotation of our NCDs. BSE has been appointed as the Designated Stock Exchange.

Our Company will use best efforts to ensure that all steps for the completion of the necessary formalities for listing at the Stock Exchange are taken within 6 (six) Working Days of this Tranche I Issue Closing Date. For the avoidance of doubt, it is hereby clarified that in the event of non-subscription or failure to achieve minimum subscription to any one or more of the Series, such Series(s) of NCDs shall not be listed.

If permissions to deal in and for an official quotation of our NCDs are not granted by BSE, our Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of this Tranche I Prospectus.

### Consents

Consents in writing of (a) Directors of our Company; (b) Company Secretary and Compliance Officer; (c) Chief Financial Officer; (d) Joint Statutory Auditors; (e) legal advisor to the Issue; (f) Lead Manager; (g) the Registrar to the Issue; (h) Credit Rating Agencies; (i) the Debenture Trustee; (k) Bankers to the Issue, (l) Public Issue Account Bank, Refund Bank and Sponsor Bank; (m) Lead Broker and; (n) Experts; to act in their respective capacities, have been obtained and will be filed along with a copy of the Shelf Prospectus and this Tranche I Prospectus with the RoC as required under Section 26 of the Companies Act, 2013 and such consents have not been withdrawn up to the time of delivery of this Tranche I Prospectus with the Stock Exchange.

The consents of the Joint Statutory Auditors of our Company, namely Krishnan Retna & Associates and Rangamani and Co., for (a) inclusion of their name as the Joint Statutory Auditors; (b) Audited Financial Statements (c) Unaudited Standalone Financial Results have been obtained and the same will be filed along with a copy of the Shelf Prospectus and this Tranche I Prospectus with the RoC.

### Expert Opinion

Our Company has received consents from the Joint Statutory Auditors of our Company dated August 10, 2023 and August 23, 2023, to include their name as an expert under Section 26(5) of the Companies Act, 2013 in this Tranche I Prospectus in relation to (i) auditor's report on audited financial statements for the Financial Years ending March 31, 2023 and March 31, 2022 dated May 22, 2023 and May 28, 2022 respectively; and (ii) limited review report dated August 11, 2023 for the Unaudited Standalone Financial Results of the Company for the three months period ended June 30, 2023. We have further obtained a consent from the Previous Statutory Auditors dated August 10, 2023 to include their name as an expert under Section 26(5) of the Companies Act, 2013 in this Tranche I Prospectus in relation to on audited consolidated financial statements for the Financial Year ending March 31, 2021 dated July 28, 2021 audited standalone financial statements for the Financial Year ending March 31, 2021 dated June 23, 2021.

### Common form of Transfer

We undertake that there shall be a common form of transfer for the 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 or transferee and any other applicable laws and rules notified in respect thereof.

### **Filing of the Draft Shelf Prospectus**

The Draft Shelf Prospectus has been filed with the designated Stock Exchange in terms of Regulation 27 of the SEBI NCS Regulations for dissemination on its website(s) prior to the opening of this Tranche I Issue.

### **Filing of the Shelf Prospectus and this Tranche I Prospectus**

The Shelf Prospectus and this Tranche I Prospectus shall be filed with the RoC in accordance with Section 26 of the Companies Act, 2013.

### **Debenture Redemption Reserve (“DRR”)**

Pursuant to Section 71 of the Companies Act, 2013 and Rule 18 (7) of the Companies (Share Capital and Debentures) Rules, 2014, each as amended, our Company is not required to maintain DRR for debentures issued through a public issue. Hence, investors shall not have the benefit of reserve funds to cover the re-payment of the principal and interest on the NCDs.

### **Recovery Expense Fund**

Pursuant to the SEBI RTA Master Circular, the creation of the recovery expense fund shall be in accordance with the aforementioned circular, as may be amended from time to time.

### **Inter-se allocation of responsibility**

The following table sets forth the responsibilities for various activities by the Lead Manager:

<b>No.</b>	<b>Activities</b>	<b>Responsibility</b>
1.	Due diligence of Company’s operations/ management/ business plans/ legal etc. Drafting and design of the Offering Document and memorandum containing salient Features of the Issue Document. (The Merchant Banker(s) shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchange(s), RoC and SEBI including finalisation of Offering Document and RoC filing).	SMC
2.	Co-ordination with Auditors on Auditor Deliverables and co-ordination with lawyers for legal opinion	SMC
3.	Structuring of various issuance NCDs with relative components and formalities etc.	SMC
4.	Drafting and approval of all publicity material including statutory advertisement, application form, corporate advertisement, brochure, etc.	SMC
5.	Appointment of other intermediaries viz., Registrar(s), Printers, Debenture Trustee, Lead Brokers, Advertising Agency and Banker(s) to the Issue	SMC
6.	Preparation of road show presentation and FAQs.	SMC
7.	Marketing Strategy for Individual Category Investor(s) which will cover inter alia: <ul style="list-style-type: none"> <li>• Finalise media, marketing and public relation strategy and publicity budget,</li> <li>• Finalise centres for holding conferences for brokers, etc.</li> <li>• Finalise collection centres,</li> <li>• Follow-up on distribution of publicity and Issue material including form, Prospectus and deciding on the quantum of the Issue material</li> </ul>	SMC
8.	Marketing Strategy for Institutional and Non-Institutional Investor(s) which will cover inter alia: <ul style="list-style-type: none"> <li>• Finalise media, marketing and public relation strategy and publicity budget,</li> <li>• Finalise centres for holding conferences for brokers, etc.</li> <li>• Finalise collection centres,</li> <li>• Follow-up on distribution of publicity and Issue material including form, Prospectus and deciding on the quantum of the Issue material</li> </ul>	SMC

No.	Activities	Responsibility
9.	Coordination with the stock exchanges for the bidding software	SMC
11	Finalisation of refund stationery items including refund order, allotment & refund advice, bond certificates, LoA, etc.,	SMC
12	Coordination with Registrar and Bankers to the Issue (including the Sponsor Bank) for management of Public Issue Account, and daily collection figures under different categories, for collection certificate, finalisation of Basis of Allotment with Designated Stock Exchange and allotment resolution.	SMC
13.	Post Issue activities for the Issue involving essential follow up steps, which include calculation of interest & TDS payable on application and refund money, dispatch of allotment and refund advices, demat credit of bonds, finalisation of listing and trading of instruments with the various agencies connected with the work such as the Registrar(s) to the Issue and Bankers to the Issue. Coordination with the Registrar and Stock Exchange (s) for completion of listing and trading. Redressal of investor grievances in relation to post issue activities.	SMC

### Issue related expenses

For details of Issue related expenses, see “*Objects of the Issue*” on page 26.

### Reservation

No portion of this Issue has been reserved.

### Details regarding the public issue during the last three years by our Company and other listed companies under the same management

There are no public or rights or composite issue of capital by listed companies under the same management within the meaning of Section 370(1) (B) of the Companies Act, 1956 during the last three years.

### Public issue of Equity Shares

Our Company has not made any public issue of Equity Shares in the last five years.

### Previous Issues of NCDs

On August 2, 2014, the Company issued 19,39,872 secured non-convertible debentures of face value ₹1,000 each aggregating to ₹1,93,98,72,000 by way of a public issue which opened on July 3, 2014 and closed on July 22, 2014. The electronic credit of the bonds to investors pursuant to this public offer was completed on August 4, 2014. 99.17% and 0.83% of the issue proceeds were used for on-lending and towards issue proceeds, respectively.

On October 30, 2014, the Company issued 24,71,693 secured and unsecured non-convertible debentures of face value ₹1,000 each aggregating to ₹24,71,693,000 by way of a public issue which opened on September 15, 2014 and closed on October 16, 2014. The electronic credit of the bonds to investors pursuant to this public offer was completed on October 30, 2014. 99.43% and 0.57% of the issue proceeds were used for on-lending and towards issue expenses, respectively.

On September 21, 2015, the Company issued 30,00,000 secured non-convertible debentures of face value ₹1,000 each aggregating to ₹3,00,00,00,000 by way of a public issue which opened on September 28, 2015 and closed on October 27, 2015. The electronic credit of the bonds to investors pursuant to this public offer was completed on November 5, 2015. 98.37% and 1.63% of the issue proceeds were used for on-lending and towards issue expenses, respectively.

On October 25, 2019 the Company issued 41,70,381 secured non-convertible debentures of face value ₹1,000 each aggregating to ₹4,170,381,000 by way of a public issue which opened on September 20, 2019 and closed on October 18, 2019. The electronic credit of the bonds to investors pursuant to this public offer was completed on October 25, 2019. 99.77% and 0.23% of the issue proceeds were used for on-lending and issue expenses, respectively.

On January 6, 2020 the Company issued 32,16,124 secured non-convertible debentures of face value ₹1,000 each aggregating to ₹ 321,61,24,000 by way of a public issue which opened on January 9, 2020 and closed on February 4, 2020. The electronic credit of the bonds to investors pursuant to this public offer was completed on February 7, 2020. 99.52%

and 0.48% of the issue proceeds were used for on-lending and towards issue expenses, respectively.

On June 25, 2020 the Company issued 16,00,000 secured non-convertible debentures of face value ₹ 1,000 each aggregating to ₹ 1,000 by way of a public issue which opened on June 29, 2020 and closed on July 13, 2020. The electronic credit of the bonds to investors pursuant to this public offer was completed on July 17, 2020. 99.55% and 0.45% of the issue proceeds were used for on-lending and issue expenses, respectively.

On September 24, 2020 the Company issued secured redeemable non-convertible debentures of face value of ₹ 1,000 each for an amount aggregating to ₹ 40,000 lakhs by way of public issue which opened on 28 September, 2020 and closed on 23 October, 2020. The electronic credit of the bonds to investors pursuant to this public offer was completed on 29 October, 2020. 99.43% and 0.57% of the issue proceeds were used for on-lending and towards issue expenses, respectively.

On December 28, 2020, the Company issued secured and unsecured redeemable non-convertible debentures of face value of ₹ 1,000 each for an amount aggregating to ₹ 40,000 lakhs by way of public issue which opened on December 31, 2020 and closed on January 25, 2021. The electronic credit of the bonds to investors pursuant to this public offer was completed on January 29, 2021. 99.55% and 0.45% of the issue proceeds were used for on-lending and towards issue expenses, respectively.

On February 15, 2021, the Company issued secured and unsecured redeemable non-convertible debentures of face value of ₹ 1,000 each for an amount aggregating to ₹ 30,000 lakhs by way of public issue which opened on February 18, 2021 and closed on March 09, 2021. The electronic credit of the bonds to investors pursuant to this public offer was completed on March 15, 2021. 99.25% and 0.75% of the issue proceeds shall be used for on-lending and towards issue expenses, respectively.

On March 31, 2021, the Company issued secured and unsecured redeemable non-convertible debentures of face value of ₹ 1,000 each for an amount aggregating to ₹ 40,000 lakhs by way of public issue which opened on April 7, 2021 and closed on April 29, 2021. The electronic credit of the bonds to investors pursuant to this public offer was completed on May 7, 2021. 99.42% and 0.58% of the issue proceeds were used for on-lending and towards issue expenses, respectively.

On September 27, 2021, the Company issued secured and unsecured redeemable non-convertible debentures of face value of ₹ 1,000 each for an amount aggregating to ₹ 40,000 lakhs by way of public issue which opened on September 30, 2021 and closed on October 26, 2021. The electronic credit of the bonds to investors pursuant to this public offer was completed on October 29, 2021. 99.63% and 0.37% of the issue proceeds were used for on-lending and towards issue expenses, respectively.

On December 30, 2021, the Company issued secured redeemable non-convertible debentures of face value of ₹ 1,000 each for an amount aggregating to ₹ 40,000 lakhs by way of public issue which opened on January 5, 2022 and closed on January 28, 2022. The electronic credit of the bonds to investors pursuant to this public offer was completed on February 2, 2022. 99.54% and 0.46% of the issue proceeds were used for on-lending and towards issue expenses, respectively.

On August 03, 2022, the Company issued secured redeemable non-convertible debentures of face value of ₹ 1,000 each for an amount aggregating to ₹ 50,000 lakhs by way of public issue which opened on August 05, 2022 and closed on September 01, 2022. The electronic credit of the bonds to investors pursuant to this public offer was completed on September 06, 2022. 99.62% and 0.38% of the issue proceeds were used for on-lending and towards issue expenses, respectively.

On December 29, 2022, the Company issued secured redeemable non-convertible debentures of face value of ₹ 1,000 each for an amount aggregating to ₹ 40,000 lakhs by way of public issue which opened on January 2, 2023 and closed on January 27, 2023. The electronic credit of the bonds to investors pursuant to this public offer was completed on February 2, 2023. 99.51% and 0.49% of the issue proceeds were used for on-lending and towards issue expenses, respectively.

On March 29, 2023, the Company issued secured redeemable non-convertible debentures of face value of ₹ 1,000 each for an amount aggregating to ₹ 30,000 lakhs by way of public issue which opened on April 12, 2023 and closed on April 26, 2023. The electronic credit of the bonds to investors pursuant to this public offer was completed on May 2, 2023. 99.01% and 0.99% of the issue proceeds were used for on-lending and towards issue expenses, respectively.

## **Dividend**

Our Company has in place dividend distribution policy approved by the Board of Directors of our Company. The declaration and payment of dividends on our shares will be recommended by our Board of Directors and approved by our shareholders, at their discretion, and will depend on a number of factors, including but not limited to our profits, capital requirements and overall financial condition.

## **Jurisdiction**

Exclusive jurisdiction for the purpose of the Issue is with the competent courts of jurisdiction in Cochin, India.

## **Commission or Brokerage on Previous Issues**

An expense of ₹ 345 lakhs was incurred towards commission and brokerage in connection with the public issue of secured non-convertible debentures of face value ₹1,000 each aggregating to ₹300,00,00,000 pursuant to the prospectus dated September 21, 2015.

An expense of ₹18 lakhs was incurred towards commission and brokerage in connection with the public issue of secured and unsecured non-convertible debentures of face value ₹1,000 each aggregating to ₹247,16,93,000 pursuant to the prospectus dated September 4, 2014.

An expense of ₹11 lakhs was incurred towards commission and brokerage in connection with the public issue of secured non-convertible debentures of face value ₹1,000 each aggregating to ₹193,98,72,000 pursuant to the prospectus dated June 25, 2014.

An expense of ₹8.73 lakhs was incurred towards commission and brokerage in connection with the public issue of secured non-convertible debentures of face value ₹1,000 each aggregating to ₹417,03,81,000 pursuant to the prospectus dated September 13, 2019.

An expense of ₹17.70 lakhs was incurred towards commission and brokerage in connection with the public issue of secured non-convertible debentures of face value ₹1,000 each aggregating to ₹ 321,61,24,000 pursuant to the prospectus dated January 6, 2020.

An expense of ₹ 8.71 lakhs was incurred towards commission and brokerage in connection with the public issue of secured non-convertible debentures of face value ₹1,000 each aggregating to ₹ 160,00,00,000 pursuant to the prospectus dated June 25, 2020.

An expense of ₹ 84.73 lakhs was incurred towards commission and brokerage in connection with the public issue of secured redeemable non-convertible debentures of face value ₹1,000 each aggregating to ₹ 40,000 lakhs pursuant to the prospectus dated September 24, 2020.

An expense of ₹ 36.43 lakhs was incurred towards commission and brokerage in connection with the public issue of secured redeemable non-convertible debentures of face value ₹1,000 each aggregating to ₹ 40,000 lakhs pursuant to the prospectus dated December 28, 2020.

An expense of ₹ 31.72 lakhs was incurred towards commission and brokerage in connection with the public issue of secured redeemable non-convertible debentures of face value ₹1,000 each aggregating to ₹ 40,000 lakhs pursuant to the prospectus dated March 31, 2021.

An expense of ₹ 32.49 lakhs was incurred towards commission and brokerage in connection with the public issue of secured redeemable non-convertible debentures of face value ₹1,000 each aggregating to ₹ 40,000 lakhs pursuant to the prospectus dated September 27, 2021.

An expense of ₹ 64.71 lakhs was incurred towards commission and brokerage in connection with the public issue of secured redeemable non-convertible debentures of face value ₹1,000 each aggregating to ₹ 40,000 lakhs pursuant to the prospectus dated December 30, 2021.

An expense of ₹ 25.57 lakhs was incurred towards commission and brokerage in connection with the public issue of secured redeemable non-convertible debentures of face value ₹1,000 each aggregating to ₹ 50,000 lakhs pursuant to the prospectus dated August 03, 2022.

An expense of ₹ 16.17 lakhs was incurred towards commission and brokerage in connection with the public issue of secured redeemable non-convertible debentures of face value ₹1,000 each aggregating to ₹ 40,000 lakhs pursuant to the prospectus dated December 29, 2022.

An expense of ₹ 22.70 lakhs was incurred towards commission and brokerage in connection with the public issue of secured redeemable non-convertible debentures of face value ₹1,000 each aggregating to ₹ 30,000 lakhs pursuant to the prospectus dated March 29, 2023.

## Details of the use of proceeds for on-lending from previous public issue of debt securities

### Lending Policy

Please see “Our Company’s Business–Gold loans” under Chapter “Our Business” at page 100 of the Shelf Prospectus.

### 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 the previous public issue and private placements of debentures.

### Classification of loans/advances given to Group entities/Promoters as on March 31, 2023:

(₹ in lakhs)

Sr. No.	Name of the Borrower (A)	Amount of exposures to such borrower (Group) (B)	Percentage of Exposure: C = B/Total AUM
1	Thomas John Muthoot	5,258.08	0.30%
2	Thomas George Muthoot	5,258.08	0.30%
3	Thomas Muthoot	5,258.08	0.30%

### Types of loans

#### Classification of loans/advances given

The loans given by the Company as on March 31, 2023 and March 31, 2022 is as follows:

(₹ in lakhs)

Type of Loans	(Mar'23) Amount	(Mar'22) Amount
Secured	17,58,578.24	17,29,276.20
Unsecured	2,929.25	3,037.27
<b>Total assets under management (AUM) *</b>	<b>17,61,507.49</b>	<b>17,32,313.47</b>

\*Assets under Management includes the gross total loan assets and interest accrued on loans before provision for impairment and is net of unamortized processing fee

### Sectoral Exposure

The sectoral exposure of loans given by the Company as on March 31, 2023 is as follows:

Sr. No	Segment- wise breakup of AUM	(Mar'23) Percentage of AUM	(Mar'22) Percentage of AUM
1.	<b>Retail</b>		
A	Mortgages (home loans and loans against property)	2.98%	1.97%
B	Gold loans	95.25%	96.74%
C	Vehicle Finance	0.00%	0.00%
D	MFI	0.00%	0.00%
E	MSME	1.77%	1.28%
F	Capital market funding (loans against shares, margin funding)	0.00%	0.00%
G	Others	0.00%	0.01%
2.	<b>Wholesale</b>		



A	Infrastructure	0.00%	0.00%
B	Real estate (including builder loans)	0.00%	0.00%
C	Promoter funding	0.00%	0.00%
D	Any other sector (as applicable)	0.00%	0.00%
E	Others	0.00%	0.00%
	<b>Total</b>	<b>100.00%</b>	<b>100.00%</b>

**Residual Maturity Profile of Assets and Liabilities as on March 31, 2023**

(₹ in lakhs)

Particulars	Up to 30/31 days	More than 1 month to 2 months	More than 2 months to 3 months	More than 3 months to 6 months	More than 6 months to 1 year	More than 1 year to 3 years	More than 3 to 5 years	More than 5 years	Total
Deposits	-	-	-	-	-	-	-	-	-
Advances	2,50,237	1,04,093	1,36,410	6,01,794	5,79,152	16,723	1,571	35,073	17,25,053
Investments	1,921	-	-	-	998	169	-	1,83,584	1,86,672
Borrowings	2,62,854	54,716	1,24,614	1,56,601	5,71,359	3,89,437	1,16,610	1,06,127	17,82,317
Foreign Currency assets	-	-	-	-	-	-	-	-	-
Foreign Currency liabilities	-	-	-	-	-	-	-	-	-

**Denomination of loans outstanding by ticket size as on March 31, 2023\*:**

Sr. No.	Ticket Size	Percentage of Gold loan
1	Up to ₹ 2 lakhs	70.00%
2	2 lakhs to 5 lakhs	14.27%
3	5 lakhs to 10 lakhs	12.06%
4	10 lakhs to 25 lakhs	3.40%
5	25 lakhs to 50 lakhs	0.24%
6	50 lakhs to 1 crore	0.02%
7	1 crore to 5 crores	0.01%
8	5 crores to 25 crores	0.00%
9	25 crores to 100 crores	0.00%
10	above 100 crores	0.00%
	<b>Total</b>	<b>100.00%</b>

\* Ticket size at the time of origination

**Denomination of loans outstanding by LTV as on March 31, 2023\*:**

Sr. No.	LTV	Percentage of AUM
1.	Up to 40%	2.29%

2.	40%-50%	2.84%
3.	50%-60%	6.56%
4.	60%-70%	16.11%
5.	70%-80%	72.20%
6.	80%-90%	0.00%
7.	More than 90%	0.00%
	<b>Total</b>	<b>100.00%</b>

\*LTV at the time of origination

**Geographical classification of borrowers as on March 31, 2023:**

Sr. No.	Top 5 states	Percentage of Gold loan
1	Karnataka	18.93%
2	Tamil Nadu	13.44%
3	Andhra Pradesh	11.05%
4	Telangana	10.47%
5	Maharashtra	7.95%
	<b>Total</b>	<b>61.84%</b>

**Aggregated exposure to top 20 borrowers with respect to concentration of advances as on March 31, 2023:**

Particulars	Amount (₹ in lakhs)
Total Advances to twenty largest borrowers (₹ in lakhs)	28,540
Percentage of Advances to twenty largest borrowers to Total Advances of the NBFC	1.62%

**Aggregated exposure to top 20 borrowers with respect to concentration of exposures as on March 31, 2023:**

(in lakhs)

Particulars	Amount	
	Secured	Unsecured
Total Exposures to twenty largest borrowers/Customers (₹ in lakhs)	29,322	326.48
Percentage of Exposures to twenty largest borrowers/Customers to Total Advances of the NBFC on borrowers/Customers	1.66%	0.02%

**Details of loans overdue and classified as non-performing in accordance with RBI's guidelines as on March 31, 2023:**

Movement of gross NPA	Amount
Opening gross NPA	49,959
- Additions during the year	2,48,215
- Reductions during the year	2,61,013
Closing balance of gross NPA	37,161
Movement of net NPA	Amount
Opening net NPA	27,190
- Additions during the year	68,273
- Reductions during the year	85,242
Closing balance of net NPA	10,221
Movement of provisions for NPA	Amount
Opening balance	22,769
- Provisions made during the year	1,79,942
- Write-off / write-back of excess provisions	1,75,771
Closing balance	26,940

**Segment-wise gross NPA**

S. no	Segment- wise breakup of gross NPAs	(March '23) Gross NPA (%)
<b>1</b>	<b>Retail</b>	
a	Mortgages (home loans and loans against property)	34.91%

S. no	Segment- wise breakup of gross NPAs	(March'23) Gross NPA (%)
b	Gold loans	31.37%
c	Vehicle Finance	0%
d	MFI	0%
e	MSME	33.72%
f	Capital market funding (loans against shares, margin funding)	0%
g	Others	0%
<b>2</b>	<b>Wholesale</b>	0%
a	Infrastructure	0%
b	Real estate (including builder loans)	0%
c	Promoter funding	0%
d	Any other sector (as applicable)	0%
e	Others	0%
	<b>Gross NPA</b>	<b>100%</b>

*Details of any other contingent liabilities of the issuer based on the last audited financial statements including amount and nature of liability*

Sr. No.	Particulars	Nature of Liability	Amount as on March 31, 2023
1.	Income Tax Demands	Disputed Demands appealed against and pending final judgement	3,420.85
2.	Service Tax Demands	Disputed Demands appealed against and pending final judgement	5,106.18
3.	Value Added Tax Demands	Disputed Demands appealed against and pending final judgement	1,327.12
4.	Bank Guarantees	Bank Guarantees availed by the Company	43.81

#### **Revaluation of assets**

Our Company has not revalued its assets in the last five years.

#### **Mechanism for redressal of investor grievances**

Agreement dated August 7, 2023 between the Registrar to the Issue and our Company provides for settling of investor grievances in a timely manner and for retention of records with the Registrar to the Issue for a period of eight years.

All grievances relating to this Tranche I Issue may be addressed to the Registrar to the Issue and Compliance Officer giving full details such as name, address of the applicant, number of NCDs applied for, amount paid on application and the details of Member of Syndicate or Trading Member of the Stock Exchange 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 either (a) the relevant Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant, or (b) the concerned Member of the Syndicate and the relevant Designated Branch of the SCSB in the event of an Application submitted by an ASBA Applicant at any of the Syndicate ASBA Application Locations, giving full details such as name, address of Applicant, Application Form number, option applied for, number of NCDs applied for, amount blocked on Application.

Additionally, the Stock Exchange shall be responsible for addressing investor grievances arising from applications submitted online through the app based/ web interface platform of the Stock Exchange or through its Trading Members. Further, in accordance with the SEBI Master Circular, the Designated 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.

We estimate that the average time required by us or the Registrar to the Issue for the redressal of routine investor grievances will be three (3) 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.

#### **Registrar to the Issue**

**Integrated Registry Management Services Private Limited**

II Floor, Kences Towers

No. 1 Ramakrishna Street, North Usman Road

T. Nagar, Chennai – 600 017, Tamil Nadu

**Tel:** +91 44 28140801, 802, 803**Fax:** +91 44 2814 2479**Email:** mfinipo@integratedindia.in**Investor Grievance Email:** sureshbabu@integratedindia.in**Website:** www.integratedindia.in**Contact Person :** Mr. Yuvaraj S**SEBI Registration No.:** INR000000544**Compliance Officer of our Company**

Sachu Sivas has been appointed as the Compliance Officer of our Company for this Issue.

The contact details of Compliance officer of our Company are as follows:

**Sachu Sivas**

Company Secretary

Muthoot Fincorp Limited,

Muthoot Centre,

TC No 27/3022, Punnen Road

Trivandrum – 695 001

**Tel No.:** 0471-4911621**Email:** cs@muthootfincorp.com**Details of Auditor to the Issuer:**

S.No.	Name of the Auditor	Address	Auditor since
1.	Krishnan Retna & Associates	201 Block A, Nandini Gardens, Fort, Thiruvananthapuram, Kerala - 695023	March 28, 2022
2.	Rangamani & Co.	Rose Gardens, North of Iron Bridge, Alappuzha, Kerala – 688011	March 28, 2022

**Change in Auditors of our Company during the last three years:**

Name of the Auditor	Address	Date of appointment	Date of cessation, if applicable	Date of resignation, if applicable
M/s. Rangamani & Co	1st Floor, Aptech Building, Pentacoast Mission Lane, Ambelipadam Road, Vytilla, Kochi 682019	September 25, 2017	March 15, 2022	March 15, 2022

**Auditor's Remarks**

There are no reservations or qualifications or adverse remarks in the financial statements and financial position of our Company in the last three Fiscals immediately preceding this Tranche I Prospectus.

**Disclaimer statement from our Company, our Directors and the Lead Manager**

Our Company, our Directors and the Lead Manager accepts no responsibility for statements made other than in this Tranche I Prospectus or in the advertisements or any other material issued by or at our Company's instance in connection with this Tranche I Issue of the NCDs and anyone placing reliance on any other source of information including our Company's website, or any website of any affiliate of our Company would be doing so at their own risk. The Lead Manager accept no responsibility, save to the limited extent as provided in the Issue Agreement.

None among our Company or the Lead Manager or any Member of the Syndicate is liable for any failure in uploading the

Application due to faults in any software/ hardware system or otherwise; the blocking of Application Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

Investors who make an Application in this Tranche I Issue will be required to confirm and will be deemed to have represented to our Company, the Lead Manager and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the NCDs and will not issue, sell, pledge, or transfer the NCDs to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the NCDs. Our Company, the Lead Manager and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the NCDs being offered in this Tranche I Issue.

**Latest ALM statement submitted to stock exchange**

The following table describes the standalone ALM of our Company as on June 30, 2023:

Particulars	Up to 30/31 days	Over 1 month & up to 2 months	Over 2 months & up to 3 months	Over 3 months & up to 6 months	Over 6 months & up to 1 year	Over 1 year & up to 3 years	Over 3 year & up to 5 year	Over 5 years	Total
Advances	204608	153081	139832	633464	622556	3042	19707	65553	1841843
Investment	2,244				1,096	-		1,96,935	2,00,275
Borrowings	158152	131786	133008	230792	498443	379613	122352	100206	1754352
Foreign currency assets	-	-	-	-	-	-	-	-	-
Foreign currency liabilities	-	-	-	-	-	-	-	-	-

## SECTION III : ISSUE RELATED INFORMATION

### ISSUE STRUCTURE

*Public Issue of NCDs aggregating up to ₹1,10,000 lakh, on the terms and in the manner set forth herein.*

The Issue has been authorized by resolution of the Board passed during meeting held on May 22, 2023 and the resolution of the Stock Allotment Committee dated August 03, 2023.

#### Principal Terms and Conditions of this Tranche I Issue

#### TERMS AND CONDITIONS IN CONNECTION WITH THE NCDs

<b>Issuer</b>	Muthoot Fincorp Limited
<b>Lead Manager</b>	SMC Capitals Limited
<b>Debenture Trustee</b>	Vardhman Trusteeship Private Limited
<b>Registrar to the Issue</b>	Integrated Registry Management Services Private Limited
<b>Type and nature of Instrument</b>	Secured, redeemable, non-convertible debentures
<b>Face Value of NCDs (₹ /NCD)</b>	₹ 1,000
<b>Issue Price (₹ /NCD)</b>	₹ 1,000
<b>Minimum Application</b>	10 NCDs i.e., ₹ 10,000 (across all Options of NCDs)
<b>In Multiples of</b>	One NCD after the minimum Application
<b>Seniority</b>	<p>Senior (the claims of the Secured Debenture Holders holding NCDs shall be superior to the claims of any unsecured creditors, subject to applicable statutory and/or regulatory requirements).</p> <p>The principal amount of the NCDs to be issued in terms of this Tranche I Prospectus together with all interest due on the NCDs, as well as all costs, charges, all fees, remuneration of Debenture Trustee and expenses payable in respect thereof shall be secured by way of subservient charge with existing secured creditors on standard loan receivables and current assets (both present and future) of the company in favour of Debenture Trustee, to be held on pari passu basis among the present and / or future NCD holders, as may be applicable.</p>
<b>Mode of Issue</b>	Public issue
<b>Mode of Allotment</b>	In dematerialised form
<b>Mode of Trading</b>	NCDs will be traded in dematerialised form
<b>Minimum Subscription</b>	Minimum subscription is 75% of the Base Issue, i.e. ₹ 75 crores
<b>Tranche I Issue</b>	Public issue by our Company of NCDs aggregating up to ₹ 100 crores, with a green shoe option of up to ₹ 300 crores, aggregating up to ₹ 400 crores, on the terms and in the manner set forth herein
<b>Base Issue</b>	₹ 100 crore
<b>Stock Exchange proposed for listing of the NCDs</b>	BSE Limited
<b>Listing and timeline for Listing</b>	The NCDs shall be listed within 6 Working Days of Issue Closure
<b>Depositories</b>	NSDL and CDSL
<b>Description regarding security (where applicable) including type of security (movable/ immovable/ tangible etc.) type of charge (pledge/ hypothecation/ mortgage etc.), date of creation of security/ likely date of creation of security, minimum security cover, revaluation, replacement of security, interest of the debenture holder over and above the coupon rate as specified in the Debenture Trust Deed and disclosed in the Prospectus</b>	The principal amount of the NCDs to be issued in terms of this Tranche I Prospectus together with all interest due on the NCDs, as well as all costs, charges, all fees, remuneration of Debenture Trustee and expenses payable in respect thereof shall be secured by way of subservient charge with existing secured creditors on standard loan receivables and current assets (both present and future) of the company in favour of Debenture Trustee, to be held on pari passu basis among the present and / or future NCD holders, as may be applicable. For further details on date of creation of security/likely date of creation of security, minimum security cover etc, please see “ <i>Terms of the Issue – Security</i> ” on page 53.

<b>Security Cover</b>	Our Company shall maintain a minimum 100% security cover on the outstanding balance of the NCDs plus accrued interest thereon					
<b>Who can apply *</b>	<p><b>Category I</b></p> <ul style="list-style-type: none"> <li>• Resident public financial institutions as defined in Section 2(72) of the Companies Act 2013, statutory corporations including state industrial development corporations, scheduled commercial banks, co-operative banks and regional rural banks, and multilateral and bilateral development financial institutions which are authorised to invest in the NCDs;</li> <li>• Provident funds of minimum corpus of ₹ 2,500 lakhs, pension funds of minimum corpus of ₹2,500 lakhs, superannuation funds and gratuity fund, 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 the IRDAI;</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 and published in the Gazette of India);</li> <li>• Insurance funds set up and managed by the Indian army, navy or the air force of the Union of India or by the Department of Posts, India;</li> <li>• Mutual Funds registered with SEBI; and</li> <li>• Systemically Important NBFCs.</li> </ul> <p><b>Category II</b></p> <ul style="list-style-type: none"> <li>• Companies falling within the meaning of Section 2(20) of the Companies Act 2013; bodies corporate and societies registered under the applicable laws in India and authorised to invest in the NCDs;</li> <li>• Educational institutions and associations of persons and/or bodies established pursuant to or registered under any central or state statutory enactment; which are authorised to invest in the NCDs;</li> <li>• Trust including public/private charitable/religious trusts which are authorised to invest in the NCDs;</li> <li>• Association of persons;</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); and</li> <li>• Resident Indian individuals and Hindu undivided families through the Karta aggregating to a value exceeding ₹ 10 lakhs.</li> </ul> <p><b>Category III*</b></p> <ul style="list-style-type: none"> <li>• Resident Indian individuals; and</li> <li>• Hindu undivided families through the Karta.</li> </ul> <p><i>* applications aggregating to a value not more than and including ₹ 10 lakhs</i></p>					
<b>Credit Rating</b>	<b>Rating agency</b>	<b>Instrument</b>	<b>Rating symbol</b>	<b>Date of credit rating rationale letter</b>	<b>Amount rated (₹ in lakhs)</b>	<b>Rating Definition</b>
	CRISIL Ratings Limited	Non-Convertible Debentures	CRISIL AA-/Stable	July 31, 2023	11000.00	Securities with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such

						securities carry very low credit risk.
<b>Tranche I Issue Size</b>	Public issue by our Company of NCDs aggregating up to ₹ 100 crores, with a green shoe option of up to ₹ 300 crores, aggregating up to ₹ 400 crores					
<b>Pay-in date</b>	Application Date. The entire Application Amount is payable on Application					
<b>Application money</b>	The entire Application Amount is payable on submitting the Application					
<b>Mode of payment</b>	Please see “ <i>Issue Procedure</i> ” on page 68.					
<b>Record Date</b>	<p>The record date for payment of interest in connection with the NCDs or repayment of principal in connection therewith shall be 15 Working 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.</p> <p>In case Record Date falls on a day when Stock Exchange is having a trading holiday, the immediate subsequent trading day will be deemed as the Record Date</p>					
<b>All covenants of the Issue (including side letters, accelerated payment clause, etc.)</b>	The Company shall comply with the representations and warranties, general covenants, negative covenants, reporting covenants and financial covenants as more specifically set out in the Debenture Trust Deed.					
<b>Issue Schedule</b>	This Tranche I Issue shall be open from Friday, September 1, 2023 to Thursday, September 14, 2023*					
<b>Objects of the Issue</b>	Please see “ <i>Objects of the Issue</i> ” on page 26.					
<b>Put/Call Option</b>	NA					
<b>Details of the utilisation of the proceeds of the Issue</b>	Please see “ <i>Objects of the Issue</i> ” on page 26.					
<b>Coupon rate and redemption premium</b>	See “ <i>Issue Procedure – Terms of Payment</i> ” on page 84.					
<b>Working Days convention</b>	If the date of payment of interest does not fall on a Working Day, then the interest payment will be made on succeeding Working Day, however the calculation for payment of interest will be only till the originally stipulated Interest Payment Date. The dates of the future interest payments would be as per the originally stipulated schedule. In case the redemption date (also being the last interest payment date) does not fall on a Working Day, the payment will be made on the immediately preceding Working Day, along with coupon/interest accrued on the NCDs until but excluding the date of such payment					
<b>Tranche I Issue Closing Date</b>	Friday, September 1, 2023					
<b>Tranche I Issue Opening Date</b>	Thursday, September 14, 2023**					
<b>Default interest date</b>	In the event of any default in fulfilment of obligations by our Company under the Debenture Trust Deed, the Default Interest Rate payable to the Applicant shall be as prescribed under the Debenture Trust Deed.					
<b>Deemed Date of Allotment</b>	The date on which the Board of Directors or any committee authorised by the Board approves the Allotment of the NCDs for this Tranche I Issue or such date as may be determined by the Board of Directors or any committee approved by the Board and notified to the Designated Stock Exchange. 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 shall be available to the Debenture Holders from the Deemed Date of Allotment.					
<b>Day count basis</b>	Actual					
<b>Redemption Amount</b>	The principal amount of the NCDs along with interest accrued on them, if any, as on the Redemption Date.					
<b>Redemption premium/ discount</b>	Not applicable					
<b>Transaction documents</b>	The Shelf Prospectus, this Tranche I Prospectus read with any notices, corrigenda, addenda thereto, the Debenture Trusteeship Agreement, the Debenture Trust Deed and other security documents, if applicable, and various other documents/ agreements/ undertakings, entered or to be entered by the Company with Lead Manager and/or other intermediaries for the purpose of this Issue including but not limited to the Public Issue Account and Sponsor Bank Agreement, the Registrar Agreement and the Issue Agreement. Refer to section titled “ <i>Material Contracts and Documents for Inspection</i> ” on page 97.					



<b>Affirmative and Negative covenants precedent and subsequent to the Issue</b>	The covenants precedent and subsequent to this Tranche I Issue will be finalised upon execution of the Debenture Trust Deed which shall be executed within the period specified in Regulation 18(1) of the SEBI NCS Regulations or such other time frame as may be stipulated from time-to-time. Further, in the event our Company fails to execute the Debenture Trust Deed within period specified in Regulation 18(1) of the SEBI NCS Regulations or such other time frame as may be stipulated from time-to-time, our Company shall pay interest of at least 2% p.a. to each NCD Holder, over and above the agreed coupon rate, till the execution of the Debenture Trust Deed.
<b>Events of default (including manner of voting/ conditions of joining Inter Creditor Agreement)</b>	Please see “ <i>Terms of the Issue – Events of Default</i> ” on page 56.
<b>Due diligence certificate issued by the Debenture Trustee</b>	The due diligence certificate is issued by the Debenture Trustee to BSE dated August 23, 2023 (bearing reference no. 581/OPR/VTPL/2023-24) as per the format specified by SEBI and SEBI Debenture Trustee Master Circular.  The debenture trustee shall, at the time of filing the draft offer document with the stock exchange(s) and prior to opening of the public issue of debt securities, furnish to the Board and stock exchange(s), a due diligence certificate in case of secured debt securities, in the format as specified in the SEBI Debenture Trustee Master Circular.
<b>Recovery Expense Fund</b>	The creation of recovery expense fund will be finalised upon the execution of the Debenture Trust Deed, as applicable in accordance with the applicable provisions of SEBI NCS Regulations and SEBI Debenture Trustee Master Circular.  Our Company undertakes to deposit, in the manner as may be specified by SEBI from time to time, the amount in the recovery expense fund and inform the Debenture Trustee regarding the deposit in such fund. The recovery expense fund may be utilised by Debenture Trustee, in the event of default by our 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 Debenture Trust Deed)</b>	Upon occurrence of any default in the performance or observance of any term, covenant, condition or provision contained in the Summary Term Sheet, the Debenture Trustee shall take necessary actions as mentioned in the Debenture Trust Deed
<b>Cross Default</b>	As per the Debenture Trust Deed to be executed in accordance with applicable law.
<b>Roles and responsibilities of the Debenture Trustee</b>	Please see “ <i>Terms of the Issue – Debenture Trustees for the Debenture Holders</i> ” on page 55.
<b>Risk factors pertaining to the Issue</b>	Please see “ <i>Risk Factors</i> ” on page 17 of the Shelf Prospectus.
<b>Settlement Mode</b>	Please see “ <i>Terms of the Issue – Payment on Redemption</i> ” on page 64.
<b>Governing law and jurisdiction</b>	The 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 Cochin

**Notes:**

\* In terms of Regulation 7 of the SEBI NCS Regulations, our Company will undertake this Issue of NCDs in dematerialized 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 fulfil such request through the process of dematerialization, if the NCDs were originally issued in dematerialized form.

\*\* This Tranche I Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m. (Indian Standard Time) during the period as indicated in this Tranche I Prospectus. Our Company may, in consultation with the Lead Manager, consider closing this Tranche I Issue on such earlier date or extended date (subject to a minimum period of three working days and a maximum period of 10 working days from the date of opening of this Tranche I Issue and subject to not exceeding thirty days from filing of this Tranche I Prospectus with ROC, including any extensions), as may be decided by the Board of Directors or a duly constituted committee thereof of the Company, subject to relevant approvals, in accordance with the Regulation 33A of the SEBI NCS Regulations. In the event of an early closure or extension of this Tranche I Issue, our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in an English daily national newspaper with wide circulation and a regional daily with wide circulation where the registered office of the Company is located (in all the newspapers in which pre-issue advertisement for opening of this Tranche I Issue has been given on or before such earlier or initial date of Tranche I Issue closure). On the Tranche I Issue Closing Date, the Application Forms will be accepted only between 10:00 a.m. and 3:00 p.m. (Indian Standard Time) and uploaded until 5 p.m. or such extended time as may be permitted by the Stock Exchange. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5:00 p.m. on one Working Day post this Tranche I Issue Closing Date. For further details please see “General Information” on page

18.

*#Participation by any of the above-mentioned Investor classes in this 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 NCDs that can be held by them under applicable statutory and/or regulatory provisions.*

*%While the NCDs are secured to the tune of 100% of the principal and interest thereon in favour of Debenture Trustee, it is the duty of the Debenture Trustee to monitor the security cover 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.*

**Participation by any of the above-mentioned Investor classes in this Tranche I 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 NCDs that can be held by them under applicable statutory and/or regulatory provisions.**

In case of Application Form being submitted in joint names, the Applicants should ensure that the demat account is also held in the same joint names and the names are in the same sequence in which they appear in the Application Form.

**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 this Tranche I Issue.**

For further details, please see “*Issue Procedure*” on page 68.

#### Terms of the NCDs

Options	I	II	III	IV	V	VI	VII	VIII	IX*	X*
Nature	Secured	Secured	Secured	Secured	Secured	Secured	Secured	Secured	Secured	Secured
Tenure	24 Months	36 Months	60 Months	24 Months	36 Months	60 Months	24 Months	36 Months	60 Months	96 Months
Frequency of Interest Payment	Monthly	Monthly	Monthly	Annual	Annual	Annual	Cumulative	Cumulative	Cumulative	Cumulative
Minimum Application	Rs. 10000 (10 NCDs)									
In multiples, of	1 NCD after minimum application									
Face Value of NCDs (₹ /NCD)	Rs.1000 (1 NCD)									
Issue Price (₹ /NCD)	Rs.1000 (1 NCD)									
Mode of Interest Payment/ Redemption	Through various options available									
Coupon (%) per annum*	8.65%	8.90%	9.05%	9.00%	9.27%	9.44%	NA	NA	NA	NA
Coupon Type	Fixed									

<b>Redemption Amount (₹ /NCD) for Debenture Holders*</b>	1000	1000	1000	1000	1000	1000	1188	1305	1570	2001
<b>Effective Yield (%) (per annum)*</b>	8.99%	9.26%	9.43%	8.99%	9.26%	9.43%	8.99%	9.26%	9.43%	9.05%
<b>Put and Call Option</b>	NA									
<b>Deemed Date of Allotment</b>	September 20, 2023									

\*Scheme IX & X Restricted to Rs.100 Crores

## Specific Terms of NCDs – Interest and Payment of Interest

### Interest and Payment of Interest

#### 1. Monthly interest payment options

Interest would be paid monthly under Options I, II and III at the following rates of interest in connection with the relevant categories of Debenture holders, on the amount outstanding from time to time, commencing from the Deemed Date of Allotment of NCDs:

<b>Category of Debenture Holder</b>	<b>Rate of Interest (p.a.) (%)</b>		
Options	I	II	III
All categories	8.65%	8.90%	9.05%

For avoidance of doubt 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 on an actual/actual basis 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 if the Deemed Date of Allotment is prior to the fifteenth of that month, interest for that month will be paid on first day of the subsequent month and if the Deemed Date of Allotment is post the fifteenth of that month, 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.

#### 2. Annual interest payment options

Interest would be paid annually under Option IV, V and VI at the following rates of interest in connection with the relevant categories of Debenture holders, on the amount outstanding from time to time, commencing from the Deemed Date of Allotment of NCDs:

<b>Category of Debenture Holder</b>	<b>Rate of Interest (p.a.) (%)</b>		
Options	IV	V	VI
All categories	9.00%	9.27%	9.44%

For avoidance of doubt where interest is to be paid on an annual basis, relevant interest will be calculated from the first day till the last date of every year on an actual/actual basis during the tenor of such NCDs and paid on the first day of every subsequent year. The last interest payment under this option shall be made at the time of redemption of the NCDs.

#### 3. Cumulative interest payment options

Option VII, VIII, IX and X of the NCDs shall be redeemed as below:

Category of Debenture Holder	Redemption Amount (₹ per NCD)			
	VII	VIII	IX*	X*
Options				
All categories	1188	1305	1570	2001

\*Scheme IX & X Restricted to Rs.100 Crores

### Day count convention

Please see **Annexure C** for details pertaining to the cash flows of the Company in SEBI Master Circular.

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

### Terms of Payment

The entire face value per NCDs is payable on Application. The entire amount of face value of NCDs applied for will be blocked in the relevant ASBA Account maintained with the SCSB. In the event of Allotment of a lesser number of NCDs than applied for, our Company shall unblock the additional amount blocked upon application in the ASBA Account, in accordance with the terms of specified in “*Terms of the Issue – Manner of Payment of Interest/ Redemption Amounts*” on page 62.

**Participation by any of the above-mentioned Investor classes in this Tranche I 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 NCDs that can be held by them under applicable statutory and/or regulatory provisions.**

Applications may be made in single or joint names (not exceeding three). Applications should be made by Karta in case the Applicant is an HUF. 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. 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. Please ensure that such Applications contain the PAN of the HUF and not of the Karta.

In the case of joint Applications, all payments will be made out in favour of the first Applicant. All communications will be addressed to the first named Applicant whose name appears in the Application Form and at the address mentioned therein.

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 this Issue. For further details, please see the chapter titled “*Issue Procedure*” on page 68.

## TERMS OF THE ISSUE

### Authority for the Issue

This Issue has been authorised by the Board of Directors of our Company pursuant to a resolution passed at their meeting held on May 22, 2023 and subsequently by the Stock Allotment Committee in their meeting held on August 3, 2023. 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 passed at their AGM held on September 28, 2022.

### Principal Terms & Conditions of the Issue

The NCDs being offered as part of this Tranche I Issue are subject to the provisions of the SEBI NCS Regulations, the applicable provisions of Companies Act, 2013, the Memorandum and Articles of Association of our Company, the terms of the Shelf Prospectus and this Tranche I Prospectus, the Application Forms, the terms and conditions of the Debenture Trusteeship Agreement, the Debenture Trust Deed, other applicable statutory and/or regulatory requirements including those issued from time to time by SEBI, the Government of India, BSE, 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 Secured NCDs

The NCDs being offered as part of this Tranche I Issue are subject to the provisions of the SEBI NCS Regulations, the applicable provisions of Companies Act, 2013, the Memorandum and Articles of Association of our Company, the terms of the Shelf Prospectus and this Tranche I Prospectus, the Application Forms, the terms and conditions of the Debenture Trusteeship Agreement, the Debenture Trust Deed, other applicable statutory and/or regulatory requirements including those issued from time to time by SEBI, the Government of India, BSE, 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.

### Security

The principal amount of the Secured NCDs to be issued in terms of this Tranche I Prospectus together with all interest due on the NCDs, as well as all costs, charges, all fees, remuneration of Debenture Trustee and expenses payable in respect thereof shall be secured by way of subservient charge with existing secured creditors on standard loan receivables and current assets (both present and future) of the company in favour of Debenture Trustee, to be held on *pari passu* basis among the present and / or future NCD holders, as may be applicable.

Our Company will create the security for the NCDs in favour of the Debenture Trustee for the Debenture Holders holding the Secured NCDs on the assets to ensure 100.00% security cover of the amount outstanding including interest in respect of the Secured NCDs at any time.

Our Company has entered into the Debenture Trusteeship Agreement and in furtherance thereof intends to enter into a deed of agreement with the Debenture Trustee, ("**Debenture Trust Deed**"), the terms of which shall govern the appointment of the Debenture Trustee and the issue of the 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 shall utilise the funds only after the stipulated security has been created.

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

The Debenture Trust Deed will also provide that our Company may withdraw any portion of the security subject to prior written consent of the Debenture Trustee and/or may replace with another asset of the same or a higher value.

Our Company confirms that the Tranche I Issue Proceeds shall be kept in the Public Issue Account until the documents for creation of security i.e. the Debenture Trust Deed, is executed.

Further, in the event our Company fails to execute the Debenture Trust Deed within the period specified in Regulation 18(1) of the SEBI NCS Regulations or such other time frame as may be stipulated from time-to-time, our Company shall pay interest of at least 2% p.a. to each NCD Holder, over and above the agreed coupon rate, till the execution of the

Debenture Trust Deed.

### **Debenture Redemption Reserve**

Pursuant to Section 71 of the Companies Act, 2013 and Rule 18 (7) of the Companies (Share Capital and Debentures) Rules, 2014, each as amended an NBFC is not required to maintain DRR for debentures issued through a public issue. Hence, investors shall not have the benefit of reserve funds to cover the re-payment of the principal and interest on the NCDs.

### **Face Value**

The face value of each NCD to be issued under this Issue shall be ₹ 1,000.

### **Debenture Holder not a Shareholder**

The Debenture 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 of the right to receive the annual reports of our Company and such other rights as may be prescribed under the Companies Act, 2013 and the rules prescribed thereunder and the SEBI Listing Regulations.

### **Rights of Secured Debenture Holders**

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

1. The NCDs shall not, except as provided under the Companies Act, 2013, confer upon the Debenture Holders thereof any rights or privileges available to our members including the right to receive notices or annual reports of, or to attend and/or vote, at our general meeting. However, if any resolution affecting the rights attached to the NCDs is to be placed before the members, the said resolution will first be placed before the concerned registered Debenture Holders for their consideration. The opinion of the Debenture Trustee as to whether such resolution is affecting the right attached to the NCDs is final and binding on Debenture Holders. In terms of Section 136 of the Companies Act, 2013, holders of NCDs shall be entitled to a copy of the balance sheet and copy of trust deed on a specific request made to us.
2. Subject to applicable statutory/regulatory requirements and terms of the Debenture Trust Deed, 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 Debenture 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. Subject to applicable statutory/regulatory requirements and terms of the Debenture Trust Deed, the registered Debenture Holder 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 Debenture Holders and every such 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 Debenture 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 NCS Regulations, the applicable provisions of Companies Act, 2013 and the Companies Act, 1956, the Memorandum and Articles of Association of our Company, the terms of this Prospectus, the Application Form, the terms and conditions of the Debenture Trust Deed, requirements of the 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. The Depositories shall maintain the up to date record of holders of the Secured NCDs in dematerialised form. In terms of Section 88(3) of the Companies Act, 2013, the register and index of beneficial of Secured NCDs maintained by a Depository for any Secured NCD in dematerialised form under Section 11 of the Depositories Act shall be deemed to be a register of Debenture Holders for this purpose.
6. A register of Debenture Holders holding Secured NCDs in physical form pursuant to rematerialisation of the Secured NCDs issued pursuant to this Issue ("**Register of Debenture Holder**") will be maintained in accordance with Section 88 of the Companies Act, 2013 and all interest/redemption amounts 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.

7. Subject to compliance with RBI requirements, Secured NCDs can be rolled over only with the consent of the holders of at least 75% of the outstanding amount of the Secured NCDs after providing at least 21 days' prior notice for such roll over and in accordance with the SEBI NCS 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.
8. The aforementioned rights of the Secured Debenture Holders are merely indicative. The final rights of the Secured Debenture Holders will be as per the terms of the Prospectus, the Debenture Trust Deed to be executed between our Company and the Debenture Trustee.

### **Debenture Trustees for the Debenture Holders**

We have appointed Vardhman Trusteeship Private Limited to act as the Debenture Trustees for the Debenture Holders in terms of Regulation 8 of the SEBI NCS Regulations and Section 71(5) of the Companies Act, 2013 and the rules prescribed thereunder. We and the Debenture Trustee will execute a Debenture Trust Deed, *inter alia*, specifying the powers, authorities and obligations of the Debenture Trustee and us with respect to the NCDs. The Debenture Holder(s) 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 NCDs as the Debenture Trustee may in its absolute discretion deem necessary or require to be done in the interest of the Debenture Holder(s). Any payment made by us to the Debenture Trustee on behalf of the Debenture Holder(s) shall discharge us *pro tanto* to the Debenture Holder(s).

The Debenture Trustee will protect the interest of the Debenture 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.

The Debenture Trustee has undertaken the necessary due diligence in accordance with Applicable Law, including the SEBI Debenture Trustee Master Circular and SEBI NCS Regulations.

### **Terms and Conditions of Debenture Trustee Agreement**

#### **Fees charged by Debenture Trustee**

The Debenture Trustee Agreement (DTA) has been executed as per applicable laws. Service charges of Debenture Trustee are mentioned in the consent letter No. CL|MUM/23-24/DE8/77, dated July 7, 2023.

#### **Terms of carrying out due diligence:**

- (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 Draft Shelf Prospectus/Shelf Prospectus/ Tranche I Prospectus, has been obtained. For the purpose of carrying out the due diligence as required in terms of the Relevant Laws, the Debenture Trustee, either through itself or its agents /advisors/consultants, shall have the power to examine the books of account of the Company and to have the Company's assets inspected by its officers and/or external auditors/valuers/consultants/lawyers/technical experts/management consultants appointed by the Debenture Trustee.
- (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 relevant, where the assets and/or encumbrances in relation to the assets of the Company or any third party security provider are registered / disclosed.
- (c) Further, in the event that existing charge holders have provided conditional consent / permissions to the Company to create further charge on the assets, the Debenture Trustee shall also have the power to verify such conditions by reviewing the relevant transaction documents or any other documents executed between existing charge holders and the Company. The Debenture Trustee shall also have the power to intimate the existing charge holders about proposal of creation of further encumbrance and seeking their comments/ objections, if any.
- (d) Without prejudice to the aforesaid, the Company shall ensure that it provides and procures all information, representations, confirmations and disclosures as may be required in the sole discretion of the Debenture Trustee to

carry out the requisite diligence in connection with the issuance and allotment of the Debentures, in accordance with the relevant laws/ Applicable Law.

- (e) The Debenture Trustee shall have the power to either independently appoint, or direct the 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. 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 the Company.
- (f) The Secured Debentures 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 the debenture trustee.

#### **Process of Due Diligence to be carried out by the Debenture Trustee**

Due Diligence will be carried out as per SEBI Debenture Trustee Master Circular, SEBI NCS Regulations and circulars issued by SEBI from time to time. This would broadly include the following:

- A Chartered Accountant (“CA”) appointed by Debenture Trustee will conduct independent due diligence as per scope provided, regarding security offered by the Issuer.
- CA will ascertain, verify, and ensure that the assets offered as security by the Issuer is free from any encumbrances or necessary permission / consent / NOC has been obtained from all existing charge holders.
- CA will conduct independent due diligence on the basis of data / information provided by the Issuer.
- CA will, periodically undertake due diligence as envisaged in SEBI circulars depending on the nature of security.
- On basis of the CA’s report / finding Due Diligence certificate will be issued by Debenture Trustee and will be filed with relevant Stock Exchange.
- Due Diligence conducted is premised on data / information made available to the Debenture Trustee appointed agency and there is no onus of responsibility on Debenture Trustee or its appointed agency for any acts of omission / commission on the part of the Issuer.

While the Debt Security is secured as per terms of the Offer Document and charge is held in favour of the Debenture Trustee, the extent of recovery would depend upon realization of asset value and the Debenture Trustee in no way guarantees / assures full recovery / partial of either principal or interest.

#### **Other Confirmations**

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 Debenture Trustee Master Circular.

The Debenture Trustee undertakes that the NCDs 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 the Debenture Trustee.

#### **Events of Default (including manner of voting/conditions of joining Inter Creditor Agreements)**

Subject to the terms of the Debenture Trust Deed, the Debenture Trustee, at its discretion may, or if so requested in writing by the holders of at least three-fourths of the outstanding amount of the NCDs or with the sanction of a special resolution, passed at a meeting of the Debenture Holders, (subject to being indemnified and/or secured by the Debenture Holders to its satisfaction), give notice to our Company specifying that the NCDs and/or any particular options of NCDs, in whole but not in part are and have become due and repayable on such date as may be specified in such notice inter alia if any of the events listed below occurs. The description below is indicative and a complete list of events of default including cross defaults, if any, and its consequences will be specified in the Debenture Trust Deed:



Indicative list of Events of Default:

- (i) default is committed in payment of the principal amount of the NCDs on the due date(s);
- (ii) default is committed in payment of any interest on the NCDs on the due date(s);
- (iii) default is committed in payment of any other amounts outstanding on the NCDs;
- (iv) defaults in performance or compliance with one or more of its material obligations, covenant, condition or provisions in relation to the NCDs and/or the Transaction Documents, which default is incapable of remedy or, if in the reasonable opinion of the Debenture Trustee is capable of remedy, is not remedied within 30 (thirty) days of written notice of such default being provided to the Company by the Debenture Trustee;
- (v) if the Company creates or attempts to create any additional charge on the Secured Assets or any part thereof without the prior approval of the Debenture Trustee.
- (vi) if in the opinion of the Debenture Trustee, the Security is in jeopardy.
- (vii) an order is made or an effective resolution passed for the winding-up or dissolution, judicial management or administration of the Company, or the Company ceases or threatens to cease to carry on all or substantially all of its business or operations, except for the purpose of and followed by a reconstruction, amalgamation, reorganisation, merger or consolidation on terms approved by a Special Resolution of the NCD Holders;
- (viii) the Company commences a voluntary proceeding under any applicable bankruptcy, insolvency, winding up or other similar law now or hereafter in effect, or consent to the entry of an order for relief in an involuntary proceeding under any such law, or consent to the appointment or taking possession by a receiver, liquidator, assignee (or similar official) for any or a substantial part of its property or take any action towards its re-organisation, liquidation or dissolution;
- (ix) any step is taken by Governmental Authority or agency or any other competent authority, with a view to the seizure, compulsory acquisition, expropriation or nationalisation of all or (in the opinion of the Debenture Trustee) a material part of the assets of the Company which is material to the Company;
- (x) the Company without the consent of Debenture Trustee ceases to carry on its business or gives notice of its intention to do so; and
- (xi) any event occurs which under the laws of any relevant jurisdiction has an analogous effect to any of the events referred to in any of the foregoing paragraphs.

In accordance with the SEBI Debenture Trustee Master Circular, in case of ‘Default’ by Issuers of listed debt securities”, post the occurrence of a “default”, the consent of the NCD Holders for entering into an inter-creditor agreement (the “ICA”)/enforcement of security shall be sought by the debenture trustee after providing a notice to the investors in the manner stipulated under applicable law. Further, the meeting of the NCD Holders shall be held within the period stipulated under applicable law. In case(s) where majority of investors express their consent to enter into the ICA, the debenture trustee shall enter into the ICA on behalf of the investors upon compliance with the conditions as stipulated in the abovementioned circular. In case consents are not received for signing the ICA, the debenture trustee shall take further action, if any, as per the decision taken in the meeting of the investors. The consent of the majority of investors shall mean the approval of not less than 75% of the investors by value of the outstanding debt and 60% of the investors by number at the ISIN level.

Regulation 51 read with the Explanation to Clause A (11) in Part B of Schedule III of the SEBI Listing Regulations, defines ‘default’ as non-payment of interest or principal amount in full on the pre-agreed date which shall be recognized at the first instance of delay in the servicing of any interest or principal on debt.

It is hereby confirmed, in case of an occurrence of a “default”, the Debenture Trustee shall abide and comply with the procedures mentioned in the SEBI Debenture Trustee Master Circular.

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

Since trading of the NCDs is in dematerialised form, the tradable lot is one NCD.

Allotment in this Tranche I Issue will be in Demat form in multiples of one NCD. For details of allotment, see “*Issue Procedure*” on page 68.

### **Nomination facility to Debenture Holder**

In accordance with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 (“**Rule 19**”) and Section 72 of the Companies Act, 2013, the sole Debenture Holder, or first Debenture Holder, along with other joint Debenture Holders’ (being individual(s)), may nominate, in the Form No. SH.13, any one person in whom, in the event of the death of Applicant the NCDs Allotted, if any, will vest. Where the nomination is made in respect of the NCDs held by more than one person jointly, all joint holders shall together nominate in Form No. SH.13 any person as nominee. A nominee entitled to the NCDs by reason of the death of the original holder(s), will, in accordance with Rule 19 and Section 56 of the Companies Act, 2013, be entitled to the same benefits to which he or she will be entitled if he or she were the registered holder of the NCDs. Where the nominee is a minor, the holder(s) may make a nomination to appoint, in Form No. SH.14, any person to become entitled to NCDs in the event of the holder’s death during minority. A nomination will stand rescinded on a sale/transfer/alienation of NCDs by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office, Corporate Office or with the Registrar to the Issue.

Debenture Holder(s) are advised to provide the specimen signature of the nominee to us to expedite the transmission of the NCD(s) to the nominee in the event of demise of the Debenture Holder(s). 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 Rule 19, any person who becomes a nominee by virtue of the Rule 19, will on the production of such evidence as may be required by the Board, elect either:

- to register himself or herself as the holder of the NCDs; or
- to make such transfer of the NCDs, as the deceased holder could have made.

Further, the 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, the Board may thereafter withhold payment of all interests or redemption amounts or other monies payable in respect of the NCDs, until the requirements of the notice have been complied with.

For all NCDs held in the dematerialized form, 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 in connection with NCDs held in the dematerialized form.

A nomination may be cancelled or varied by nominating any other person in place of the present nominee, by the Debenture 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.

For all NCDs held in the dematerialised form and since the allotment of NCDs pursuant to this Issue will be made only in dematerialized mode, there is no need to make a separate nomination with our Company. The 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 in connection with NCDs held in the dematerialised form.

### **Jurisdiction**

Exclusive jurisdiction for the purpose of this Tranche I Issue is with the competent courts of jurisdiction in Cochin, Kerala India.

### **Application in the Issue**

Applicants shall apply in this Tranche I Issue in dematerialised form only, through a valid Application Form filled in by the Applicant along with attachment, as applicable. Further, Applications in this Issue shall be made through the ASBA facility only (including Applications made by UPI Investors under the UPI Mechanism).

In terms of Regulation 7 of the SEBI NCS Regulations, our Company will make public issue of the NCDs in the dematerialised form only.

However, in terms of Section 8(1) of the Depositories Act, our Company, at the request of the Investors who wish to hold the NCDs in physical form will rematerialize the NCDs. However, any trading of the NCDs shall be compulsorily in dematerialised form only.

### **Form of Allotment and Denomination of Secured NCDs**

As per the SEBI NCS Regulations, the trading of the Secured NCDs on the Stock Exchange shall be in dematerialized form only in multiples of one (1) NCD (“**Market Lot**”). Allotment in this Issue to all allottees, will be in electronic form i.e. in dematerialised form and in multiples of one NCD.

For details of allotment please see “*Issue Procedure*” on page 68.

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

The NCDs shall be transferred or transmitted freely in accordance with the applicable provisions of the Companies Act, 2013. The 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 DPs of the transfer or transferee and any other applicable laws and rules notified in respect thereof. The transferee(s) should ensure that the transfer formalities are completed prior to the Record Date. The seller should give delivery instructions containing details of the buyer’s DP account to his Depository Participant.

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 maintained by the Depositories. In such cases, claims, if any, by the transferees would need to be settled with the transferor(s) and not with the Company or Registrar.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 read with SEBI Press release (no. 49/ 2018) dated December 3, 2018, NCDs held in physical form, pursuant to any rematerialisation, as above, cannot be transferred except by way of transmission or transposition, from April 1, 2019. However, any trading of the NCDs issued pursuant to this Issue shall be compulsorily in dematerialised form only.

### **Title**

In case of:

- the NCDs held in the dematerialised form, the person for the time being appearing in the record of beneficial owners maintained by the Depository; and
- the NCD held in physical form, pursuant to any rematerialisation, the person for the time being appearing in the Register of Debenture Holders as Debenture 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 regardless of any notice of ownership, trust or any interest in it or any writing on, theft or loss of the Consolidated NCD Certificate issued in respect of the NCDs and no person will be liable for so treating the Debenture Holder.

No transfer of title of NCD will be valid unless and until entered on the Register of Debenture Holders or the register and index of Debenture Holders 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 Debenture 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 NCDs will need to be settled with the seller of the NCDs and not with our Company or the Registrar.

### **Succession**

Where NCDs are held in joint names and one of the joint holders dies, the survivor(s) will be recognized as the Debenture Holder(s). It will be sufficient for our Company to delete the name of the deceased Debenture 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 Debenture Holder after obtaining evidence such as probate of a will for the purpose of proving his title to the

debentures. In the event of demise of the sole or first holder of the Debentures, the Company will recognise the executors or administrator of the deceased Debenture Holders, or the holder of the succession certificate or other legal representative as having title to the Debentures 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. The directors of the Company 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 Debenture 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 Debenture Holder. He shall approach the respective Depository Participant of the Debenture 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 Debenture 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.

#### **Joint-holders**

Where two or more persons are holders of any 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.

#### **Procedure for Re-materialization of NCDs**

Debenture Holders who wish to hold the NCDs in physical form may do so by submitting a request to their DP at any time after Allotment in accordance with the applicable procedure stipulated by the DP, in accordance with the Depositories Act and/or rules as notified by the Depositories from time to time. **Holders of NCDs who propose to dematerialise their NCDs, would have to mandatorily submit details of their bank mandate along with a copy of any document evidencing that the bank account is in the name of the holder of such NCDs and their Permanent Account Number to the Company and the DP. No proposal for rematerialisation of NCDs would be considered if the aforementioned documents and details are not submitted along with the request for such rematerialisation.**

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

There are no restrictions on transfers and transmission of NCDs Allotted pursuant to this Issue. Pursuant to the SEBI Listing Regulations, NCDs held in physical form, pursuant to any rematerialisation, as above, cannot be transferred except by way of transmission or transposition, with effect from April 1, 2019.

#### **Period of Subscription**

The subscription list shall remain open for a period as indicated below, with an option for early closure or extension by such period, as may be decided by the Board or a duly authorised committee of Directors of our Company, subject to necessary approvals. In the event of such early closure of this Tranche I Issue, our Company shall ensure that notice of such early closure is given one day prior to such early date of closure through advertisement/s in a leading national daily newspaper and a local newspaper in the state of Kerala, with wide circulation.

#### **Issue Programme**

<b>Issue Opening Date</b>	Friday, September 1, 2023 <sup>#</sup>
<b>Issue Closing Date</b>	Thursday, September 14, 2023 <sup>*</sup>

<sup>#</sup> This Tranche I Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m. (Indian Standard Time) during the period as indicated in this Tranche I Prospectus. Our Company may, in consultation with the Lead Manager, consider closing this Tranche I Issue on such earlier date or extended date (subject to a minimum period of three working days and a maximum period of 10 working days from the date of opening of this Tranche I Issue and subject to not exceeding thirty days from filing of this Tranche I Prospectus with ROC, including any extensions), as may be decided by the Board of Directors or a duly constituted committee thereof of the Company, subject to relevant approvals, in accordance with the Regulation 33A of the SEBI NCS Regulations. In the event of an early closure or extension of this Tranche I Issue, our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in an English daily national newspaper with wide circulation and a regional daily with wide

circulation where the registered office of the Company is located (in all the newspapers in which pre-issue advertisement for opening of this Tranche I Issue has been given on or before such earlier or initial date of Tranche I Issue closure). On the Tranche I Issue Closing Date, the Application Forms will be accepted only between 10:00 a.m. and 3:00 p.m. (Indian Standard Time) and uploaded until 5 p.m. or such extended time as may be permitted by the Stock Exchange. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5:00 p.m. on one Working Day post this Tranche I Issue Closing Date. For further details please see "General Information" on page 18.

\*Application (including Application under the UPI Mechanism) and any further changes to the Applications shall be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time, "IST") during this Tranche I Issue Period as mentioned above by the Members of the Syndicate, Trading Members and Designated Branches of SCSBs, except that on this Tranche I Issue Closing Date when the Applications and any further changes in details in Applications, if any, shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and shall be uploaded until 5.00 p.m. (IST) or such extended time as permitted by the Stock Exchange. Additionally, an Investor may also submit the Application Form through the app or web interface of the Stock Exchange. It is clarified that the Applications not uploaded in the Stock Exchange platform would be rejected.

Due to limitation of time available for uploading the Applications on the Tranche I Issue Closing Date, the Applicants are advised to submit their Applications one day prior to this Tranche I Issue Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Tranche I Issue Closing Date. All times mentioned in this Tranche I Prospectus are Indian Standard Time. Applicants are cautioned that in the event a large number of Applications are received on the Tranche I Issue Closing Date, as is typically experienced in public offerings, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for Allocation under this Tranche I Issue. Applications will be accepted only on Business Days, i.e., Monday to Friday (excluding any public holiday). Neither our Company, nor the Lead Manager, nor any Member of the Syndicate, Trading Members or Designated Branches of SCSBs is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise. Please note that, within each category of Investors, the Basis of Allotment under this Tranche I Issue will be on date priority basis except on the day of oversubscription, if any, where the Allotment will be proportionate.

### **Basis of payment of Interest**

NCDs once Allotted under any particular category of NCDs shall continue to bear the applicable tenor, Coupon/Yield and Redemption Amount as at the time of original Allotment irrespective of the category of Debenture Holder on any Record Date, and such Tenor, Coupon/Yield and Redemption Amount as at the time of original Allotment will not be impacted by trading of any series of NCDs between the categories of persons or entities in the secondary market.

Payment of Interest/Maturity Amount will be made to those Debenture Holders whose names appear in the Register of Debenture Holders (or to first holder in case of joint-holders) as on 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 Investors. 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 help Debenture Holders. The terms of this facility (including towns where this facility would be available) would be as prescribed by RBI. Please see, "Terms of the Issue - Manner of Payment of Interest / Redemption Amounts" on page 221.

### **Taxation**

Any tax exemption certificate/document must be lodged at the office of the Registrar at least 15 (fifteen) 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.

If the date of interest payment falls on a Saturday, Sunday or a public holiday in Mumbai or any other payment centre notified in terms of the Negotiable Instruments Act, 1881, then interest would be paid on the next working day. 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.

*Subject to the terms and conditions in connection with computation of applicable interest on the Record Date, please note that in case the NCDs are transferred and/or transmitted in accordance with the provisions of the Prospectus read with the provisions of the Articles of Association of our Company, the transferee of such NCDs or the deceased holder of NCDs, as the case may be, shall be entitled to any interest which may have accrued on the NCDs.*

## **Day Count Convention**

Interest shall be computed on actual/actual basis i.e. on the principal outstanding on the NCDs as per the SEBI Master Circular.

## **Effect of holidays on payments**

If the date of payment of interest does not fall on a Working Day, then the interest payment will be made on succeeding Working Day (the “**Effective Date**”), however the calculation for payment of interest will be only till the originally stipulated Interest Payment Date. The dates of the future interest payments would be as per the originally stipulated schedule. Payment of interest will be subject to the deduction of tax as per Income Tax Act or any statutory modification or re-enactment thereof for the time being in force. In case the Maturity Date (also being the last Interest Payment Date) does not fall on a Working Day, the payment will be made on the immediately preceding Working Day, along with coupon/interest accrued on the NCDs until but excluding the date of such payment.

## **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 Master Circular as shall be disclosed in the Prospectus.

## **Maturity and Redemption**

The NCDs issued pursuant to this Tranche I Prospectus have a fixed maturity date. The NCDs will be redeemed at the expiry of 24 months from the Deemed Date of Allotment for Options I, IV and VII, 36 months from the Deemed Date of Allotment for Options II, V and VIII, 60 months from the Deemed Date of Allotment for Options III, VI and IX and 96 months from the deemed allotment for Option X.

## **Application Size**

Each Application should be for a minimum of 10 NCDs and multiples of one NCD thereof. The minimum Application size for each Application would be ₹10,000 (for all kinds of Options)/ NCDs either taken individually or collectively) and in multiples of ₹1,000 thereafter.

Applicants can apply for any or all Options of NCDs offered hereunder provided the Applicant has applied for minimum Application size using the same Application Form.

**Applicants are advised to ensure that Application 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.**

## **Terms of Payment**

The entire issue price of ₹ 1,000 per NCD 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 instruct the SCSBs to unblock the excess amount blocked on Application in accordance with the terms of the Prospectus.

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

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

### ***For NCDs held in dematerialised form:***

The bank details will be obtained from the Depositories for payment of interest / redemption amount as the case may be. Holders of the NCDs, are advised to keep their bank account details as appearing on the records of the Depository Participant updated at all points of time. Please note that failure to do so could result in delays in credit of interest/redemption amounts at the Applicant’s sole risk, and the Lead Manager, our Company or the Registrar shall have no responsibility and undertake no liability for the same.

***For NCDs held in physical form on account of re-materialization:***

In case of NCDs held in physical form, on account of rematerialisation, the bank details will be obtained from the documents submitted to the Company along with the rematerialisation request. For further details, please see “*Terms of the Issue – Procedure for Re-materialization of NCDs*” on page 60.

The mode of payment of interest/redemption amount shall be undertaken in the following order of preference:

- 1. Direct Credit/ NACH/ RTGS:** Investors having their bank account details updated with the Depository shall be eligible to receive payment of interest / redemption amount, through:
  - (i) **Direct Credit.** interest / redemption amount would be credited directly to the bank accounts of the Investors, if held with the same bank as the Company.
  - (ii) **NACH:** National Automated Clearing House which is a consolidated system of ECS. Payment of interest / redemption amount 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 interest / redemption amount 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 interest / redemption amount 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 interest / redemption amount through NEFT or Direct Credit or RTGS.
  - (iii) **RTGS:** Applicants having a bank account with a participating bank and whose interest / redemption amount exceeds ₹ 2 lakhs, or such amount as may be fixed by RBI from time to time, have the option to receive the interest / redemption amount through RTGS. Such eligible Applicants who indicate their preference to receive interest / redemption amount 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 7 (seven) days before 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 / redemption amount shall be made through NECS subject to availability of complete bank account details for the same as stated above.
  - (iv) **NEFT:** Payment of interest / redemption amount shall be undertaken through NEFT wherever the Applicants’ bank has been assigned the Indian Financial System Code (“**IFSC**”), which can be linked to a Magnetic Ink Character Recognition, if any, available to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of the interest / redemption amounts, 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 de-mat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of interest / redemption amount will be made to the Applicants through this method.
- 2. Registered Post/Speed Post:** For all other Debenture Holders, including those who have not updated their bank particulars with the MICR code, the interest payment / redemption amount shall be paid by way of interest/ redemption warrants dispatched through speed post/ registered post only to Applicants that have provided details of a registered address in India.

**Printing of Bank Particulars on Interest/ Redemption 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 orders/ warrants. In relation to NCDs held dematerialised form, these particulars would be taken directly from the depositories. In case of NCDs held in physical form on account of rematerialisation, the Investors are advised to submit their bank account details with our Company / Registrar at least fifteen (15) days prior to the Record Date failing which the orders / warrants will be dispatched to the postal address of the holder of the NCD as available in the records of our Company. Bank account particulars will be printed on the warrants which can then be deposited only in the account specified.

**Loan against NCDs**

Pursuant to RBI Circular dated June 27, 2013, our Company, being an NBFC, is not permitted to extend any loans against the security of its NCDs.

### **Buy Back of NCDs**

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

Our Company may from time to time invite the Debenture Holders to offer the NCDs held by them through one or more buy-back schemes and/or letters of offer upon such terms and conditions as our Company may from time to time determine, subject to applicable statutory and/or regulatory requirements. Such NCDs which are bought back may be extinguished, re-issued and/or resold in the open market with a view of strengthening the liquidity of the NCDs in the market, subject to applicable statutory and/or regulatory requirements.

### **Procedure for Redemption by Debenture Holders**

The procedure for redemption is set out below:

#### ***NCDs held in physical form on account of re-materialization:***

No action would ordinarily be required on the part of the Debenture Holder at the time of redemption and the redemption proceeds would be paid to those Debenture 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 NCD certificate(s), duly discharged by the sole holder/all the joint-holders (signed on the reverse of the NCD certificate(s)) be surrendered for redemption on maturity and should be sent by the Debenture Holder(s) 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. Debenture Holder(s) may be requested to surrender the NCD certificate(s) 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 NCDs without the requirement of surrendering of the NCD certificates by the holder(s) thereof. In case we decide to do so, the holders of NCDs need not submit the NCD certificates to us and the redemption proceeds would be paid to those Debenture Holders whose names stand in the register of Debenture Holders maintained by us on the Record Date fixed for the purpose of redemption of NCDs. In such case, the NCD certificates would be deemed to have been cancelled. Also see “*Terms of the Issue - Payment on Redemption*” on page 64.

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

No action is required on the part of Debenture Holder(s) at the time of redemption of NCDs.

### **Payment on Redemption**

The manner of payment of redemption is set out below:

#### ***NCDs held in physical form on account of re-materialisation***

The payment on redemption of the 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 NCD certificate(s), duly discharged by the sole holder / all the joint-holders (signed on the reverse of the NCD certificate(s)). Dispatch of cheques/pay order, 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 Debenture Holders whose names stand in the Register of Debenture Holders maintained by us/Registrar to the Issue on the Record Date fixed for the purpose of redemption. Hence the transferees, if any, should ensure lodgement of the transfer documents with us at least 15 (fifteen) days prior to the Record Date. In case the transfer documents are not lodged with us at least 15 (fifteen) 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.

Our liability to holder(s) towards their rights including for payment or otherwise shall stand extinguished from the date of



redemption in all events and when we dispatch the redemption amounts to the Debenture Holder(s).

Further, we will not be liable to pay any interest, income or compensation of any kind from the date of redemption of the NCD(s).

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

On the redemption date, redemption proceeds would be paid by cheque /pay order / electronic mode to those Debenture 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 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 NCDs. It may be noted that in the entire process mentioned above, no action is required on the part of Debenture Holders.

Our liability to Debenture Holder(s) towards his/their rights including for payment or otherwise shall stand extinguished from the date of redemption in all events and when we dispatch the redemption amounts to the Debenture Holder(s).

Further, we will not be liable to pay any interest, income or compensation of any kind from the date of redemption of the NCD(s).

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

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

### **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 Debenture Holders available with us, 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 Debenture Holder(s) required to be given by us or the Debenture Trustee shall be published in one English language newspaper having wide circulation and one regional language daily newspaper in Kerala and/or will be sent by post/ courier or through email or other electronic media to the registered holders of the NCD(s) from time to time.

### **Issue of a NCD Certificate(s)**

If any NCD certificate(s), issued pursuant to rematerialisation, if any, is/are mutilated or defaced or the cages for recording transfers of 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 NCD certificate(s) shall be issued. Upon issuance of a duplicate NCD certificate, the original NCD certificate shall stand cancelled.

### **Future Borrowings**

We will be entitled to borrow/raise loans or avail of financial assistance in whatever form as also to issue debentures/ NCDs/other securities in any manner having such ranking in priority, *pari passu* or otherwise, subject to applicable consents, approvals or permissions that may be required under any statutory/regulatory/contractual requirement, and change the capital structure including the issue of shares of any class, on such terms and conditions as we may think appropriate, without the consent of, or intimation to, the Debenture Holders or the Debenture Trustee in this connection.

## **Impersonation**

As a matter of abundant caution, attention of the Investors 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.”*

The liability prescribed under Section 447 of the Companies Act 2013 for fraud involving an amount of at least ₹ 10 lakh or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. In case the fraud involves (i) an amount which is less than ₹ 10 lakh or 1% of the turnover of the Company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to ₹ 50 lakh or with both.

## **Pre-closure**

Our Company, in consultation with the Lead Manager reserves the right to close this Issue at any time prior to the Tranche I Issue Closing Date, subject to receipt of minimum subscription (75% of the Base Issue, i.e. ₹ 75 crores). Our Company shall allot NCDs with respect to the Application Forms received at the time of such pre-closure in accordance with the Basis of Allotment as described herein and subject to applicable statutory and/or regulatory requirements. In the event of such early closure of this Issue, our Company shall ensure that public notice of such early closure is published on or before such early date of closure or the Tranche I Issue Closing Date for this Issue, as applicable, through advertisement(s) in all those newspapers in which pre-issue advertisement and advertisement for opening or closure of this Tranche I Issue have been given.

## **Minimum Subscription**

If our Company does not receive the minimum subscription of 75% of Base Issue Size i.e. ₹ 75 crores, prior to the Tranche I Issue Closing Date, the entire Application Amount shall be unblocked in the relevant ASBA Account(s) of the Applicants within six Working Days from the Tranche I Issue Closing Date provided wherein, the Application Amount has been transferred to the Public Issue Account from the respective ASBA Accounts, such Application Amount shall be refunded from the Refund Account to the relevant ASBA Account(s) of the Applicants within six Working Days from the Tranche I Issue Closing Date, failing which the Company will become liable to refund the Application Amount along with interest at the rate 15 (fifteen) percent per annum for the delayed period.

Under Section 39(3) of the Companies Act, 2013 and 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 amount 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 included in the SEBI Master Circular.

## **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act, 2013, our Company will issue a statutory advertisement on or before the Tranche I Issue Opening Date. This advertisement will contain the information as prescribed in Schedule V of SEBI NCS Regulations in compliance with the Regulation 30(1) of SEBI NCS Regulations. Material updates, if any, between the date of filing of the Prospectus with RoC and the date of release of the statutory advertisement, will be included in the statutory advertisement.

## **Listing**

The NCDs offered through the Prospectus are proposed to be listed on the BSE. Our Company has obtained an ‘in-principle’ approval for the Issue from the BSE vide their letter DCS/BM/PI-BOND/009/23-24 dated August 21, 2023. For the purposes of the Issue, BSE shall be the Designated Stock Exchange.

Our Company will use best efforts to ensure that all steps for the completion of the necessary formalities for listing at the Stock Exchange is taken within six Working Days of the Tranche I Issue Closing Date. For the avoidance of doubt, it is hereby clarified that in the event of non- subscription to any one or more of the option, such option(s) of NCDs shall not be listed. 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 the Prospectus.

#### **Guarantee/ Letter of Comfort**

This Tranche I Issue is not backed by a guarantee or letter of comfort or any other document and/or letter with similar intent.

#### **Arrangers**

No arrangers have been appointed for this Tranche I Issue.

#### **Monitoring & Reporting of Utilisation of Issue Proceeds**

There is no requirement for appointment of a monitoring agency in terms of the SEBI NCS Regulations. Our Board shall monitor the utilisation of the proceeds of this Tranche I Issue. Our Company will disclose in the Company’s financial statements for the relevant financial year commencing from Financial Year 2024, the utilisation of the proceeds of this Tranche I Issue under a separate head along with details, if any, in relation to all such proceeds of this Tranche I Issue that have not been utilised thereby also indicating investments, if any, of such unutilised proceeds of this Tranche I Issue

#### **Lien**

Not Applicable

#### **Lien on Pledge of NCDs**

Subject to applicable laws, our Company, at its discretion, may note a lien on pledge of NCDs if such pledge of NCDs is accepted by any bank or institution for any loan provided to the Debenture Holder against pledge of such NCDs as part of the funding.

## ISSUE PROCEDURE

*This section applies to all Applicants. Specific attention of all Applicants is invited to the SEBI Master Circular, which provides, inter-alia, that for all public issues of debt securities all Applicants shall mandatorily use the ASBA facility for participating in this Tranche I Issue. ASBA Applicants and Applicants applying through the Direct Online Application Mechanism (as defined hereinafter) should note that the ASBA process and the Direct Online Application Mechanism involve application procedures that are different from the procedure applicable to all other Applicants. Please note that all Applicants are required to pay the full Application Amount or 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. Further in terms of the SEBI Master Circular retail individual investor may use the Unified Payment Interface (“UPI”) to participate in the public issue for an amount up to ₹ 5,00,000 through the app/web interface of the Stock Exchange or through intermediaries (Syndicate members, Registered Stock Brokers, Registrar and Transfer agent and Depository Participants).*

*Applicants should note that they may submit their Application Forms (including in cases where Applications are being made under the UPI mechanism) at (i) the Designated Branches of the SCSBs or (ii) at the Collection Centres, i.e. to the respective Members of the Consortium at the Specified Locations, the Trading Members at the Broker Centres, the CRTA at the Designated RTA Locations or CDP at the Designated CDP Locations or (iii) through BSE Direct, the app and/or web based interface/platform of the Stock Exchange, as applicable. For further information, please see “Issue Procedure - Submission of Completed Application Forms” on page 85.*

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

*Please note that this section has been prepared based on the SEBI Master Circular and the notifications issued by BSE in relation to the UPI Mechanism.*

*Further, our Company, the Lead Manager and the Lead Brokers do not accept any responsibility for any adverse occurrence consequent to the implementation of the UPI Mechanism for application in this Tranche I Issue.*

**THE DESIGNATED INTERMEDIARIES (OTHER THAN TRADING MEMBERS), SCSBs AND OUR COMPANY SHALL NOT BE RESPONSIBLE OR LIABLE FOR ANY ERRORS OR OMISSIONS ON THE PART OF THE TRADING MEMBERS IN CONNECTION WITH THE RESPONSIBILITIES OF SUCH TRADING MEMBERS INCLUDING BUT NOT LIMITED TO COLLECTION AND UPLOAD OF APPLICATION FORMS IN THIS TRANCHE I ISSUE ON THE ELECTRONIC APPLICATION PLATFORM PROVIDED BY THE STOCK EXCHANGE. FURTHER, THE STOCK EXCHANGE SHALL BE RESPONSIBLE FOR ADDRESSING INVESTOR GRIEVANCES ARISING FROM APPLICATION THROUGH TRADING MEMBERS REGISTERED WITH THE STOCK EXCHANGE.**

*For purposes of this Tranche I Issue, the term “Working Day” shall mean all days excluding Sundays or a holiday of commercial banks in Mumbai and/or Cochin, except with reference to Issue Period, where Working Days shall mean all days, excluding Saturdays, Sundays and public holiday in India. Furthermore, for the purpose of post issue period, i.e. period beginning from the Issue Closure to listing of the NCDs on the Stock Exchange, Working Day shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays in Mumbai, as per the SEBI NCS Regulations.*

The information below is given for the benefit of the Investors. 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 the Prospectus.

### PROCEDURE FOR APPLICATION

#### Availability of the Abridged Prospectus and Application Forms

The Abridged Prospectus containing the salient features of the Prospectus together with Application Form may be obtained from:

- (a) Our Company’s Registered Office and Corporate Office;
- (b) Offices of the Lead Manager/Syndicate Members;
- (c) the CRTA at the Designated RTA Locations;
- (d) the CDPs at the Designated CDP Locations;

- (e) Trading Members at the Broker Centres; and
- (f) Designated Branches of the SCSBs.

Electronic copies of the Shelf Prospectus and this Tranche I Prospectus along with the downloadable version of the Application Form will be available on the websites of the Lead Manager, the Stock Exchange, SEBI and the SCSBs.

Electronic Application Forms may be available for download on the website of the Stock Exchange and on the websites of the SCSBs that permit submission of Application Forms electronically. A unique application number (“UAN”) will be generated for every Application Form downloaded from the website of the Stock Exchange. Our Company may also provide Application Forms for being downloaded and filled at such website as it may deem fit. In addition, brokers having online demat account portals may also provide a facility of submitting the Application Forms virtually online to their account holders.

**Trading Members of the Stock Exchange can download Application Forms from the website of the Stock Exchange. Further, Application Forms will be provided to Trading Members of the Stock Exchange at their request.**

UPI Investors making an Application upto ₹5 lakhs, using the UPI Mechanism, must provide the UPI ID in the relevant space provided in the Application Form. Application Forms that do not contain the UPI ID are liable to be rejected. UPI Investors applying using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

#### **Who can apply?**

The following categories of persons are eligible to apply in this Issue:

#### **Category I**

- Resident public financial institutions as defined in Section 2(72) of the Companies Act 2013, statutory corporations including state industrial development corporations, scheduled commercial banks, co-operative banks and regional rural banks, and multilateral and bilateral development financial institutions which are authorised to invest in the NCDs;
- Provident funds of minimum corpus of ₹ 2,500 lakhs, pension funds of minimum corpus of ₹2,500 lakhs, superannuation funds and gratuity fund, 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 the IRDAI;
- National Investment Fund (set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India and published in the Gazette of India);
- Insurance funds set up and managed by the Indian army, navy or the air force of the Union of India or by the Department of Posts, India;
- Mutual Funds registered with SEBI; and
- Systemically Important NBFCs.

#### **Category II**

- Companies falling within the meaning of Section 2(20) of the Companies Act 2013; bodies corporate and societies registered under the applicable laws in India and authorised to invest in the NCDs;
- Educational institutions and associations of persons and/or bodies established pursuant to or registered under any central or state statutory enactment; which are authorised to invest in the NCDs;
- Trust including public/private charitable/religious trusts which are authorised to invest in the NCDs;
- Association of persons;
- 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); and
- Resident Indian individuals and Hindu undivided families through the Karta aggregating to a value exceeding ₹ 10 lakhs.

### Category III\*#

- Resident Indian individuals; and
- Hindu undivided families through the Karta.

\* applications aggregating to a value not more than and including ₹ 10 lakhs.

# applications upto a value of ₹5 lakhs can be made under the UPI Mechanism.

*For Applicants applying for NCDs, the Registrar shall verify the above on the basis of the records provided by the Depositories based on the DP ID Client ID and where applicable the UPI ID provided by the Applicants in the Application Form and uploaded onto the electronic system of the Stock Exchange by the Members of the Syndicate or the Trading Members, as the case may be.*

**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 Application 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. 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 this Tranche I Issue.**

The Lead Manager and its respective associates and affiliates are permitted to subscribe in the Issue.

#### **Who are not eligible to apply for NCDs?**

The following categories of persons, and entities, shall not be eligible to participate in this Issue and any Application from such persons and entities are liable to be rejected:

- Minors without a guardian name\*(A guardian may apply on behalf of a minor. However, Application by minors must be made through Application Forms that contain the names of both the minor Applicant and the guardian);
- Foreign nationals, NRI *inter-alia* including any 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;
- Persons resident outside India and other foreign entities;
- Foreign Portfolio Investors;
- Foreign Venture Capital Investors;
- Qualified Foreign Investors;
- Overseas Corporate Bodies; and
- Persons ineligible to contract under applicable statutory/regulatory requirements.

*\*Applicant shall ensure that guardian is competent to contract under Indian Contract Act, 1872*

Based on the information provided by the Depositories, our Company shall have the right to accept Application Forms belonging to an account for the benefit of a minor (under guardianship). In case of such Application, the Registrar to the Issue 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.

The concept of Overseas Corporate Bodies (meaning any company, partnership firm, society and other corporate body or overseas trust irrevocably owned/held directly or indirectly to the extent of at least 60% by NRIs), which was in existence until 2003, was withdrawn by the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies) Regulations, 2003. Accordingly, OCBs are not permitted to invest in this Issue.

Please see “*Issue Procedure - Rejection of Applications*” on page 87 for information on rejection of Applications.

## Method of Application

In terms of the SEBI Master Circular, an eligible Investor desirous of applying in this Issue can make Applications through the ASBA mechanism only. Applicants are requested to note that in terms of the SEBI Master Circular, SEBI has mandated issuers to provide, through a recognised stock exchange which offers such a facility, an online interface enabling direct application by investors to a public issue of debt securities with an online payment facility (“**Direct Online Application Mechanism**”). In this regard, SEBI has, through the SEBI Master Circular, directed recognized Stock Exchange in India to put in necessary systems and infrastructure for the implementation of the SEBI Master Circular and the Direct Online Application Mechanism infrastructure for the implementation of the SEBI Master Circular and the Direct Online Application Mechanism. Further, SEBI vide the SEBI Master Circular has directed the stock exchanges in India to formulate and disclose the operational procedure for making an application through the app/web based interface developed by them in order for investors to apply in public issue on their websites.

All Applicants shall mandatorily apply in this Tranche I Issue either through:

1. the ASBA process (including UPI Investors). Applicants intending to subscribe in this Tranche I Issue shall submit a duly filled Application Form to any of the Designated Intermediaries; or
2. UPI Investors having a valid UPI ID, through the app/web-based interface platform of the Stock Exchange (BSE Direct) wherein the application would automatically be uploaded onto the Stock Exchange’s bidding platform and the amount will be blocked using the UPI Mechanism.
3. Additionally, certain SEBI registered UPI handles which can be accessed at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43>, may also be used for making an Application through the UPI Mechanism.

## Application process through physical Application Form

Applicants opting for the physical mode of Application process, should submit the Application Form (including for Applications under the UPI Mechanism) only at the Collection 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 RTAs 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 on SEBI’s website *for Applications under the UPI Mechanism* at <https://www.sebi.gov.in>.

The relevant Designated Intermediaries, upon receipt of Application Forms from ASBA Applicants (including for Applications under the UPI Mechanism), shall upload the details of these Application Forms to the online platform of the Stock Exchange and submit the Application Forms (except Application Forms submitted by UPI Investors under the UPI Mechanism) with the SCSB with whom the relevant ASBA Accounts are maintained. An Applicant shall submit the Application Form, which shall be stamped at the relevant Designated Branch of the SCSB, with the SCSB and 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. For Applicants submitting the physical application Form who wish to block the funds in their respective UPI linked bank account through the UPI Mechanism, post uploading of the details of the Application Forms into the online platform of the Stock Exchange, the Stock Exchange shall share the Application details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate a UPI Mandate Request to such UPI Investors for blocking of funds.

Our Company, the Directors, affiliates, associates and their respective directors and officers, Lead Manager 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 (other than UPI Applications), the Application Amount payable on Application has been blocked in the relevant ASBA Account and for Applications by UPI Investors under the UPI Mechanism, uploaded by Designated Intermediaries, the Application Amount payable on Application has been blocked under the UPI Mechanism.

## **APPLICATION PROCESS THROUGH APP/WEB BASED INTERFACE OF THE STOCK EXCHANGE – BSE DIRECT**

SEBI, vide the SEBI Master Circular, has introduced an additional mode for application in this Tranche I Issue through online (app / web) interface/platform of the Stock Exchange. In furtherance to the same, the Stock Exchange has extended the facility of 'BSE Direct', which is a web based and a mobile app-based platform for making an Application in this Tranche I Issue where the funds can be blocked through the UPI Mechanism. BSE Direct platform can be accessed at <https://www.bsedirect.com> and can be accessed through the mobile app available (for android phone users only) on the Google Playstore.

**PLEASE NOTE THAT APPLICATIONS IN THIS TRANCHE I ISSUE, THROUGH THE 'BSE DIRECT' PLATFORM, CAN ONLY BE MADE BY UPI INVESTORS, I.E., APPLICANTS WHO MAKE AN APPLICATION IN THIS TRANCHE I ISSUE FOR AN AMOUNT UPTO ₹5 LAKHS ONLY.**

BSE Limited, the Designated Stock Exchange, has vide notifications dated December 28, 2020, notified the detailed operational procedure for making an Application, under the UPI Mechanism, using BSE Direct. The detailed operational instructions and guidelines issued by the Stock Exchange can be accessed on the Stock Exchange's website <https://www.bseindia.com/>.

### **OPERATIONAL INSTRUCTIONS AND GUIDELINES**

Certain relevant operational instructions and guidelines, for using BSE Direct to make an Application in this Tranche I Issue, are listed below:

#### **a. General Instructions –**

- i. Applicants are required to preregister themselves with BSE Direct. For the detailed process of registration and Applications under the BSE Direct Platform, see "*Issue Procedure - Process of Registration and Application on BSE Direct Platform/Mobile App*" on page 233.
- ii. Applicants can access BSE Direct platform via internet at <https://www.bsedirect.com> or through the mobile app (on android phones only) called BSE Direct which can be downloaded from the Google Playstore.
- iii. The Stock Exchange shall make this Prospectus and Issue related details available on its website under the 'Forthcoming Issues' a day prior to the Tranche I Issue Opening Date and the details of this Tranche I Issue shall also be made available on this Tranche I Issue page of BSE Direct.
- iv. The BSE Direct platform, offers a facility of making a direct application through the web based platform or the mobile app with a facility to block funds upto ₹5 lakhs through the UPI Mechanism.
- v. The mode of allotment for Applications made through the BSE Direct platform, shall mandatorily be in dematerialised form only.

#### **b. Order Entry Parameters -**

Pursuant to the SEBI Master Circular and other relevant SEBI circulars, the following operating parameters shall be made available for making an Application in the Debt IPO Segment. Applicants are requested to note the following general instructions:

- i. This Tranche I Issue symbol will remain same across all series/options;
- ii. Applicants can enter order for a single Application having different series within one order entry screen.
- iii. Before submission of the Application, the Applicant should have created an UPI ID with a maximum length of 45 characters including the handle (example: investorId@bankname)

Applicants can only submit an Application with the UPI Mechanism as the payment mode. The Applications which are successfully accepted will be allotted a bid id or order no.

#### **c. Modification and cancellation of orders**

- i. An Applicant shall not be allowed to add or modify the Application except for modification of either DP ID/Client ID, or PAN but not both.
- ii. The Applicant can withdraw the bid(s) submitted under a single Application and reapply.
- iii. The part cancellation of bid in a single Application will not be permitted.



For details of the process post the Application details being entered into the bidding platform of the Stock Exchange, see “*Issue Procedure – Submission of Applications - for Applications under the UPI Mechanism*” on page 238.

**d. Re-initiation of Bids**

- i. If the Applicant has not received the UPI Mandate vide an SMS or on the mobile app, associated with the UPI ID linked bank account, they will have the option to re-initiate the bid which is pending for confirmation.
- ii. The facility of re-initiation/ resending the UPI Mandate shall be available only till 5 pm on the day of bidding.
- iii. The Designated Intermediaries shall be permitted to use the re-initiation of Application option only once.

**e. Acceptance of the UPI Mandate**

- i. An Applicant will be required to accept the UPI Mandate by 5:00 pm on the third Working Day from the day of bidding on the Stock Exchange platform except for the last day of the Tranche I Issue Period or any other modified closure date of the Tranche I Issue Period in which case, they shall be required to accept the UPI Mandate by 5:00 pm of the next Working Day. As the Company reserves the right to close the Tranche I Issue prior to the Tranche I Issue Closing Date, hence it is advisable that the Applicants should accept the UPI mandate by 5:00 pm on the Working Day subsequent to date of submission of the Application on BSE Direct.
- ii. The transaction will be treated completed only after the UPI Mandate is accepted by the Applicant and the transaction is authorised by entering of their respective UPI PIN and successful blocking of fund through ASBA process by the Applicant’s bank.
- iii. If the Applicant fails to accept the mandate within stipulated timelines, their Application will not be considered for allocation.
- iv. Applicants are required to check the status of their Applications with regards to the UPI Mandate acceptance and blocking of fund in the UPI Report for completion of the transaction.
- v. Please note that the display of status of acceptance of the UPI Mandate/fund blocking shall be solely based on the data received from the Sponsor Bank.

**f. Order book and T+1 Modification**

- i. The order book will be available in the Debt module of the Stock Exchange in real time basis.
- ii. An Applicant shall be allowed to modify selected fields such as their DP ID/Client ID or PAN (Either DP ID/Client ID or PAN can be modified but not both) on T+1 day for a validated bid.

**g. Applicant’s responsibilities**

- i. Applicants shall check this Tranche I Issue details before making an Application.
- ii. Applicants shall only be able to make an Application for an amount upto ₹5 lakhs.
- iii. Applicants shall have only UPI as the payment mechanism with ASBA.
- iv. Applicants must check and understand the UPI Mandate acceptance and the fund blocking process before making an Application.
- v. The receipt of SMS for UPI Mandate acceptance depends upon the system response/ integration of UPI on the Debt Public Issue System.
- vi. Applicants must check their respective mobiles for an SMS or the mobile app, associated with the UPI ID linked bank account, for receipt of the UPI Mandate.
- vii. Applicants must accept the UPI Mandate request within stipulated timelines.
- viii. Applicants must note that the transaction will be treated completed only after the UPI Mandate is accepted by the Applicant and the transaction is authorised by entering of their respective UPI PIN and successful blocking of fund through ASBA process by the Applicant’s bank.
- vi. If the Applicant fails to accept the mandate within stipulated timelines, their Application will not be considered for allocation.
- vii. Applicants are required to check the status of their Applications with regards to the UPI Mandate acceptance and blocking of fund in the UPI Report for completion of the transaction.

**Our Company, the Directors, affiliates, associates and their respective directors and officers, Lead Manager, the Registrar to this Tranche I Issue or the Stock Exchange shall not be liable or responsible in the event an Applicant fails to receive the UPI Mandate acceptance request on their mobile or they fail to accept the UPI Mandate within the stipulated time period or due to any technical/other reasons**

## ***Process of Registration and Application on BSE Direct Platform/Mobile App***

### **a. Process of Registration for Investor**

- i. To make an Application on the BSE Direct platform/ mobile app an Applicant is required to register themselves with the platform/mobile app.
- ii. At the time of registration, the Applicant shall be required to select the option of “New Registration Without Broker” and enter their respective PAN along with details of their demat account (i.e., DP ID and Client ID) and UPI ID.
- iii. The Stock Exchange shall verify the PAN and demat account details entered by the Applicant with the Depository, within one Working Day.
- iv. The Applicant shall be required to accept the terms and conditions and also enter the correct ‘One Time Password’ (“**OTP**”) sent on their respective mobile phones and email IDs to complete the registration process.
- v. Upon the successful OTP confirmation, the Applicant’s registration request shall be accepted, and a reference number shall be provided to them for checking their registration status.
- vi. At the time of demat account verification, the Stock Exchange shall also validate Applicant’s client type (investor category) present in demat account.
- vii. An Applicant’s registration shall be rejected if an incorrect investor category and/or demat account details have been entered.
- viii. Post the verification of the demat account, the Stock Exchange shall activate the Applicant’s profile for making an Application and also provide a user ID (which is PAN) and password for login onto the BSE Direct platform.
- ix. An Applicant shall be able to view their respective details including their demat account, by accessing the tab ‘My Profile’.
  - x. To modify their details, an Applicant must login to the BSE Direct portal and click on ‘My profile’.
  - xi. The Stock Exchange shall revalidate the modified details with Depository.
  - xii. No modification request shall be accepted during this Tranche I Issue Period if the Applicant has made an Application in this Tranche I Issue.
  - xiii. To re-generate a new password, the Applicant can use the ‘Forget Password’ option.
  - xiv. Existing investors who are already registered for “GSec AND T-Bills investment”, can also use the facility for applying in this Tranche I Issue by using the UPI Mechanism for blocking of funds for Applications with a value upto ₹5 lakhs.

### **b. Process to place Bid via BSE Direct platform/ mobile app**

- i. This Tranche I Issue, during this Tranche I Issue Period, shall be opened for subscription and will be available for making an Application through the BSE Direct platform/ mobile app.
- ii. Upon successful login, an Applicant can select this Tranche I Issue to make an Application.
- iii. The details of PAN and DP ID and Client ID will be populated based on the registration done by the Applicant.
- iv. Before submission of the Application, an Applicant would be required to create a UPI ID with a maximum length of 45 characters including the handle (Example: investorId@bankname)
  - v. An Applicant shall be required to enter a valid UPI ID, in the UPI ID field.
  - vi. An Applicant must select the series/option along with number of NCDs being applied for in this Tranche I Issue.
  - vii. Applicants must check this Tranche I Issue details before making an Application.
  - viii. Applicant will only be able to make an Application for an amount of upto ₹5 lakhs.
  - ix. Applicants shall only have UPI as a payment mechanism with ASBA.
  - x. Applicants must check and understand the UPI Mandate acceptance and blocking of fund process before making an Application.

For details of the blocking process post the Application details being entered into the bidding platform of the Stock Exchange, see “*Issue Procedure – Submission of Applications - for Applications under the UPI Mechanism*” on page 79.

### **c. SMS from the Exchange**

- i. Post completion of the blocking process, the Stock Exchange shall send an SMS to the Applicant regarding submission of the Application at the end of day, during this Tranche I Issue Period and for the last day of this Tranche I Issue Period, the SMS shall be sent the next Working Day.

**d. Modification and Cancellation of Orders**

- i. An Applicant 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 but not both.
- ii. An Applicant can withdraw the bid(s) submitted under a single Application and reapply. However, part cancellation of bid in a single Application is not permitted.

**e. Re-initiation of Bid**

- i. If the Applicant has not received the UPI Mandate vide an SMS or on the mobile app, associated with the UPI ID linked bank account, they will have the option to re-initiate the bid which is pending for confirmation, after the lapse of reasonable time.
- ii. The Designated Intermediaries shall be permitted to use the re-initiation of Application option only once.

For details of the process of the UPI Mandate acceptance, see “*Issue Procedure – Operational Instructions and Guidelines - Acceptance of the UPI Mandate*” on page 73.

**Our Company, the Directors, affiliates, associates and their respective directors and officers, Lead Manager, the Registrar to this Tranche I Issue or the Stock Exchange shall not be liable or responsible in the event an Applicant fails to receive the UPI Mandate acceptance request on their mobile or they fail to accept the UPI Mandate within the stipulated time period or due to any technical/other reasons. Sine the process of making an Application through BSE Direct is based on notifications issued by the Stock Exchange, Applicants are requested to check the website of the Stock Exchange for any further notifications by the Stock Exchange amending, supplementing, updating or revising the process of Applications through BSE Direct.**

**APPLICATIONS FOR ALLOTMENT OF NCDs**

Details for Applications by certain categories of Applicants including documents to be submitted are summarized below.

**Applications by Mutual Funds**

Pursuant to the SEBI circular SEBI/HO/IMD/DF2/CIR/P/2019/104 dated October 1, 2019 (“**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 Application is being made. In case of Applications made by Mutual Fund registered with SEBI, a certified copy of their SEBI registration certificate must be submitted 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.**

**Application by Systemically Important Non-Banking Financial Companies**

Systemically Important Non- Banking Financial Company, a non-banking 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 can apply in this Issue based on their own investment limits and approvals. The Application Form must be accompanied by a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s). **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.**

**Application by commercial banks, co-operative banks and regional rural banks**

Commercial banks, co-operative banks and regional rural banks can apply in this Issue based on their own investment limits and approvals. The Application Form must be accompanied by certified true copies of their (i) the certificate of

registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to 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.**

**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 made by insurance companies registered with the Insurance Regulatory and Development Authority of India ("IRDAI"), a certified copy of certificate of registration issued by IRDAI must be lodged along with 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 therefore.**

Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by the IRDAI from time to time including the IRDA (Investment) Regulations, 2000.

#### **Application by Indian Alternative Investment Funds**

Applications made by Alternative Investment Funds eligible to invest in accordance with the Securities and Exchange Board of India (Alternative Investment Fund) Regulations, 2012, as amended (the "SEBI AIF Regulations") for Allotment of the NCDs must be accompanied by certified true copies of SEBI registration certificate. The Alternative Investment Funds shall at all times comply with the requirements applicable to it under the SEBI AIF Regulations and the relevant notifications issued by SEBI. **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.**

#### **Applications by associations of persons and/or bodies established pursuant to or registered under any central or state statutory enactment**

In case of Applications made by 'Associations of Persons' and/or bodies established pursuant to or registered under any central or state statutory enactment, must submit a (i) certified copy of the certificate of registration or proof of constitution, as applicable, (ii) power of attorney, if any, in favour of one or more persons thereof, (iii) such other documents evidencing registration thereof under applicable statutory/regulatory requirements. Further, any trusts applying for NCDs pursuant to this Issue must ensure that (a) they are authorized 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 in whole or in part, in either case, without assigning any reason therefor.**

#### **Applications by Trusts**

In case of Applications made by trusts, settled under the Indian Trusts Act, 1882, as amended, or any other statutory and/or regulatory provision governing the settlement of trusts in India, must submit a (i) certified copy of the registered instrument for creation of such trust, (ii) 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 this Issue must ensure that (a) they are authorized 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 in whole or in part, in either case, without assigning any reason therefor.**

#### **Applications by Public Financial Institutions or Statutory Corporations, which are authorised to invest in the NCDs**

The Application must be accompanied by certified true copies of: (i) any act/ rules under which they are incorporated; (ii) board resolution authorising investments; and (iii) specimen signature of authorised person. **Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any**

reason therefor.

**Applications by Provident Funds, Pension Funds, Superannuation Funds and Gratuity Fund, which are authorized to invest in the NCDs**

The Application must be accompanied by certified true copies of incorporation/ registration under any act/rules under which they are incorporated. **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.**

**Applications by National Investment Fund**

The Application must be accompanied by certified true copies of: (i) resolution authorising investment and containing operating instructions; and (ii) specimen signature of authorized person. **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.**

**Companies, bodies corporate and societies registered under the applicable laws in India**

The Application must be accompanied by certified true copies of the registration under the act/ rules under which they are incorporated. **Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.**

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

The Application must be accompanied by certified true copies of the registration under the act/ rules under which they are incorporated. **Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.**

**Applications by 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**

The Application must be accompanied by certified true copies of certified copy of certificate of the partnership deed or registration issued under the Limited Liability Partnership Act, 2008, as applicable. **Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.**

**Applications under Power of Attorney**

In case of Applications made pursuant to a power of attorney by Applicants who are Institutional Investors or Non-Institutional Investors, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, with a certified copy of the memorandum of association and articles of association and/or bye laws must be submitted with the Application Form. In case of Applications made pursuant to a power of attorney by Applicants, a certified copy of the power of attorney must be submitted 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. Our Company, in its absolute discretion, reserves the right to relax the above condition of attaching the power of attorney with the Application Forms subject to such terms and conditions that our Company and the Lead Manager may deem fit.**

Brokers having online demat account portals may also provide a facility of submitting the Application Forms online to their account holders. Under this facility, a broker receives an online instruction through its portal from the Applicant for making an Application on his/ her behalf. Based on such instruction, and a power of attorney granted by the Applicant to authorise the broker, the broker makes an Application on behalf of the Applicant.

**APPLICATIONS FOR ALLOTMENT OF NCDs**

This section is for the information of the Applicants proposing to subscribe to this Tranche I Issue. The Lead Manager 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 the Prospectus. Investors 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, the Lead Manager and the Registrar to this Tranche I Issue shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to Applications (including Applications under the UPI Mechanism) accepted by and/or uploaded by and/or accepted but not uploaded by Trading Members, registered brokers, CDPs, RTAs and SCSBs who are authorised to collect Application Forms from the Applicants in this Tranche I Issue, or Applications accepted and uploaded without blocking funds in the ASBA Accounts by SCSBs or failure to block the Application Amount under the UPI Mechanism.. It shall be presumed that for Applications uploaded by SCSBs (other than UPI Applications), the Application Amount payable on Application has been blocked in the relevant ASBA Account and for Applications by UPI Investors under the UPI Mechanism, uploaded by Designated Intermediaries, the Application Amount payable on Application has been blocked under the UPI Mechanism.

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 (<https://www.sebi.gov.in>) 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 Syndicate at Specified Locations, see the website of the SEBI (<https://www.sebi.gov.in>) 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 RTAs at the Designated RTA Locations, respective lists of which, including details such as address and telephone number, are available at the website 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.

### ***Submission of Applications***

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 Investor'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.

- (b) Physically through the Designated Intermediaries at the respective Collection 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 Collection Center where the Application Form is submitted (a list of such branches is available at <https://www.sebi.gov.in>).
- (c) A UPI Investor making an Application in this Tranche I Issue under the UPI Mechanism, where the Application Amount is upto ₹5 lakhs, can submit his Application Form physically to a SCSB or a Designated Intermediary. The Designated Intermediary shall upload the application details along with the UPI ID on the Stock Exchange's bidding platform using appropriate protocols. Kindly note that in this case, the Application Amount will be blocked through the UPI Mechanism.
- (d) A UPI Investor may also submit the Application Form for this Tranche I Issue through BSE Direct, wherein the Application will be automatically uploaded onto the Stock Exchange's bidding platform and an amount equivalent to the Application Amount shall be blocked using the UPI Mechanism.

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. Post which:

- (a) **for Applications other than under the UPI Mechanism** - 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>). 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. **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.
- (b) **for Applications under the UPI Mechanism** – once the Application details have been entered in the bidding platform through Designated Intermediaries or BSE Direct, the Stock Exchange shall undertake validation of the PAN and Demat account combination details of the Applicant with the Depository. The Depository shall validate the PAN and Demat account details and send response to the Stock Exchange which would be shared by the Stock Exchange with the relevant Designated Intermediary through its platform, for corrections, if any. Post uploading of the Application details on the Stock Exchange's platform, the Stock Exchange shall send an SMS to the Applicant regarding submission of the Application. Post undertaking validation with the Depository, the Stock Exchange shall, on a continuous basis, electronically share the bid details along with the Applicants UPI ID, with the Sponsor Bank appointed by our Company. The Sponsor Bank shall then initiate a UPI Mandate Request on the Applicant. The request raised by the Sponsor Bank, would be electronically received by the Applicant as an SMS or on the mobile app, associated with the UPI ID linked bank account. The Applicant shall then be required to authorise the UPI Mandate Request. Upon successful validation of block request by the Applicant, the information would be electronically received by the Applicants' bank, where the funds, equivalent to Application Amount, would get blocked in the Applicant's ASBA Account. The status of block request 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 Designated Intermediary.

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 Issue or until withdrawal/ rejection of the Application Form, as the case may be.

Applicants must note that:

- (a) Application Forms will be available with the Designated Branches of the SCSBs and with the Designated Intermediaries at the respective Collection Centres; and electronic Application Forms will be available on the websites of the SCSBs and the Stock Exchange at least one day prior to this Tranche I 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 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 Application Forms directly from Applicants only during this Tranche I Issue Period. The SCSBs shall not accept any Application Forms directly from Applicants after the closing time of acceptance of Applications on this Tranche I 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 this Tranche I Issue Closing Date, if the Applications have been uploaded. For further information on this Tranche I Issue programme, please see "*General Information – Issue Programme*" on page 24.

**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 dematerialised form only.**

## 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 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 should be in single or joint names and not exceeding three names, and in the same order as their Depository Participant details (in case of Applicants applying for Allotment of the Bonds in dematerialised form) and Applications should be made by Karta in case the Applicant is an HUF. Please ensure that such Applications contain the PAN of the HUF and not of the Karta;
- Applicants must provide details of valid and active DP ID, Client ID and PAN clearly and without error. On the basis of such Applicant's active DP ID, Client ID and PAN provided in the Application Form, and as entered into the electronic Application system of the 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;
- Applications must be for a minimum of 10 NCDs and in multiples of one NCD thereafter. For the purpose of fulfilling the requirement of minimum application size of 10 NCDs, an Applicant may choose to apply for 10 NCDs of the same option or across different option;
- If the ASBA Account holder is different from the Applicant, the Application Form should be signed by the ASBA Account holder also, in accordance with the instructions provided in the 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 Eighth 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 valid Permanent Account Number 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; and
- All Applicants should correctly mention the ASBA Account number and ensure that funds equal to the Application



Amount are available in the ASBA Account before submitting the Application Form to the Designated Branch 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.

The option, 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 Members of Syndicate, Trading Member of the Stock Exchange, Public Issue Account Banks nor Designated branches of SCSBs, as the case may be, will be liable for error in data entry due to incomplete or illegible Application Forms.**

**Our Company would allot the Option II of NCDs, as specified in the Prospectus to all valid Applications, wherein the Applicants have not indicated their choice of the relevant Option of NCDs. Appropriate instructions will be given to the Designated Intermediaries to indicate Option II as the Applicant's choice of the relevant NCD Option wherein the Applicants have not indicated their choice.**

#### **B. Applicant's Beneficiary Account Details**

Applicants must mention their DP ID, Client ID and UPI ID (wherever applicable) 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, PAN and UPI ID (wherever applicable) mentioned in the Application Form and entered into the electronic system of the Stock Exchange do not match with the DP ID, Client ID, PAN and UPI ID (wherever applicable) 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 this Tranche I Issue will take steps towards demat credit of NCDs. 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 demat credit and neither our Company, Designated Intermediaries, SCSBs, Registrar to this Tranche I 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 this Tranche I 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 this Tranche I Issue except in relation to this Issue. Allotment Advice would be mailed by speed post or registered post at the address of the Applicants as per the Demographic Details received from the Depositories. Applicants may note that delivery of Allotment Advice may get delayed if the same once sent to the address obtained from the Depositories are returned undelivered. Further, please note that any such delay shall be at such Applicants' sole risk and neither our Company, Registrar to this Tranche I Issue, Public Issue Account Bank, Sponsor Bank nor the Lead Manager shall be liable to compensate the Applicant for any losses caused to the Applicants due to any such delay or liable to pay any interest for such delay. In case of refunds through electronic modes as detailed in the Prospectus, refunds may be delayed if bank particulars obtained from the Depository Participant are incorrect.

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 NCDs pursuant to this 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 parameters, namely, DP ID, Client ID, PAN and UPI ID (wherever applicable), then such Application are liable to be rejected.**

#### **C. Permanent Account Number**

The Applicant should mention his or her Permanent Account Number allotted under the IT Act. For minor Applicants, applying through the guardian, it is mandatory to mention the PAN of the minor Applicant. 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 GIR number instead of the PAN as the Application is liable to be rejected on this ground.**

#### **D. Joint Applications**

Applications may be made in single or joint names (not exceeding three). In the case of joint Applications all interest / redemption amount payments will be made out in favour of the first Applicant. All communications will be addressed to the first named Applicant 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 option of NCDs, subject to a minimum Application size as specified in the Prospectus and in multiples of thereafter as specified in the Prospectus. **Any Application for an amount below the aforesaid minimum Application size will be deemed as an invalid Application and shall be rejected.** However, multiple Applications by the same individual Applicant aggregating to a value exceeding ₹ 10 lakhs shall be deemed such individual Applicant to be an HNI Applicant and all such Applications shall be grouped in the HNI Portion, for the purpose of determining the Basis of Allotment to such Applicant. However, 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 Hindu Undivided family 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 this 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.

#### **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 Prospectus and applicable law, rules, regulations, guidelines and approvals.
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 this Issue.
4. Ensure that the DP ID, the Client ID and the 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 and PAN available in the Depository database. Ensure that the DP ID, Client ID, PAN and UPI ID (wherever applicable) are correct and the depository account is active as Allotment of the Equity Shares will be in dematerialized form only. The requirement for providing Depository Participant details is mandatory for all Applicants.
5. Ensure that you have mentioned the correct ASBA Account number (for all Applicants other than UPI Investors applying using the UPI Mechanism) in the Application Form. Further, UPI Investors using the UPI Mechanism must also mention their UPI ID.
6. UPI Investors applying using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking, is certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries.
7. UPI Investors applying using the UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Investors shall ensure that the name of the app and the UPI handle which is used for making the application appears on the list displayed on the SEBI website. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected.
8. Ensure that the Application Form is signed by the ASBA Account holder (or the UPI-linked bank account holder, as

the case may be) in case the Applicant is not the ASBA account holder. Applicants (except UPI Investors making an Application using the UPI Mechanism) should ensure that they have an account with an SCSB and have mentioned the correct bank account number of that SCSB in the Application Form. UPI Investors applying using the UPI Mechanism should ensure that they have mentioned the correct UPI- linked bank account number and their correct UPI ID in the Application Form.

9. 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.
10. UPI Investors making an Application using the UPI Mechanism, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to Application Amount and subsequent debit of funds in case of Allotment, in a timely manner.
11. UPI Investors making an Application using the UPI Mechanism shall ensure that details of the Application are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using their UPI PIN. Upon the authorization of the mandate using their UPI PIN, the UPI Investor may be deemed to have verified the attachment containing the application details of the UPI Investor making and Application using the UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Application Amount and authorized the Sponsor Bank to issue a request to block the Application Amount mentioned in the ASBA Form in their ASBA Account.
12. UPI Investors making an Application using the UPI Mechanism should mention valid UPI ID of only the Applicants (in case of single account) and of the first Applicant (in case of joint account) in the ASBA Form.
13. UPI Investors making an Application using the UPI Mechanism, who have revised their Application subsequent to making the initial Application, should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to the revised Application Amount in their account and in case of Allotment in a timely manner.
14. Ensure that the Application Forms are submitted at the Designated Branches of SCSBs or the Collection Centres provided in the Application Forms, bearing the stamp of the relevant Designated Intermediary/ Designated Branch of the SCSB.
15. 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 Collection Centre.
16. Ensure that you have been given an acknowledgement as proof of having accepted the Application Form.
17. Ensure that signatures other than in the languages specified in the Eighth Schedule to the Constitution of India is attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal.
18. 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.
19. 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 this Tranche I Issue Closing Date. For further information on this Tranche I Issue programme, please see "*General Information – Issue Programme*" on page 24.
20. **Permanent Account Number:** Each of the Applicants should provide their PAN. Application Forms in which the PAN is not provided will be rejected.
21. 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.
22. All Applicants should choose the relevant option in the column "Category of Investor" in the Application Form.
23. Choose and mark the option of NCDs in the Application Form that you wish to apply for.
24. 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 for Applications.

#### **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 apply through 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 this Tranche I 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, Client ID, PAN and UPI ID (wherever applicable) or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to this Tranche I Issue.
9. Do not submit the Application Form without ensuring that funds equivalent to the entire Application Amount are available for blocking in the relevant ASBA Account or in the case of UPI Investors making an Application using the UPI Mechanism, in the UPI-linked bank account where funds for making the Application are available.
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 Applications to a Designated Intermediary at a location other than Collection Centres.
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 this 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. Payment of Application Amount in any mode other than through blocking of Application Amount in the ASBA Accounts shall not be accepted in this Tranche I Issue.
18. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Investors using the UPI Mechanism.
19. Do not submit more than five Application Forms per ASBA Account.

Please also see “*Issue Procedure – Operational Instructions and Guidelines - Applicant’s Responsibilities*” on page 73.

**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>).**

Please see “*Issue Procedure – Rejection of Applications*” on page 87 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 Collection Centres, named by such SCSB to accept such Applications from the Designated Intermediaries, as the case may be (a list of such branches is available at <https://www.sebi.gov.in>).

For Applications other than those under the UPI Mechanism, 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. For Applications under the UPI Mechanism, i.e., upto ₹5 lakhs, the Stock Exchange shall undertake validation of the PAN and Demat account combination details of the Applicant with the Depository. The Depository shall validate the PAN and Demat account details and send response to the Stock Exchange which would be shared by the Stock Exchange with the relevant Designated Intermediary through its platform, for corrections, if any. The blocking of funds in such case (not exceeding ₹5 lakhs) shall happen under the UPI Mechanism.

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 this Tranche I Issue shall instruct the SCSBs or the Sponsor Bank (as the case may be) 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.

For Applications submitted under the UPI Mechanism, post the successful validation of the UPI Mandate Request by the Applicant, the information would be electronically received by the Applicants' bank, where the funds, equivalent to Application Amount, would get blocked in the Applicant's ASBA Account.

**Applicants should ensure that they have funds equal to the Application Amount in the ASBA Account before submitting the Application. 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.**

**A UPI Investor applying through the UPI Mechanism should ensure that, they check the relevant SMS generated for the UPI Mandate Request and all other steps required for successful blocking of funds in the UPI linked bank account, which includes accepting the UPI Mandate Request by 5:00 pm on the third Working Day from the day of bidding on the Stock Exchange (except on the last day of this Tranche I Issue Period, where the UPI Mandate Request not having been accepted by 5:00 pm of the next Working Day), have been completed.**

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 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 or the Sponsor Bank (in case of Applications under the UPI Mechanism) on the basis of the instructions issued in this regard by the Registrar to the respective SCSB or the Sponsor Bank, within six Working Days of this Tranche I 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 this Issue or until rejection of the Application, as the case may be.

#### **SUBMISSION OF COMPLETED APPLICATION FORMS**

<b>Mode of Submission of Application Forms</b>	<b>To whom the Application Form has to be submitted</b>
ASBA Applications	(i) If using <u>physical Application Form</u> , (a) to the Designated Intermediaries at relevant Collection 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.
Applications under the UPI Mechanism	(i) Through the Designated Intermediary, physically or electronically, as applicable; or (ii) Through BSE Direct.

**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 (including those under the UPI Mechanism) using the on-line facilities of the Stock Exchange. **The Members of Syndicate, our Company and the Registrar to this Tranche I Issue or the Lead Manager is 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, (v) any Applications accepted and uploaded and/or not uploaded by the Trading Members of the Stock Exchange or (vi) any Application made under the UPI Mechanism, accepted or uploaded or failed to be uploaded by a Designated Intermediary or through the app/web based interface of the Stock Exchange and the corresponding failure for blocking of funds under the UPI Mechanism.**

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 option, 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 this Issue. This facility will be available on the terminals of Designated Intermediaries and the SCSBs during this Tranche I 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 this Issue Closing Date. On this Tranche I 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 this Tranche I 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 this Tranche I Issue programme, please see “*General Information – Issue Programme*” on page 24.
- (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)
  - Option of NCDs applied for
  - Number of NCDs Applied for in each option of NCD
  - Price per NCD
  - Bank code for the SCSB where the ASBA Account is maintained
  - Bank account number
  - Location
  - 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)
  - Option of NCDs applied for
  - Number of NCDs Applied for in each option of NCD
  - Price per NCD
  - Bank code for the SCSB where the ASBA Account is maintained
  - Bank account number
  - Location
  - Application amount
- (e) A system generated acknowledgement (TRS) 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 below or if all required information is not provided**

**or the Application Form is incomplete in any respect.** The permission given by the Stock Exchange to use its 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 Manager 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 the Prospectus; nor does it warrant that the NCDs will be listed or will continue to be listed on the Stock Exchange.

- (g) **Only Applications that are uploaded on the online system of the Stock Exchange shall be considered for allocation/ Allotment.** The 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 this Tranche I Issue Closing Date to modify/ verify certain selected fields uploaded in the online system during this Tranche I 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 the Debenture Trustee thereof, 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:

- (a) 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);
- (b) Applications accompanied by cash, draft, cheques, money order or any other mode of payment other than amounts blocked in the Applicants' ASBA Account maintained with an SCSB;
- (c) Applications not being signed by the sole/joint Applicant(s);
- (d) Investor Category in the Application Form not being ticked;
- (e) 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;
- (f) Applications where a registered address in India is not provided for the non-Individual Applicants;
- (g) 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);
- (h) Minor Applicants (applying through the guardian) without mentioning the PAN of the minor Applicant;
- (i) PAN not mentioned in the Application Form., In case of minor Applicants applying through guardian, when PAN of the Applicant is not mentioned;
- (j) DP ID, Client ID or UPI ID (wherever applicable) not mentioned in the Application Form;
- (k) GIR number furnished instead of PAN;
- (l) Applications by OCBs;
- (m) Applications for an amount below the minimum Application size;
- (n) Submission of more than five ASBA Forms per ASBA Account;

- (o) Applications by persons who are not eligible to acquire NCDs of our Company in terms of applicable laws, rules, regulations, guidelines and approvals;
- (p) Applications under power of attorney or by limited companies, corporate, trust etc. submitted without relevant documents;
- (q) Applications accompanied by stockinvest/ cheque/ money order/ postal order/ cash;
- (r) 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);
- (s) Applications by persons debarred from accessing capital markets, by SEBI or any other appropriate regulatory authority;
- (t) Application Forms not being signed by the ASBA Account holder, if the account holder is different from the Applicant;
- (u) 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;
- (v) 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 Intermediary, as the case may be;
- (w) ASBA Applications not having details of the ASBA Account or the UPI-linked Account to be blocked;
- (x) In case no corresponding record is available with the Depositories that matches the parameters namely, DP ID, Client ID, UPI ID and PAN;
- (y) 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;
- (z) 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;
- (aa) Applications for amounts greater than the maximum permissible amount prescribed by the regulations and applicable law;
- (bb) Authorization to the SCSB for blocking funds in the ASBA Account not provided;
- (cc) Applications by any person outside India;
- (dd) Applications not uploaded on the online platform of the Stock Exchange;
- (ee) Applications uploaded after the expiry of the allocated time on this Tranche I Issue Closing Date, unless extended by the Stock Exchange, as applicable;
- (ff) Application Forms not delivered by the Applicant within the time prescribed as per the Application Form, the Prospectus and as per the instructions in the Application Form and the Prospectus;
- (gg) 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;
- (hh) Applications providing an inoperative demat account number;
- (ii) Applications submitted to the Designated Intermediaries other than the Collection Centres or at a Branch of a SCSB which is not a Designated Branch;



- (jj) Applications submitted directly to the Public Issue Bank (except in case the ASBA Account is maintained with the said bank as a SCSB);
- (kk) Investor category not ticked;
- (ll) In case of cancellation of one or more orders (series) within an Application, leading to total order quantity falling under the minimum quantity required for a single Application
- (mm) A UPI Investor applying through the UPI Mechanism, not having accepted the UPI Mandate Request by 5:00 pm on the third Working Day from the day of bidding on the stock exchange except on the last day of this Tranche I Issue Period, where the UPI Mandate Request not having been accepted by 5:00 pm of the next Working Day; and
- (nn) A non-UPI Investor making an Application under the UPI Mechanism, i.e., an Application for an amount more than ₹5 lakhs.

For information on certain procedures to be carried out by the Registrar to this Tranche I Issue for finalization of the Basis of Allotment, please see “*Information for Applicants*” below.

### **Information for Applicants**

Upon the closure of this Tranche I Issue, the Registrar to this Tranche I Issue will reconcile the compiled data received from the Stock Exchange and all SCSBs and match the same with the Depository database for correctness of DP ID, Client ID, UPI ID (where applicable) and PAN. The Registrar to this Tranche I Issue will undertake technical rejections based on the electronic details and the Depository database and prepare list of technical rejection cases. In case of any discrepancy between the electronic data and the Depository records, our Company, in consultation with the Designated Stock Exchange, the Lead Manager and the Registrar to this Tranche I Issue, reserves the right to proceed as per the Depository records for such Applications or treat such Applications as rejected.

Based on the information provided by the Depositories, our Company shall have the right to accept Applications belonging to an account for the benefit of a minor (under guardianship).

In case of Applications for a higher number of NCDs than specified for that category of Applicant, only the maximum amount permissible for such category of Applicant will be considered for Allotment.

### **BASIS OF ALLOTMENT**

#### **Basis of Allotment for NCDs**

The Registrar will aggregate the Applications, based on the applications received through an electronic book from the Stock Exchange and determine the valid Application for the purpose of drawing the basis of allocation.

#### **Allocation Ratio**

**The Registrar 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 allocation. Grouping of the application received will be then done in the following manner:**

Grouping of Applications and Allocation Ratio: Applications received from various applicants shall be grouped together on the following basis:

- (a) *Applications received from Category I applicants:* Applications received from Category I, shall be grouped together, (“**Institutional Portion**”);
- (b) *Applications received from Category II applicants:* Applications received from Category II, shall be grouped together, (“**Non-Institutional Portion**”);
- (c) *Applications received from Category III applicants:* Applications received from Category III, shall be grouped together, (“**Retail Individual Portion**”).

For removal of doubt, “*Institutional Portion*”, “*Non-Institutional Portion*” and “*Retail Individual Portion*” are individually referred to as “*Portion*” and collectively referred to as “*Portions*”.

For the purposes of determining the number of NCDs available for allocation to each of the abovementioned Portions, our Company shall have the discretion of determining the number of NCDs to be Allotted over and above the Base Issue Size, in case our Company opts to retain any oversubscription in this Tranche I Issue up to this Tranche I Issue Limit i.e. aggregating up to ₹ 400 Crore. The aggregate value of NCDs decided to be allotted over and above the Base Issue Size, (in case our Company opts to retain any oversubscription in this Tranche I Issue), and/or the aggregate value of NCDs up to the Base Issue Size shall be collectively termed as the “*Overall Issue Size*”.

#### ***Basis of Allotment for NCDs***

Allotments in the first instance:

- (i) Applicants belonging to the Category I, in the first instance, will be allocated NCDs up to 5% of overall Issue Size on first come first serve basis (determined on the basis of date of receipt of each Application duly acknowledged by the Lead Manager and their respective affiliates/SCSB (Designated Branch or online acknowledgement));
- (ii) Applicants belonging to the Category II, in the first instance, will be allocated NCDs up to 35% of Overall Issue Size on first come first serve basis (determined on the basis of date of receipt of each Application duly acknowledged by the Members of the Syndicate/Trading Members/SCSB (Designated Branch or online acknowledgement));
- (iii) Applicants belonging to the Category III, in the first instance, will be allocated NCDs up to 60% of Overall Issue Size on first come first serve basis (determined on the basis of date of receipt of each Application duly acknowledged by the Members of the Syndicate/Trading Members/SCSB (Designated Branch or online acknowledgement));
- (iv) 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. However, on the date of oversubscription, the Allotments would be made to the Applicants on proportionate basis.

(a) Under Subscription:

Under subscription, if any, in any Portion, priority in Allotments will be given in the following order:

- (i) Individual Portion
- (ii) Non-Institutional Portion and Resident Indian individuals and Hindu undivided families through the Karta applying who apply for NCDs aggregating to a value exceeding ₹ 10 lakhs;
- (iii) Institutional Portion
- (iv) on a first come first serve basis.

Within each Portion, priority in Allotments will be given on a first-come-first-serve basis, based on the date of upload of each Application into the electronic system of the Stock Exchange.

For each Portion, all Applications uploaded on to the electronic book with the Stock Exchange would be treated at par with each other. Allotment would be on proportionate basis, where Applications uploaded into the Platform of the Stock Exchange on a particular date exceeds NCDs to be allotted for each Portion respectively.

Minimum allotment of 1 (one) NCD and in multiples of 1 (one) NCD thereafter would be made in case of each valid Application.

For the purpose of clarity, in case of oversubscription please see the below indicative scenarios:

- (i) In case of an oversubscription in all Portions resulting in an oversubscription in this Tranche I Issue Limit, Allotments to the maximum permissible limit, as possible, will be made on a first-come first serve basis and thereafter on proportionate basis, i.e. full allotment of the NCDs to the Applicants on a first come first basis up to the date falling 1 (one) day prior to the date of oversubscription to respective Portion and proportionate allotment of NCDs to the Applicants on the date of oversubscription in respective Portion (based on the date of upload of each Application on the electronic platform of the Stock Exchanges in each Portion).
- (ii) In case there is oversubscription in this Tranche I Issue Limit, however there is under subscription in one or more Portion(s), Allotments will be made in the following order:

- a. All valid Applications in the undersubscribed Portion(s) uploaded on the electronic platform of the Stock Exchanges till the end of the last day of this Tranche I Issue Period, shall receive full and firm allotment.
- b. In case of Portion(s) that are oversubscribed, allotment shall be made to valid Applications received on a first come first serve basis, based on the date of upload of each Application on the electronic platform of the Stock Exchanges. Priority for allocation of the remaining undersubscribed Portion(s) shall be given to day wise Applications received in the Retail Individual Portion followed by Non-Institutional Portion and lastly Institutional Portion each according to the day of upload of Applications on the electronic platform of the Stock Exchanges during this Tranche I Issue Period. For the sake of clarity, the day on which the entire remaining undersubscribed Portion is allocated to the oversubscribed Portion(s), no allocation shall be made to any oversubscribed Portion(s) on the remaining days of this Tranche I Issue Period.

(b) 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 NCDs to the valid Applicants on a first come first serve basis for forms uploaded up to 5 pm of the date falling 1 (one) day prior to the date of oversubscription and proportionate allotment of NCDs to the valid Applicants on the date of oversubscription (based on the date of upload of the Application on the Stock Exchange Platform, in each Portion). In case of over subscription on date of opening of this Tranche I Issue, the Allotment shall be made on a proportionate basis. Applications received for the NCDs after the date of oversubscription will not be considered for Allotment.

In view of the same, the Investors are advised to refer to the Stock Exchange website at [www.bseindia.com](http://www.bseindia.com) for details in respect of subscription.

(c) 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 NCDs being higher than this Tranche I Issue Size, not all Applicants will be allotted the number of 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; and

(d) Applicant applying for more than one Option of NCDs:

If an Applicant has applied for more than one Option of NCDs, and in case such Applicant is entitled to allocation of only a part of the aggregate number of NCDs applied for due to such Applications received on the date of oversubscription, the option-wise allocation of NCDs to such Applicants shall be in proportion to the number of NCDs with respect to each option, applied for by such Applicant, subject to rounding off to the nearest integer, as appropriate in consultation with Lead Manager and Designated Stock Exchange.

In cases of odd proportion for Allotment made, our Company in consultation with the Lead Manager will allot the residual NCD (s) in the following order:

- (i) first with monthly interest payment in order of least tenor i.e. Option I, II and III;
- (ii) followed by annual interest payment in order of least tenor i.e. Option IV, V and VI;
- (iii) followed by payment on cumulative Option in order of least tenor i.e. Option VII, VIII, IX and X.  
However the allotment in category IX and X shall not exceed Rs. 100 crores each.

All decisions pertaining to the Basis of Allotment of NCDs pursuant to this Tranche I Issue shall be taken by our Company in consultation with the Lead Manager, and the Designated Stock Exchange and in compliance with the aforementioned provisions of this Prospectus.

Our Company would Allot Option II NCDs to all valid applications, wherein the Applicants have not indicated their choice of the relevant Option of the NCDs. Therefore, instructions will be given to the Designated Intermediaries to indicate Option II NCD as the Applicant's choice of the relevant NCD Option wherein the Applicants have not indicated their choice.

Valid applications where the Application Amount received does not tally with or is less than the amount equivalent to value of 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 in accordance with the pecking order mentioned above.

All decisions pertaining to the Basis of Allotment of NCDs pursuant to this Tranche I Issue shall be taken by our Company in consultation with the Lead Manager and the Designated Stock Exchange and in compliance with the aforementioned provisions of this Prospectus.

#### **Retention of oversubscription**

Our Company shall have an option to retain over-subscription up to this Tranche I Issue limit.

#### **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 or the Sponsor Bank (for Applications under the UPI Mechanism), as applicable, to unblock the funds in the relevant ASBA Account/UPI linked bank account, for withdrawn, rejected or unsuccessful or partially successful Applications within six Working Days of this Tranche I Issue Closing Date.

#### **ISSUANCE OF ALLOTMENT ADVICE**

Our Company shall ensure dispatch of Allotment Advice and/ or give instructions for credit of NCDs to the beneficiary account with Depository Participants upon approval of Basis of Allotment. The Allotment Advice for successful Applicants will be mailed by speed post/registered post to their addresses as per the Demographic Details received from the Depositories.

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 this Tranche I Issue Closing Date.

Allotment Advices shall be issued or Application Amount shall be unblocked within 6 (six) Working Days from this Tranche I 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 or the UPI linked bank accounts (for Applications under the UPI Mechanism) of the Applicants forthwith.

Our Company will provide adequate funds required for dispatch of Allotment Advice to the Registrar to this Tranche I Issue.

#### **OTHER INFORMATION**

##### **Withdrawal of Applications during this Tranche I Issue Period**

Applicants can withdraw their Applications until this Tranche I Issue Closing Date. In case an Applicant wishes to withdraw the Application during this Tranche I Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite.

In case of Applications (other than under the UPI Mechanism) were submitted to the Designated Intermediaries, upon receipt of the request for withdrawal from the Applicant, the relevant Designated Intermediary, as the case may be, shall do the requisite, including deletion of details of the withdrawn Application Form from the electronic system of the Stock Exchange and intimating the Designated Branch of the SCSB to unblock of the funds blocked in the ASBA Account at the time of making the Application. In case of Applications (other than under the UPI Mechanism) submitted directly to the Designated Branch of the SCSB, upon receipt of the request for withdraw from the Applicant, the relevant Designated Branch shall do the requisite, including deletion of details of the withdrawn Application Form from the electronic system of the Stock Exchange and unblocking of the funds in the ASBA Account, directly.

##### **Withdrawal of Applications after this Tranche I Issue Period**

In case an Applicant wishes to withdraw the Application after this Tranche I Issue Closing Date or early closure date, the same can be done by submitting a withdrawal request to the Registrar to the Issue prior to the finalization of the Basis of

Allotment.

### **Revision of Applications**

As per the notice No: 20120831-22 dated August 31, 2012 issued by the BSE, cancellation of one or more orders (series) within an Application is permitted during this Tranche I 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 (series) 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 this Tranche I Issue Period, as allowed/permitted by the Stock Exchange, by submitting a written request to the Designated Intermediary and the Designated Branch of the SCSBs, as the case may be. For Applications made under the UPI Mechanism, an Applicant shall not be allowed to add or modify the details of the Application except for modification of either DP ID/Client ID, or PAN ID but not both. However, the Applicant may withdraw the Application and reapply.

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 as per the procedures and requirements prescribed by the 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 this Tranche I 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 this Tranche I Issue Closing Date to modify/ verify certain selected fields uploaded in the online system during this Tranche I Issue Period, after which the data will be sent to the Registrar for reconciliation with the data available with the NSDL and CDSL. Please also see, “*Issue Procedure – Operational Instructions and Guidelines - Modification and cancellation of orders*” on page 232.

### **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, 1996, the NCDs issued by us can be held in a dematerialised form. In this context:

- (i) Tripartite agreement dated January 30, 2014 among our Company, the Registrar and CDSL and tripartite agreement dated February 5, 2014 among our Company, the Registrar and NSDL, respectively for offering depository option to the investors.
- (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) 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 Issue.
- (vi) It may be noted that 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 NCDs held in dematerialised form would be paid to those Debenture Holders whose names appear on the list of beneficial owners given by the Depositories to us as on Record Date. In case of those 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.

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

**PLEASE NOTE THAT TRADING OF NCDs ON THE FLOOR OF THE STOCK EXCHANGE SHALL BE IN DEMATERIALISED FORM ONLY IN MULTIPLE OF ONE NCD.**

Allottees will have the option to re-materialize the NCDs Allotted under this Tranche I 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 Issue (except the Applications made through the Trading Members of the Stock Exchange) should be addressed to the Registrar to the Issue, 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, ASBA Account number in which the amount equivalent to the Application Amount was blocked or the UPI ID (for UPI Investors who make the payment of Application Amount through the UPI Mechanism), date of the Application Form, name and address of the Designated Intermediary or Designated Branch of the SCSBs, as the case may be, where the Application was submitted.

Applicants may contact 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.

**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**

"Investors are advised to read the risk factors carefully before taking an investment decision in this issue. For taking an investment decision, investors must rely on their own examination of the issuer and the offer including the risks involved. The securities have not been recommended or approved by any regulatory authority in India, including the Securities and Exchange Board of India (SEBI) nor does SEBI guarantee the accuracy or adequacy of this document. Specific attention of investors is invited to the statement of '*Risk factors*' on page 17 under the section '*General Risks*'."

The Issuer, having made all reasonable inquiries, accepts responsibility for, and confirms that this Offer Document contains all information with regard to the issuer and this Tranche I Issue, that the information contained in the offer document is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. The issuer has no side letter with any debt securities holder except the one(s) disclosed in the offer document/offer document. Any covenants later added shall be disclosed on the stock exchange website where the debt is listed."

Our Company undertakes that:

- (a) All monies received pursuant to this Issue 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 this 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) 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) Undertaking by our Company for execution of the Debenture Trust Deed;
- (f) We shall utilize this Tranche I Issue proceeds only upon execution of the Debenture Trust Deed as stated in this Prospectus and the Prospectus, on receipt of the minimum subscription of 75% of the Base Issue i.e. ₹ 75 Crore and receipt of listing and trading approval from the Stock Exchange;
- (g) This Tranche I 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 business, dealing in equity of listed companies or lending/investment in group companies;
- (h) The allotment letter shall be issued or application money shall be unblocked within 6 (six) Working Days from the closure of this Issue or such lesser time as may be specified by SEBI, or else the Application money shall be refunded to the Applicants forthwith;
- (i) Details of all monies unutilised out of the previous issues made by way of public offer, if any, shall be disclosed and continued to be disclosed under an appropriate separate head in our balance sheet till the time any part of the proceeds of such previous issue remains unutilized indicating the securities or other forms of financial assets in which such unutilized monies have been invested;
- (j) we shall create a recovery expense fund in the manner as maybe specified by the Board from time to time and inform the Debenture Trustee about the same; and
- (k) we undertake that the assets on which charge is created to meet the hundred percent security cover, are free from any encumbrances and in cases where the assets are already charged to secure a debt, the permission or consent to create a second or *pari-passu* charge on the assets of the issuer has been obtained from the earlier creditor.

#### ***Other Undertakings by our Company***

Our Company undertakes that:

- (a) Complaints received in respect of this Issue (except for complaints in relation to Applications submitted to Trading Members) 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 NCDs are outstanding;
- (c) Our Company will take necessary steps for the purpose of getting the NCDs listed within the specified time, i.e., within six Working Days of this Issue Closing Date;
- (d) Funds required for dispatch of Allotment Advice/NCD Certificates (only upon rematerialisation of NCDs at the specific request of the Allottee/ Holder of NCDs) will be made available by our Company to the Registrar to this Tranche I Issue;
- (e) Our Company will forward details of utilisation of the proceeds of this Issue, duly certified by the Joint Statutory Auditors, to the Debenture Trustee on a half-yearly basis;
- (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 this Issue as contained in this Prospectus;
- (g) Our Company will disclose the complete name and address of the Debenture Trustee in its annual report; and
- (h) Our Company shall make necessary disclosures/ reporting under any other legal or regulatory requirement as may be required by our Company from time to time.

The allotment of NCDs will be done on a first come, first serve basis. On the successful allotment of the NCDs, this Tranche I Issue proceeds will be released to the issuer to use in pursuance of the objects specified in this Prospectus.

## SECTION IV : 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 on Working Days at the Registered Office of the Company situated at Muthoot Centre, TC No 27/3022, Punnen Road, Trivandrum 695 001, India, from 10.00 a.m. to 4.00 p.m., from the date of the Prospectus until the date of closure of this Tranche I Issue.

### I. Material Contracts

1. Issue Agreement dated August 03, 2023 between the Company and the Lead Manager.
2. Registrar Agreement dated August 03, 2023, between the Company and the Registrar to the Issue.
3. Debenture Trustee Agreement dated August 03, 2023, between the Company and the Debenture Trustee for the NCD Holders.
4. Public Issue Account and Sponsor Bank Agreement dated August 18, 2023 amongst the Company, the Lead Manager, the Registrar, the Public Issue Account Bank, Sponsor Bank and the Refund Bank.
5. Lead Broker Agreement dated August 21, 2023 between the Company and the Lead Broker.
6. Agreed form of Debenture Trust Deed to be executed between our Company and the Debenture Trustee.
7. Tripartite Agreement dated May 3, 2011, between CDSL, the Company and the Registrar to the Issue.
8. Tripartite Agreement dated October 6, 2009, between NSDL, the Company and the Registrar to the Issue.

### II. Material Documents

1. Certificate of incorporation of the Company dated June 10, 1997, issued by the RoC.
2. Certificate of incorporation dated March 19, 2002, issued by the RoC.
3. Certificate of commencement of business dated June 10, 1997.
4. Memorandum and Articles of Association of the Company.
5. The certificate of registration No. 16.00170 dated July 23, 2002 issued by the RBI under Section 45 IA of the RBI Act.
6. Credit rating letter dated July 31, 2023 issued by CRISIL Ratings Limited assigning a rating of “CRISIL AA-/Stable” for an amount of ₹ 1,10,000 lakhs of NCDs.
7. Board resolution dated May 22, 2023 approving the Issue and related matters including authorised signatories.
8. Shareholders’ resolution dated September 28, 2022 pursuant to Section 180 of the Companies Act, 2013.
9. Copy of the resolutions of the Stock Allotment Committee dated August 03, 2023, approving the Issue and dated August 10, 2023 approving the Draft Shelf Prospectus.
10. Copy of the resolutions of the Stock Allotment Committee dated August 23, 2023, approving the Shelf Prospectus and this Tranche I Prospectus.
11. Consents of each of the Directors, Compliance Officer, Joint Statutory Auditors, Lead Manager, Legal Advisors to the Issue, Public Issue Account Bank(s), Sponsor Bank, Refund Bank, Bankers to the Issue, Lead Broker, the Debenture Trustee, Registrar to the Issue, experts and the Credit Rating Agency to act in their respective capacities.
12. Consent of the Joint Statutory Auditors, for inclusion of their name as the Joint Statutory Auditors of the Company and reports on the Audited Financial Statements and Unaudited Standalone Financial Results including the annexures and notes thereto, in the form and context in which they appear in the Shelf Prospectus and Tranche I



Prospectus mentioned herein.

13. Consent of CRISIL Ratings Limited dated August 04, 2023 with respect to the industry report titled 'Industry Report on Gold Loans – March 2023'.
14. Annual Reports of the Company for the three Fiscals.
15. In-principle listing approval from BSE, through letter no. DCS/BM/PI-BOND/009/23-24 dated August 21, 2023.
16. Due Diligence Certificate dated August 22, 2023, filed by the Lead Manager with SEBI.
17. Due Diligence Certificate dated August 23, 2023, through letter no. 581/OPR/VTPL/2023-24 from the Debenture Trustee to the Issue.
18. In case of debt securities, an undertaking that no objection certificate from the prior creditor for a second or pari-passu charge being created, wherever applicable, in favour of the debenture trustee to the proposed issue has been obtained.

## DECLARATION

We, the Directors of the Company, hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the guidelines issued by the Government of India and/or the regulations/guidelines/circulars issued by the Reserve Bank of India and the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as applicable, including the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, have been complied with and no statement made in this Tranche I Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992 or rules made there under, regulations or guidelines or circulars issued, as the case may be. We confirm that the compliance with the Securities and Exchange Board of India Act, 1992 or rules made there under does not imply that payment of dividend or interest or repayment of debt securities, is guaranteed by the Central Government.

We further certify that all the disclosures and statements in this Tranche I Prospectus are true, accurate and correct in all material respects and do not omit disclosure of any material fact which may make the statements made therein, in light of circumstances under which they were made, misleading and that this Tranche I Prospectus does not contain any misstatements. Furthermore, all the monies received under the offer shall be used only for the purposes and objects indicated in this Tranche I Prospectus.

### **Signed by the Board of Directors of the Company**

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Mr. Thomas John Muthoot, Managing Director

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Mr. Thomas George Muthoot, Director

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Mr. Thomas Muthoot, Executive Director and Chief Financial Officer

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Ms. Preethi John Muthoot, Director

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Mr. Arrattukulam Peter Kurian, Independent Director

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Mr. Vikraman Ampalakkat, Independent Director

---

Mr. Badal Chandra Das, Independent Director

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Mr. Ravi Ramchandran, Independent Director

Date: August 23, 2023

Place: Trivandrum

**ANNEXURE A – CREDIT RATING LETTER, RATING RATIONALE AND PRESS RELEASE**

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AV/FSR/MFL/2023-24/001

Date: August 04, 2023

**Muthoot Fincorp Limited**

Muthoot Centre,  
TC No 27/3022 Punnen Road,  
Trivandrum - 695001  
Tel: 471 2331427

Dear Sir,

**Sub: Proposed public offering of secured redeemable non-convertible debenture of face value of Rs.1,000 each ("NCDs") for an amount aggregating to Rs. 1,100 crore (Indian Rupees One Thousand and One Hundred Crores only) (the "Issue") of Muthoot Fincorp Limited ("Company")**

We, CRISIL Ratings Limited, do hereby consent to our name being inserted as a Credit Rating Agency to the Issue and to the disclosure of the credit rating, rating letter dated July 31, 2023 and its contents or any extract thereof (subject to the terms of the Rating Agreement dated July 21, 2023, March 08, 2023, October 28, 2022 and June 08, 2022) (collectively, "**Material**"), issued by us, in connection with the Issue in India, in the Draft Shelf Prospectus to be filed with the Bombay Stock Exchange Limited ("**BSE**") (collectively "**Stock Exchanges**"), the Securities and Exchange Board of India ("SEBI") and the Shelf Prospectus and relevant Tranche Prospectus(es) to be filed with the Stock Exchange, SEBI and Registrar of Companies, Kerala and Lakshadweep ("**RoC**") (collectively, the "**Offer Documents**"). We hereby accord our no objection to you to deliver this letter of consent to the Stock Exchanges and the RoC, in respect of the Issue. The term "User" under the Rating Agreement shall include any user who shall have access to this consent and / or the Material under the Offer Documents.

The following details with respect to us may be disclosed:

Name: **CRISIL Ratings Limited (A subsidiary of CRISIL Limited)**

Address: CRISIL House, Central Avenue, Hiranandani Business Park,  
Powai, Mumbai- 400 076

Tel: 91-22-3342 3000 (B)

Fax: 91-22-3342 3050

Email: [crisilratingdesk@crisil.com](mailto:crisilratingdesk@crisil.com)

Contact Person: Ajit Velonie

SEBI Registration Number: IN/CRA/001/1999

We confirm that we are registered with the SEBI as a Credit Rating Agency in India and that such registration is valid as on date of this letter.

We also agree to keep strictly confidential, (i) the nature and scope of the Issue; and (ii) our knowledge of the of the Issue by the Company; until such time that (A) such disclosure by us is approved by the Company; or (B) such disclosure is required by a governmental, regulatory or judicial authority or by law or regulation; or (C) such information is already in the public domain or comes into the public domain through no fault of ours; or (D) the Issue is publicly announced by the Company.

You acknowledge and agree that CRISIL Ratings' consent is subject to the following:

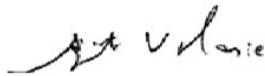
- Your reproducing the Material on an 'as is where is basis' clearly mentioning the source and date of release.
- Your ensuring that there is no misrepresentation/modification to our views/opinions and that the Material is not mentioned out of context or in a misleading manner.
- Your ensuring that the Disclaimer of CRISIL Ratings (given below) is also reproduced along with the Material, at the relevant place in the Offer Documents.
- You shall incorporate the latest and then current Material in the Offer Documents at the relevant time of use.

You agree and undertake to (i) comply with all applicable laws and regulations in relation to the Issue and Offer Documents (ii) not to misrepresent, make any changes to, obliterate or tamper with the Material or present any part thereof out of context or in violation of applicable laws and regulations, if any. Further, you acknowledge and agree that CRISIL Ratings does not accept responsibility for the Offer Documents or any part thereof.

**Given below is the disclaimer to be used in the Offer Documents.**

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Yours faithfully,



Authorized Signatory

Name: Ajit Velonie

Designation: Senior Director, Financial Sector & Structured Finance Ratings

Date: August 04, 2023

**DUPLICATE**

AV/FSR/MFL/2023-24/001

Date: August 04, 2023

**Muthoot Fincorp Limited**

Muthoot Centre,  
TC No 27/3022 Punnen Road,  
Trivandrum - 695001  
Tel: 471 2331427

Dear Sir,

**Sub: Proposed public offering of secured redeemable non-convertible debenture of face value of Rs.1,000 each ("NCDs") for an amount aggregating to Rs. 1,100 crore (Indian Rupees One Thousand and One Hundred Crores only) (the "Issue") of Muthoot Fincorp Limited ("Company")**

We, CRISIL Ratings Limited, do hereby consent to our name being inserted as a Credit Rating Agency to the Issue and to the disclosure of the credit rating, rating letter dated July 31, 2023 and its contents or any extract thereof (subject to the terms of the Rating Agreement dated July 21, 2023, March 08, 2023, October 28, 2022 and June 08, 2022) (collectively, "**Material**"), issued by us, in connection with the Issue in India, in the Draft Shelf Prospectus to be filed with the Bombay Stock Exchange Limited ("**BSE**") (collectively "**Stock Exchanges**"), the Securities and Exchange Board of India ("SEBI") and the Shelf Prospectus and relevant Tranche Prospectus(es) to be filed with the Stock Exchange, SEBI and Registrar of Companies, Kerala and Lakshadweep ("**RoC**") (collectively, the "**Offer Documents**"). We hereby accord our no objection to you to deliver this letter of consent to the Stock Exchanges and the RoC, in respect of the Issue. The term "User" under the Rating Agreement shall include any user who shall have access to this consent and / or the Material under the Offer Documents.

The following details with respect to us may be disclosed:

Name: **CRISIL Ratings Limited (A subsidiary of CRISIL Limited)**

Address: CRISIL House, Central Avenue, Hiranandani Business Park,  
Powai, Mumbai- 400 076

Tel: 91-22-3342 3000 (B)

Fax: 91-22-3342 3050

Email: [crisilratingdesk@crisil.com](mailto:crisilratingdesk@crisil.com)

Contact Person: Ajit Velonie

SEBI Registration Number: IN/CRA/001/1999

We confirm that we are registered with the SEBI as a Credit Rating Agency in India and that such registration is valid as on date of this letter.

We also agree to keep strictly confidential, (i) the nature and scope of the Issue; and (ii) our knowledge of the of the Issue by the Company; until such time that (A) such disclosure by us is approved by the Company; or (B) such disclosure is required by a governmental, regulatory or judicial authority or by law or regulation; or (C) such information is already in the public domain or comes into the public domain through no fault of ours; or (D) the Issue is publicly announced by the Company.

You acknowledge and agree that CRISIL Ratings' consent is subject to the following:

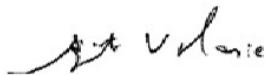
- Your reproducing the Material on an 'as is where is basis' clearly mentioning the source and date of release.
- Your ensuring that there is no misrepresentation/modification to our views/opinions and that the Material is not mentioned out of context or in a misleading manner.
- Your ensuring that the Disclaimer of CRISIL Ratings (given below) is also reproduced along with the Material, at the relevant place in the Offer Documents.
- You shall incorporate the latest and then current Material in the Offer Documents at the relevant time of use.

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Yours faithfully,



Authorized Signatory

Name: Ajit Velonie

Designation: Senior Director, Financial Sector & Structured Finance Ratings

Date: August 04, 2023

**CRISIL Ratings Limited**

(A subsidiary of CRISIL Limited)

Corporate Identity Number: U67100MH2019PLC326247

**TRIPLICATE**

AV/FSR/MFL/2023-24/001

Date: August 04, 2023

**Muthoot Fincorp Limited**Muthoot Centre,  
TC No 27/3022 Punnen Road,  
Trivandrum - 695001  
Tel: 471 2331427

Dear Sir,

**Sub: Proposed public offering of secured redeemable non-convertible debenture of face value of Rs.1,000 each ("NCDs") for an amount aggregating to Rs. 1,100 crore (Indian Rupees One Thousand and One Hundred Crores only) (the "Issue") of Muthoot Fincorp Limited ("Company")**

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Fax: 91-22-3342 3050

Email: [crisilratingdesk@crisil.com](mailto:crisilratingdesk@crisil.com)

Contact Person: Ajit Velonie

SEBI Registration Number: IN/CRA/001/1999

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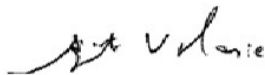
- Your reproducing the Material on an 'as is where is basis' clearly mentioning the source and date of release.
- Your ensuring that there is no misrepresentation/modification to our views/opinions and that the Material is not mentioned out of context or in a misleading manner.
- Your ensuring that the Disclaimer of CRISIL Ratings (given below) is also reproduced along with the Material, at the relevant place in the Offer Documents.
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Yours faithfully,



Authorized Signatory

Name: Ajit Velonie

Designation: Senior Director, Financial Sector & Structured Finance Ratings

Date: August 04, 2023



## Rating Rationale

July 29, 2023 | Mumbai

### Muthoot Fincorp Limited

'CRISIL AA-/Stable' assigned to Non Convertible Debentures and Subordinated Debt; Rated amount enhanced for Bank Debt

#### Rating Action

Total Bank Loan Facilities Rated	Rs.14500 Crore (Enhanced from Rs.13930 Crore)
Long Term Rating	CRISIL AA-/Stable (Reaffirmed)
Rs.250 Crore Non Convertible Debentures	CRISIL AA-/Stable (Assigned)
Rs.556.26 Crore Non Convertible Debentures <sup>^</sup>	CRISIL AA-/Stable (Assigned)
Rs.100 Crore Subordinated Debt	CRISIL AA-/Stable (Assigned)
Rs.543.74 Crore Non Convertible Debentures <sup>^</sup>	CRISIL AA-/Stable (Reaffirmed)
Rs.120 Crore Perpetual Bonds	CRISIL A/Stable (Reaffirmed)
Rs.90.78 Crore (Reduced from Rs.100 Crore) Non Convertible Debentures	CRISIL AA-/Stable (Reaffirmed)
Rs.200 Crore Long Term Principal Protected Market Linked Debentures	CRISIL PPMLD AA-/Stable (Reaffirmed)
Rs.400 Crore Non Convertible Debentures	CRISIL AA-/Stable (Withdrawn)
Rs.500 Crore Commercial Paper	CRISIL A1+ (Reaffirmed)
Non Convertible Debentures Aggregating Rs.2661.22 Crore	CRISIL AA-/Stable (Reaffirmed)
Perpetual Bonds Aggregating Rs.404 Crore	CRISIL A/Stable (Reaffirmed)
Subordinated Debt Aggregating Rs.450 Crore	CRISIL AA-/Stable (Reaffirmed)

<sup>^</sup>Unutilised

Note: None of the Directors on CRISIL Ratings Limited's Board are members of rating committee and thus do not participate in discussion or assignment of any ratings.

The Board of Directors also does not discuss any ratings at its meetings.

1 crore = 10 million

Refer to Annexure for Details of Instruments & Bank Facilities

#### Detailed Rationale

CRISIL Ratings has assigned its '**CRISIL AA-/Stable**' rating to Rs 100 crore of Subordinated debt, Rs 806.26 crore of Non-convertible Debenture of Muthoot Fincorp Limited (MFL; flagship company of Muthoot Pappachan group [MPG]). The rating on other debt instruments and bank facilities has been reaffirmed at 'CRISIL AA-/CRISIL PPMLD AA-/CRISIL A/Stable/CRISIL A1+'.

CRISIL Ratings has **withdrawn** its rating on Non Convertible Debentures of Rs 326.3 crore (See Annexure 'Details of rating withdrawn' for details) in line with its withdrawal policy. CRISIL Ratings has received independent confirmation that these instruments are fully redeemed.

The rating continues to reflect MFL's healthy performance and strong market position in the core gold loan portfolio, as indicated by steady growth in assets under management (AUM), sound asset quality.

Gold loan portfolio accounts for around 57% of the group's overall AUM as on March 31, 2023 and stood at Rs 17,942 crore (including co-lending of Rs 1153 crore). The non-gold loan portfolio accounted for around 43% of the total MPG portfolio as on March 31, 2023. Out of this, the microfinance business accounted for Rs 9,180 crore AUM as on March 31, 2023, while the AUM of vehicle and housing finance stood at Rs 2,102 crore and Rs 1,520 crore, respectively. The non-gold portfolio has faced increased asset quality challenges especially in the aftermath of the second wave of pandemic. The management remains cautious with continued focus on increasing collection efficiency. Also, they have made higher provisions buffers which are sufficient to cover any further asset quality challenges.

The capital position was supported by the capital infusion at both standalone level and in the microfinance subsidiary. Consequently, the networth at the consolidated level increased to Rs 4904 crore in fiscal 2023 as compared to Rs 3,595 crore in fiscal 2021. Moreover, net gearing (adjusted for cash and real estate assets) at the standalone level improved to 4.2 times in fiscal 2023 as compared to 4.8 times in fiscal 2022 and at consolidated level improved to 5.8 times in fiscal 2023 as compared to 6.0 times in fiscal 2022.

The ratings are further supported by promoters' extensive experience in the loan-against-gold jewellery business, its established market position in the gold business and diversified product profile of MPG. These strengths are partially offset by geographical concentration in portfolio and potential challenges associated with non-gold loan segments.

### **Analytical Approach**

For arriving at the ratings, CRISIL Ratings has combined the business and financial risk profiles of MFL (engaged in businesses of financing against gold jewellery, financing micro and small and medium enterprises [MSMEs]), Muthoot Microfin Limited (MML; microfinance), Muthoot Capital Services Limited (MCSL; two-wheeler finance and MSME loans), and Muthoot Housing Finance Company Limited (MHFCL; housing finance). This is because all the companies, collectively referred to as the MPG, have significant financial, managerial and operational linkages. MML and MHFCL are subsidiaries of MFL while the promoters hold a 62.5% stake in MCSL. Furthermore, MFL has exposure to real estate assets which stood at Rs 451 crore (1.9% of total assets as of March 31, 2023). CRISIL Ratings notionally allocates a part of network towards such asset acquisition so as to simulate a funding model for these assets, with low gearing (debt:equity) of 0.5 time.

*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 market position in gold financing, supported by extensive experience of the promoters**

MFL has established market position in the gold financing. The promoters have spent over seven decades in the business of lending against gold jewellery. Over the years, the group has established a strong reputation and brand in South India and has an appropriate assessment and underwriting methodology. MFL's gold loan business grew at steady rate of 22% compound annual growth rate (CAGR) over fiscals 2018 to 2020 and 21% in fiscal 2021 despite increase in competition from banks and having a regulatory loan-to-value (LTV) disadvantage during last fiscal. However, in fiscal 2022, higher volatility in gold prices between January and April 2021 followed by localised lockdown impose by states to curb the impact of the second wave of covid-19 impacted the branch operations and disbursements during first half of current fiscal. This coupled with higher auctions in Q3 of fiscal 2022, MFL's gold loan AUM stood at Rs 18,125 crore as of March 2022 as compared to Rs 18,701 crore as of March 2021. In fiscal 2023, MFL's gold loans AUM stood at Rs 17,942 crore. The total gold holding stood at around 48.09 tonnes on of March 31, 2023 (51 tonnes as on March 31, 2020) owing to decline in the gold loan portfolio. During fiscal 2023, the company disbursed 40,065 crore as compared to Rs 35,154 crore in fiscal 2022. The AUM per branch stood at Rs 5.2 crore as on March 31, 2023, as compared to Rs ~3.6 crore in fiscal 2019.

#### **Diversified product profile of the MPG group**

MPG has diversified its product profile over the past few years. Currently, the group operates in five major segments: loan against gold jewellery, two-wheeler finance, microfinance, housing finance and small business loans. Overall managed AUM of MPG is around Rs 31,587 crore as on March 31, 2023 (Rs 28,308 crore as on March 31, 2022). The proportion of gold loans has remained high at 57% in March 2023 compared to 64% in March 2022. The microfinance portfolio is the second largest with around 29% of overall portfolio of the group as on March 31, 2023. CRISIL Ratings believes that the gold loans will continue to hold the largest share in the consolidated AUM over the medium term.

#### **Improvement in capitalisation with the recent infusion**

MFL's network, at standalone level, stood at Rs 4,050 crore (including CCCPS) as on March 31, 2023 as against Rs 3,602 crore as on March 31, 2022. Capitalisation is further supported by low asset-side risks (security of gold jewellery, which is liquid and in the lender's possession). On a consolidated level, network stood at Rs 4,904 crore (including CCCPS) as on March 31, 2023, against Rs 4,271 crore as on March 31, 2022 which was bolstered by \$50 million in MML by a PE investor Greater Pacific Capital in fiscal 2022 and \$10 million in September 2022. Moreover, net gearing (adjusted for cash and real estate assets) at the standalone level improved to 4.2 times in fiscal 2023 as compared to 4.8 times in fiscal 2022 and at consolidated level improved to 5.8 times in fiscal 2023 as compared to 6.0 times in fiscal 2022.

Furthermore, MFL's exposure to real estate assets has reduced to Rs 451 crore in March 2023 (1.9% of total assets) as compared to Rs 540 crore (2.2% of total assets) as on March 31, 2022 down from Rs 876 crore as on March 31, 2017 (6.5% of total assets). The management is expected to maintain gearing at current level over the medium term. Any material increase in gearing beyond current thresholds will be a key rating sensitivity factor.

#### **Healthy asset quality in the gold loan segment to support overall group asset quality**

The gross NPAs for MFL stood at 2.11% as on March 31, 2023 against 2.88% as on March 31, 2022. Further there is a negligible impact of the Reserve Bank of India (RBI) clarification released in November 2021 on the NPAs as gold loans are demand loans where the interest and principal amount are due for payment at the end of tenor. However, CRISIL Ratings notes that due to asset quality issues and the pandemic, the company, incrementally, has reduced its exposure to the SME segment and has started focusing primarily on gold loan products. The proportion of SME loans has reduced further to around 4% of the overall group's AUM as on March 31, 2023, from 8% as on March 31, 2018. Additionally, company is doing regular auctions of gold loans which would help in reducing GNPA below 1% in gold loans. In the gold loan segment, MFL has maintained healthy asset quality over the years, backed by strong collection efficiency. Asset quality, as better measured by credit costs, has also been under control within 0.5% during this period for gold loans. In fiscal 2023, credit cost stood at 0.3%. Post second wave of covid, company has been doing regular auctions since June 2021. Furthermore, company is focusing on short tenure (6-month) gold loan product compared to average 9-month product in the previous fiscal. This should help MFL de-risk the portfolio from any sharp movements in gold prices in the near term.

#### **Improving earnings profile for gold loan business**

MFL's profitability, on standalone basis, has improved over the last 2-3 years on account of higher returns from the gold business during the pandemic, steady reduction in overall opex cost over the years and overall low credit costs. RoMA improved significantly to 1.7% in fiscal 2021 compared to just 1.2% and 1.0% in fiscal 2020 and 2018, respectively. In fiscal 2022, MFL reported slight reduction in RoMA to 1.5% owing to slight decline in NIMs and rise in operating cost associated with core banking migration and rise in employee benefit expense. In fiscal 2023, RoMA improved at 1.9%. If we adjust for non-interest bearing assets, profitability improves to 2.4% in fiscal 2023. MFL has maintained its focus on regular interest collection which may reduce

loss on interest income, if any, on auction of pledged jewellery. Furthermore, with the current trend in gold prices, the company is not expecting any issues with respect to interest losses.

On a consolidated level, RoMA improved to 2.0% in fiscal 2023 as compared to 0.7% in fiscal 2022. MFL's profitability is expected to support the consolidated profitability. Additionally, with the improvement in the earning profile of subsidiaries and MCSL, overall profitability is expected to improve further in fiscal 2024. As of March 2023, MML has total provisioning buffer of Rs 172 crore (1.9% of the total book). Given the higher provisioning buffer, company is well placed to cover any further asset quality challenges. Additionally, the removal of interest rate cap as per new RBI directives is expected to bolster the profitability of the company. Similarly, MCSL is carrying a huge provision buffer of Rs 393 crore (18.7% of the on book portfolio as of March 31, 2023), write backs are also expected in the current fiscal in addition to the improving profitability on account of expected growth. Therefore, profitability of MPG is expected to improve steadily over the medium term. However, the group's ability to manage earnings primarily within non-gold segments will be monitored.

#### **Weakness:**

##### **Geographical concentration in portfolio**

High geographical concentration persists, with South India accounting for around 60% of the gold loan portfolio as on March 31, 2023 (as compared to 70% as on March 31, 2019). This was achieved by increase in per branch business from branches other than southern branches, opening of new branches in North, East and South and closure or merger of non-viable branches in South India. At the MPG level, around 80% of AUM is concentrated in South Indian states. While the level of concentration has been declining, it is higher than that of its peers. Presently, the demand for gold loans has been high in the region. Therefore, the proportion of AUM from the South region may not decline further in the current fiscal.

##### **Potential challenges associated with non-gold loan segments**

The non-gold segments accounted for 43% of the overall portfolio as on March 31, 2023. While MPG has managed to grow these businesses and increase the segmental share over the last 2-3 years, potential challenges linked to seasoning of the loan book and asset quality remain. In fiscal 2023, microfinance portfolio and housing finance portfolio has registered a double-digit growth of 47% and 14% respectively and vehicle loan portfolio grew by only 2.2%.

However, asset quality in both microfinance and vehicle finance segments has witnessed deterioration. The 90+ dpd level for MML stood at 5.1% as on March 31, 2023 (6.8% as on March 31, 2022). The GNPA in case of MCSL stood at 20.55% as on March 31, 2023 as against 25.9% as on March 31, 2022. The 90+ dpd for MHFCL stood at 0.8% as on March 31, 2023 (3.9% as on March 31, 2022).

The microfinance and vehicle finance businesses are more prone to risks arising due to the pandemic. Nevertheless, post September 2020, CRISIL Ratings has observed substantial improvement in the collection efficiency within the vehicle finance segment. The microfinance segment has also witnessed improvement in its collections consistently during the last quarter of fiscal 2021. However, due to the second wave of Covid 19, collection efficiency dropped in the month of April 2021 and further in the month of May 2021. However, it has picked up from June 2021 onwards. CRISIL Ratings believes that the consolidated credit profile will be able to absorb asset quality risks in the microfinance, vehicle or housing finance businesses in the near term. Furthermore, the non-gold segments are recovering post the pandemic. Nevertheless, CRISIL Ratings will continue to closely monitor the delinquency trend and collection efficiencies in the non-gold loan segments in the near term. Additionally, sufficiency of capital buffers to withstand asset-side shocks remains a key rating sensitivity factor.

#### **Liquidity: Strong**

As per Asset Liability Management (ALM) statement of March 31, 2023, MFL, on standalone basis, has cumulative positive gaps in the upto 1 year bucket. As on June 30, 2023, MFL had liquidity of Rs 1,902 crore (Rs 1,179 crore of cash and equivalent and Rs 723 crore of CC/WCDL). Against this, they have total debt repayments (including operating expense) of Rs 1,535 crore in the next three months. The total debt repayments exclude CC / WCDL limits which are typically rolled over. CRISIL Ratings notes that MFL has been able to rollover the CC/WCDL limits in the past and also during the previous three months and expects to be able to rollover the balance limits falling due in coming months.

In terms of collections, the company had average collections of around Rs 3,997 crore on monthly basis during the Q4 2023. In terms of additional funding, In fiscal 2023, MFL has raised Rs 3155 crore in the form of terms and CP. While a larger proportion of borrowing has been sourced as funding lines from banks and financial institutions such as term loans (30.1%) and CC/WCDL (40.1%), the company's resource profile remained diversified across avenues, such as NCDs (19.0%) and subordinated debt (10.9%) as on March 31, 2023.

#### **Outlook: Stable**

CRISIL Ratings believes MFL's business profile will continue to be supported by its established market position in the gold loan segment.

#### **Rating Sensitivity Factors**

##### **Upward Factors**

- Improvement in capital position with reduction in adjusted gearing at MFL (standalone) resulting in similar reduction in adjusted gearing at MPG group
- Improvement in consolidated profitability with RoMA maintained at over 3% on steady state basis
- Improvement in asset quality of non-gold loan segment

##### **Downward Factors**

- Deterioration in asset quality with GNPA's increasing and remaining above 5%
- Adjusted gearing at the group level remaining over 8 times
- Deterioration in consolidated profitability with RoMA being less than 2%

#### **About the Company**

MFL, set up in 1997, is a non-deposit-taking, systemically-important NBFC, engaged in lending against gold jewellery. It is the flagship company of the MPG, which has diverse business interests such as hospitality, real estate and power generation. The

company also distributes mutual funds, and general and life insurance products, and operates in the money-transfer segment.

MFL (on standalone basis) had AUM of Rs 18,784 crore. MML had AUM of Rs 9,180 crore, MCSL has Rs 2,102 crore and Muthoot Housing has Rs 1,520 crore as on March 31, 2023.

#### Key Financial Indicators: Standalone

As on/ for the period ended March 31	Unit	2023	2022	2021	2020	2019
Total managed assets#	Rs crore	24,852	24,275	22,969	19,453	17,267
Total income	Rs crore	3,491	3,328	3,233	2,726	2,485
Profit after tax	Rs crore	460	346	370	219	155
Gross NPA	%	2.1	2.9	1.9	1.9	2.6
Net Gearing	Times	4.2	4.9	6.2	5.7	5.2
Return on managed assets#	%	1.9	1.5	1.7	1.2	1.0

as per Ind-AS reporting, \*annualised, net gearing is adjusted for off balance sheet assets and real estate exposure and cash #including off balance sheet assets and co-lending

#### Key Financial Indicators for MPG

As on/ for the period ended March 31	Unit	2023^	2022^	2021^	2020^
Total managed assets	Rs crore	37,753	33,748	30,973	28,130
Total assets under management	Rs crore	31,587	28,308	27,371	24,103
Total income	Rs crore	5,596	4,753	4,606	4,345
Profit after tax	Rs crore	725	241	449	318
Gross NPA	%	3.3	5.5	3.6	3.3
Net Gearing	Times	5.8	6.0	7.4	7.6
Return on managed assets\$	%	2.0	0.8	1.6	1.2

^as per Ind-AS reporting, net gearing is adjusted for off balance sheet assets and real estate exposure and cash \$including off balance sheet assets and adjustment for real estate exposure

**Any other information:** Not applicable

#### Note on complexity levels of the rated instrument:

CRISIL Ratings' complexity levels are assigned to various types of financial instruments and are included (where applicable) in the 'Annexure - Details of Instrument' in this Rating Rationale.

CRISIL Ratings will disclose complexity level for all securities - including those that are yet to be placed - based on available information. The complexity level for instruments may be updated, where required, in the rating rationale published subsequent to the issuance of the instrument when details on such features are available.

For more details on the CRISIL Ratings' complexity levels please visit [www.crisilratings.com](http://www.crisilratings.com). 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.Cr)	Complexity Level	Rating Assigned with Outlook
NA	Non Convertible Debentures#	NA	NA	NA	250	Simple	CRISIL AA-/Stable
NA	Non Convertible Debentures#	NA	NA	NA	556.26	Simple	CRISIL AA-/Stable
NA	Subordinated Debt#	NA	NA	NA	100	Complex	CRISIL AA-/Stable
NA	Subordinated Debt#	NA	NA	NA	50	Complex	CRISIL AA-/Stable
NA	Non Convertible Debentures#	NA	NA	NA	327.93	Simple	CRISIL AA-/Stable
INE549K08418	Perpetual Bonds	15-Mar-23	12.00%	Perpetual	50	Highly complex	CRISIL A/Stable
INE549K08400	Subordinated Debt	14-Feb-23	10.05%	14-Aug-28	50	Complex	CRISIL AA-/Stable
NA	Subordinated Debt#	NA	NA	NA	50	Complex	CRISIL AA-/Stable
INE549K08384	Subordinated Debt	05-Dec-22	9.90%	05-May-28	50	Complex	CRISIL AA-/Stable
INE549K07BY2	Non Convertible Debentures	02-May-23	Zero Interest	02-May-30	14.75	Simple	CRISIL AA-/Stable
INE549K07BZ9	Non Convertible Debentures	02-May-23	Zero Interest	02-Nov-26	21.42	Simple	CRISIL AA-/Stable
INE549K07CA0	Non Convertible Debentures	02-May-23	Zero Interest	02-Aug-25	46.27	Simple	CRISIL AA-/Stable
INE549K07CB8	Non Convertible Debentures	02-May-23	9.15%	02-May-28	13.7	Simple	CRISIL AA-/Stable
INE549K07CC6	Non Convertible Debentures	02-May-23	9%	02-May-30	22.14	Simple	CRISIL AA-/Stable

INE549K07CD4	Non Convertible Debentures	02-May-23	8.80%	02-May-28	11	Simple	CRISIL AA-/Stable
INE549K07CE2	Non Convertible Debentures	02-May-23	8.65%	02-Nov-26	13.18	Simple	CRISIL AA-/Stable
INE549K07CF9	Non Convertible Debentures	02-May-23	8.40%	02-Aug-25	29.61	Simple	CRISIL AA-/Stable
NA	Non Convertible Debentures#	NA	NA	NA	116.84	Simple	CRISIL AA-/Stable
INE549K07BQ8	Non Convertible Debentures	01-Feb-23	zero coupon	01-Apr-26	69.47	Simple	CRISIL AA-/Stable
INE549K07BR6	Non Convertible Debentures	01-Feb-23	zero coupon	01-May-25	74.83	Simple	CRISIL AA-/Stable
INE549K07BS4	Non Convertible Debentures	01-Feb-23	8.70%	01-Feb-27	11.74	Simple	CRISIL AA-/Stable
INE549K07BT2	Non Convertible Debentures	01-Feb-23	8.25%	01-Apr-26	19.57	Simple	CRISIL AA-/Stable
INE549K07BU0	Non Convertible Debentures	01-Feb-23	8.50%	01-Feb-28	40.32	Simple	CRISIL AA-/Stable
INE549K07BV8	Non Convertible Debentures	01-Feb-23	8.10%	01-May-25	40.38	Simple	CRISIL AA-/Stable
INE549K07BW6	Non Convertible Debentures	01-Feb-23	8.80%	01-Feb-28	15.06	Simple	CRISIL AA-/Stable
INE549K07BX4	Non Convertible Debentures	01-Feb-23	8.40%	01-Feb-27	11.81	Simple	CRISIL AA-/Stable
INE549K08368	Subordinated Debt	20-Sep-22	10.04%	20-Sep-28	50	Complex	CRISIL AA-/Stable
INE549K08376	Perpetual Bonds	23-Sep-22	12.00%	Perpetual	25	Highly complex	CRISIL A/Stable
INE549K08145	Perpetual Bonds	02-Nov-17	12%	Perpetual	24	Highly complex	CRISIL A/Stable
INE549K08152	Perpetual Bonds	17-Oct-17	12%	Perpetual	48	Highly complex	CRISIL A/Stable
INE549K08160	Perpetual Bonds	26-Feb-18	12%	Perpetual	48	Highly complex	CRISIL A/Stable
NA	Perpetual Bonds#	NA	NA	NA	25	Highly complex	CRISIL A/Stable
INE549K08392	Subordinated Debt	05-12-2022	10.05%	15-Jun-28	50	Complex	CRISIL AA-/Stable
INE549K08327	Subordinated Debt	04-Mar-22	10.26%	31-Dec-27	50	Complex	CRISIL AA-/Stable
NA	Non Convertible Debentures#	NA	NA	NA	100	Simple	CRISIL AA-/Stable
INE549K08343	Subordinated Debt	13-Jul-22	10.26%	13-Jul-28	50	Complex	CRISIL AA-/Stable
INE549K08350	Perpetual Bonds	12-Jul-22	12%	Perpetual	25	Highly Complex	CRISIL A/Stable
INE549K07BJ3	Non Convertible Debentures	06-Sep-22	Zero coupon	06-Sep-30	40.08	Simple	CRISIL AA-/Stable
INE549K07BK1	Non Convertible Debentures	06-Sep-22	Zero coupon	06-Sep-26	28.74	Simple	CRISIL AA-/Stable
INE549K07BL9	Non Convertible Debentures	06-Sep-22	Zero coupon	05-Nov-25	35.95	Simple	CRISIL AA-/Stable
INE549K07BM7	Non Convertible Debentures	06-Sep-22	Zero coupon	05-Dec-24	85.02	Simple	CRISIL AA-/Stable
INE549K07BN5	Non Convertible Debentures	06-Sep-22	8.35%	06-Sep-26	89.95	Simple	CRISIL AA-/Stable
INE549K07BO3	Non Convertible Debentures	06-Sep-22	8.25%	05-Nov-25	43.1	Simple	CRISIL AA-/Stable
INE549K07BP0	Non Convertible Debentures	06-Sep-22	8.00%	05-Dec-24	76	Simple	CRISIL AA-/Stable
INE549K07AZ1	Non Convertible Debentures	02-Feb-22	8.00%	02-May-24	66.35	Simple	CRISIL AA-/Stable
INE549K07BA2	Non Convertible Debentures	02-Feb-22	8.25%	03-Apr-25	39.15	Simple	CRISIL AA-/Stable
INE549K07BB0	Non Convertible Debentures	02-Feb-22	8.50%	02-Feb-27	28.03	Simple	CRISIL AA-/Stable
INE549K07BC8	Non Convertible Debentures	02-Feb-22	8.75%	02-Feb-28	19.57	Simple	CRISIL AA-/Stable
INE549K07BD6	Non Convertible Debentures	02-Feb-22	9.00%	02-Feb-30	56.39	Simple	CRISIL AA-/Stable
INE549K07BE4	Non Convertible Debentures	02-Feb-22	Zero coupon	02-May-24	98.25	Simple	CRISIL AA-/Stable

INE549K07BF1	Non Convertible Debentures	02-Feb-22	Zero coupon	03-Apr-25	30.39	Simple	CRISIL AA-/Stable
INE549K07BG9	Non Convertible Debentures	02-Feb-22	Zero coupon	02-Feb-27	12.71	Simple	CRISIL AA-/Stable
INE549K07BH7	Non Convertible Debentures	02-Feb-22	Zero coupon	02-Feb-28	8.26	Simple	CRISIL AA-/Stable
INE549K07BI5	Non Convertible Debentures	02-Feb-22	Zero coupon	02-Feb-30	40.9	Simple	CRISIL AA-/Stable
INE549K08319	Perpetual Bonds	20-Dec-21	12.00%	Perpetual	25	Highly complex	CRISIL A/Stable
NA	Non Convertible Debentures#	NA	NA	NA	1.16	Simple	CRISIL AA-/Stable
INE549K07AY4	Long Term Principal Protected Market Linked Debentures	15-Dec-21	GSEC LINKED	15-Sep-23	200	Highly complex	CRISIL PPMLD AA-/Stable
INE549K08335	Subordinated Debt	17-Mar-22	10.26%	30-Dec-27	50	Complex	CRISIL AA-/Stable
INE549K07AS6	Non Convertible Debentures	29-Oct-21	8.25%	28-Jan-24	52.48	Simple	CRISIL AA-/Stable
INE549K07AT4	Non Convertible Debentures	29-Oct-21	8.50%	28-Dec-24	39.4	Simple	CRISIL AA-/Stable
INE549K07AU2	Non Convertible Debentures	29-Oct-21	8.80%	29-Oct-26	34.71	Simple	CRISIL AA-/Stable
INE549K07AV0	Non Convertible Debentures	29-Oct-21	Zero coupon	28-Jan-24	73.46	Simple	CRISIL AA-/Stable
INE549K07AW8	Non Convertible Debentures	29-Oct-21	Zero coupon	28-Dec-24	30.36	Simple	CRISIL AA-/Stable
INE549K07AX6	Non Convertible Debentures	29-Oct-21	Zero coupon	29-Oct-26	19.17	Simple	CRISIL AA-/Stable
INE549K08285	Non Convertible Debentures	29-Oct-21	9.50%	29-Oct-27	32.27	Simple	CRISIL AA-/Stable
INE549K08293	Non Convertible Debentures	29-Oct-21	9.80%	29-Jan-29	57.48	Simple	CRISIL AA-/Stable
INE549K08301	Non Convertible Debentures	29-Oct-21	Zero coupon	29-Jan-29	60.67	Simple	CRISIL AA-/Stable
INE549K07AH9	Non Convertible Debentures	07-May-21	8.25%	05-Aug-23	39.16	Simple	CRISIL AA-/Stable
INE549K07AI7	Non Convertible Debentures	07-May-21	8.50%	06-Jul-24	24.83	Simple	CRISIL AA-/Stable
INE549K07AJ5	Non Convertible Debentures	07-May-21	8.75%	07-May-26	21.22	Simple	CRISIL AA-/Stable
INE549K07AM9	Non Convertible Debentures	07-May-21	Zero coupon	05-Aug-23	59.12	Simple	CRISIL AA-/Stable
INE549K07AN7	Non Convertible Debentures	07-May-21	Zero coupon	06-Jul-24	18.48	Simple	CRISIL AA-/Stable
INE549K07AO5	Non Convertible Debentures	07-May-21	Zero coupon	07-May-26	13.06	Simple	CRISIL AA-/Stable
INE549K08236	Non Convertible Debentures	07-May-21	10%	07-May-27	20.18	Simple	CRISIL AA-/Stable
INE549K08244	Non Convertible Debentures	07-May-21	10%	07-Aug-28	30.23	Simple	CRISIL AA-/Stable
INE549K08251	Non Convertible Debentures	07-May-21	Zero coupon	07-Aug-28	38.85	Simple	CRISIL AA-/Stable
INE549K07AA4	Non Convertible Debentures	15-Mar-21	9%	13-May-24	25.61	Simple	CRISIL AA-/Stable
INE549K07AB2	Non Convertible Debentures	15-Mar-21	9%	15-Mar-26	22.43	Simple	CRISIL AA-/Stable
INE549K07AD8	Non Convertible Debentures	15-Mar-21	Zero coupon	13-May-24	25.23	Simple	CRISIL AA-/Stable
INE549K07AE6	Non Convertible Debentures	15-Mar-21	Zero coupon	15-Mar-26	11.74	Simple	CRISIL AA-/Stable
INE549K08202	Non Convertible Debentures	15-Mar-21	9%	15-Mar-27	26.89	Simple	CRISIL AA-/Stable
INE549K08210	Non Convertible Debentures	15-Mar-21	9%	15-Mar-27	7.65	Simple	CRISIL AA-/Stable
INE549K08228	Non Convertible Debentures	15-Mar-21	Zero coupon	15-Mar-27	24.62	Simple	CRISIL AA-/Stable
INE549K07931	Non Convertible Debentures	29-Jan-21	8.50%	29-Mar-24	37.41	Simple	CRISIL AA-/Stable
INE549K07949	Non Convertible Debentures	29-Jan-21	8.75%	29-Jan-26	29.12	Simple	CRISIL AA-/Stable



INE549K07964	Non Convertible Debentures	29-Jan-21	Zero coupon	29-Mar-24	35.95	Simple	CRISIL AA-/Stable
INE549K07972	Non Convertible Debentures	29-Jan-21	Zero coupon	29-Jan-26	22.84	Simple	CRISIL AA-/Stable
INE549K08178	Non Convertible Debentures	29-Jan-21	9%	29-Jan-27	32.02	Simple	CRISIL AA-/Stable
INE549K08186	Non Convertible Debentures	29-Jan-21	9.40%	29-Jan-27	11.78	Simple	CRISIL AA-/Stable
INE549K08194	Non Convertible Debentures	29-Jan-21	Zero coupon	29-Jan-27	41.87	Simple	CRISIL AA-/Stable
INE549K07816	Non Convertible Debentures	29-Oct-20	9%	28-Dec-23	54.45	Simple	CRISIL AA-/Stable
INE549K07824	Non Convertible Debentures	29-Oct-20	9.15%	29-Oct-25	47.85	Simple	CRISIL AA-/Stable
INE549K07840	Non Convertible Debentures	29-Oct-20	9.45%	28-Dec-23	20.3	Simple	CRISIL AA-/Stable
INE549K07857	Non Convertible Debentures	29-Oct-20	9.60%	29-Oct-25	19.01	Simple	CRISIL AA-/Stable
INE549K07873	Non Convertible Debentures	29-Oct-20	Zero coupon	28-Dec-23	60.25	Simple	CRISIL AA-/Stable
INE549K07881	Non Convertible Debentures	29-Oct-20	Zero coupon	29-Oct-25	49.43	Simple	CRISIL AA-/Stable
INE549K07675	Non Convertible Debentures	17-Jul-20	9.15%	16-Sep-23	10.62	Simple	CRISIL AA-/Stable
INE549K07683	Non Convertible Debentures	17-Jul-20	9.25%	17-Jul-25	13.96	Simple	CRISIL AA-/Stable
INE549K07709	Non Convertible Debentures	17-Jul-20	9.65%	16-Sep-23	6.93	Simple	CRISIL AA-/Stable
INE549K07717	Non Convertible Debentures	17-Jul-20	9.75%	17-Jul-25	5.81	Simple	CRISIL AA-/Stable
INE549K07733	Non Convertible Debentures	17-Jul-20	Zero coupon	16-Sep-23	17.92	Simple	CRISIL AA-/Stable
INE549K07741	Non Convertible Debentures	17-Jul-20	Zero coupon	17-Jul-25	28.07	Simple	CRISIL AA-/Stable
INE549K07543	Non Convertible Debentures	07-Feb-20	10%	07-Feb-25	26.32	Simple	CRISIL AA-/Stable
INE549K07576	Non Convertible Debentures	07-Feb-20	10%	07-Feb-25	8.91	Simple	CRISIL AA-/Stable
INE549K07618	Non Convertible Debentures	07-Feb-20	Zero coupon	07-Feb-25	55.6	Simple	CRISIL AA-/Stable
NA	Non Convertible Debentures#	NA	NA	NA	50	Simple	CRISIL AA-/Stable
INE549K08277	Perpetual Bonds	18-Aug-21	12%	Perpetual	60	Highly complex	CRISIL A/Stable
INE549K08269	Perpetual Bonds	28-Jun-21	12%	Perpetual	50	Highly complex	CRISIL A/Stable
INE549K08046	Perpetual Bonds	10-Aug-09	12.00%	Perpetual	26	Highly complex	CRISIL A/Stable
INE549K08053	Perpetual Bonds	21-Dec-09	12.00%	Perpetual	54	Highly complex	CRISIL A/Stable
INE549K08061	Perpetual Bonds	30-Nov-08	12.00%	Perpetual	50	Highly complex	CRISIL A/Stable
INE549K08079	Perpetual Bonds	30-Sep-10	12.00%	Perpetual	14	Highly complex	CRISIL A/Stable
NA	Commercial Paper	NA	NA	7-365 Days	500	Simple	CRISIL A1+
NA	Cash Credit & Working Capital Demand Loan	NA	NA	31-Jul-23	450	NA	CRISIL AA-/Stable
NA	Term Loan	NA	NA	02-Mar-26	558.55	NA	CRISIL AA-/Stable
NA	Working Capital Term Loan	NA	NA	30-Mar-26	286	NA	CRISIL AA-/Stable
NA	Cash Credit & Working Capital Demand Loan	NA	NA	21-Jun-24	1400	NA	CRISIL AA-/Stable
NA	Term Loan	NA	NA	13-Jan-25	117.88	NA	CRISIL AA-/Stable
NA	Proposed Long Term Bank Loan Facility	NA	NA	NA	957.85	NA	CRISIL AA-/Stable
NA	Cash Credit	NA	NA	19-Sep-23	10	NA	CRISIL AA-/Stable



NA	Cash Credit & Working Capital Demand Loan	NA	NA	27-Oct-23	200	NA	CRISIL AA-/Stable
NA	Term Loan	NA	NA	29-Mar-25	49.73	NA	CRISIL AA-/Stable
NA	Term Loan	NA	NA	31-May-24	28.58	NA	CRISIL AA-/Stable
NA	Cash Credit & Working Capital Demand Loan	NA	NA	19-Oct-23	30	NA	CRISIL AA-/Stable
NA	Term Loan	NA	NA	21-Jan-28	500	NA	CRISIL AA-/Stable
NA	Cash Credit & Working Capital Demand Loan	NA	NA	15-Sep-23	62.5	NA	CRISIL AA-/Stable
NA	Working Capital Term Loan	NA	NA	25-Dec-23	30	NA	CRISIL AA-/Stable
NA	Cash Credit & Working Capital Demand Loan	NA	NA	13-Apr-24	125	NA	CRISIL AA-/Stable
NA	Cash Credit & Working Capital Demand Loan	NA	NA	31-Dec-23	50	NA	CRISIL AA-/Stable
NA	Term Loan	NA	NA	31-Mar-25	314.56	NA	CRISIL AA-/Stable
NA	Cash Credit & Working Capital Demand Loan	NA	NA	23-Aug-23	450	NA	CRISIL AA-/Stable
NA	Term Loan	NA	NA	31-Dec-24	347.27	NA	CRISIL AA-/Stable
NA	Cash Credit & Working Capital Demand Loan	NA	NA	12-Nov-23	50	NA	CRISIL AA-/Stable
NA	Cash Credit & Working Capital Demand Loan	NA	NA	27-Apr-24	300	NA	CRISIL AA-/Stable
NA	Cash Credit & Working Capital Demand Loan	NA	NA	23-Mar-24	350	NA	CRISIL AA-/Stable
NA	Cash Credit & Working Capital Demand Loan	NA	NA	21-Jan-24	1400	NA	CRISIL AA-/Stable
NA	Working Capital Term Loan	NA	NA	30-Nov-24	265	NA	CRISIL AA-/Stable
NA	Term Loan	NA	NA	29-Sep-25	90	NA	CRISIL AA-/Stable
NA	Cash Credit & Working Capital Demand Loan	NA	NA	21-Dec-23	225	NA	CRISIL AA-/Stable
NA	Term Loan	NA	NA	30-Jun-25	338.63	NA	CRISIL AA-/Stable
NA	Cash Credit & Working Capital Demand Loan	NA	NA	31-Dec-23	50	NA	CRISIL AA-/Stable
NA	Term Loan	NA	NA	31-Jul-23	30	NA	CRISIL AA-/Stable
NA	Cash Credit & Working Capital Demand Loan	NA	NA	28-Feb-24	1450	NA	CRISIL AA-/Stable
NA	Cash Credit & Working Capital Demand Loan	NA	NA	09-Jul-24	550	NA	CRISIL AA-/Stable
NA	Cash Credit & Working Capital Demand Loan	NA	NA	18-Jan-24	225	NA	CRISIL AA-/Stable
NA	Working Capital Term Loan	NA	NA	31-Dec-25	250	NA	CRISIL AA-/Stable
NA	Cash Credit & Working Capital Demand Loan	NA	NA	30-Sep-23	65	NA	CRISIL AA-/Stable
NA	Term Loan	NA	NA	25-Feb-26	236.36	NA	CRISIL AA-/Stable

NA	Term Loan	NA	NA	31-Mar-24	42.88	NA	CRISIL AA-/Stable
NA	Working Capital Term Loan	NA	NA	31-Aug-26	504.21	NA	CRISIL AA-/Stable
NA	Cash Credit & Working Capital Demand Loan	NA	NA	20-Jun-24	150	NA	CRISIL AA-/Stable
NA	Cash Credit & Working Capital Demand Loan	NA	NA	01-Jun-24	150	NA	CRISIL AA-/Stable
NA	Cash Credit & Working Capital Demand Loan	NA	NA	22-Nov-23	200	NA	CRISIL AA-/Stable
NA	Working Capital Demand Loan	NA	NA	22-Nov-23	150	NA	CRISIL AA-/Stable
NA	Term Loan	NA	NA	13-Jan-25	170	NA	CRISIL AA-/Stable
NA	Cash Credit & Working Capital Demand Loan	NA	NA	02-Oct-23	200	NA	CRISIL AA-/Stable
NA	Term Loan	NA	NA	21-Jun-27	550	NA	CRISIL AA-/Stable
NA	Term Loan	NA	NA	05-Jun-27	150	NA	CRISIL AA-/Stable
NA	Non-Fund Based Limit^	NA	NA	31-Jul-23	40	NA	CRISIL AA-/Stable
NA	Term Loan	NA	NA	31-Mar-26	300	NA	CRISIL AA-/Stable
NA	Non-Fund Based Limit&	NA	NA	21-Jan-24	50	NA	CRISIL AA-/Stable

#Yet to be issued

&amp;CEL for hedging forex liability

^Derivative limit

**Annexure - Details of Rating Withdrawn**

ISIN	Name of Instrument	Date of Allotment	Coupon Rate (%)	Maturity Date	Issue Size (Rs.Cr)	Complexity Level	Rating Assigned with Outlook
INE549K07998	Non Convertible Debentures	15-Mar-21	8.25%	13-Jun-23	32.69	Simple	Withdrawn
INE549K07AC0	Non Convertible Debentures	15-Mar-21	Zero coupon	13-Jun-23	51.95	Simple	Withdrawn
INE549K07923	Non Convertible Debentures	29-Jan-21	8.25%	29-Apr-23	52.34	Simple	Withdrawn
INE549K07956	Non Convertible Debentures	29-Jan-21	Zero coupon	29-Apr-23	89.32	Simple	Withdrawn
INE549K07642	Non Convertible Debentures	28-May-20	9.75%	28-May-23	100	Simple	Withdrawn

**Annexure - List of Entities Consolidated**

Names of Entities Consolidated	Extent of Consolidation	Rationale for Consolidation
Muthoot Microfin Ltd	Full	Subsidiary
Muthoot Housing Finance Company Ltd	Full	Subsidiary
Muthoot Capital Services Ltd	Full	Group company

**Annexure - Rating History for last 3 Years**

Instrument	Type	Current		2023 (History)		2022		2021		2020		Start of 2020
		Outstanding Amount	Rating	Date	Rating	Date	Rating	Date	Rating	Date	Rating	Rating
Fund Based Facilities	LT	14410.0	CRISIL AA-/Stable	08-05-23	CRISIL AA-/Stable	02-12-22	CRISIL AA-/Stable	13-12-21	CRISIL A+/Stable	04-12-20	CRISIL A/Stable	CRISIL A/Stable
			--	28-04-23	CRISIL AA-/Stable	03-11-22	CRISIL AA-/Stable	04-08-21	CRISIL A+/Stable	02-09-20	CRISIL A/Stable	CRISIL A/Stable
			--	13-03-23	CRISIL AA-/Stable	20-10-22	CRISIL AA-/Stable	03-08-21	CRISIL A+/Stable	17-08-20	CRISIL A/Stable	--
			--	06-03-23	CRISIL AA-/Stable	18-10-22	CRISIL AA-/Stable	19-07-21	CRISIL A+/Stable	11-08-20	CRISIL A/Stable	--
			--	10-02-23	CRISIL AA-/Stable	21-09-22	CRISIL A+/Stable	01-06-21	CRISIL A+/Stable	25-06-20	CRISIL A/Stable	--
			--	07-02-23	CRISIL AA-/Stable	17-06-22	CRISIL A+/Stable	18-03-21	CRISIL A+/Stable	17-06-20	CRISIL A/Stable	--
			--	--	15-03-22	--	16-03-21	CRISIL A+/Stable	CRISIL A+/Stable	20-05-20	CRISIL A/Stable	--
			--	--	02-03-22	--	03-02-21	CRISIL A+/Stable	CRISIL A/Stable	06-05-20	CRISIL A/Stable	--

			--		--	25-02-22	CRISIL A+/Stable		--	--	--	--
<b>Non-Fund Based Facilities</b>	LT	90.0	CRISIL AA-/Stable		--		--		--	--	--	--
<b>Commercial Paper</b>	ST	500.0	CRISIL A1+	08-05-23	CRISIL A1+	02-12-22	CRISIL A1+	13-12-21	CRISIL A1+	04-12-20	CRISIL A1	CRISIL A1
			--	28-04-23	CRISIL A1+	03-11-22	CRISIL A1+	04-08-21	CRISIL A1+	02-09-20	CRISIL A1	--
			--	13-03-23	CRISIL A1+	20-10-22	CRISIL A1+	03-08-21	CRISIL A1+	17-08-20	CRISIL A1	--
			--	06-03-23	CRISIL A1+	18-10-22	CRISIL A1+	19-07-21	CRISIL A1+	11-08-20	CRISIL A1	--
			--	10-02-23	CRISIL A1+	21-09-22	CRISIL A1+	01-06-21	CRISIL A1+	25-06-20	CRISIL A1	--
			--	07-02-23	CRISIL A1+	17-06-22	CRISIL A1+	18-03-21	CRISIL A1+	17-06-20	CRISIL A1	--
			--		--	15-03-22	CRISIL A1+	16-03-21	CRISIL A1+	20-05-20	CRISIL A1	--
			--		--	02-03-22	CRISIL A1+	03-02-21	CRISIL A1	06-05-20	CRISIL A1	--
			--		--	25-02-22	CRISIL A1+		--	--	--	--
<b>Non Convertible Debentures</b>	LT	4101.98	CRISIL AA-/Stable	08-05-23	CRISIL AA-/Stable	02-12-22	CRISIL AA-/Stable	13-12-21	CRISIL A+/Stable	04-12-20	CRISIL A/Stable	CRISIL A/Stable
			--	28-04-23	CRISIL AA-/Stable	03-11-22	CRISIL AA-/Stable	04-08-21	CRISIL A+/Stable	02-09-20	CRISIL A/Stable	--
			--	13-03-23	CRISIL AA-/Stable	20-10-22	CRISIL AA-/Stable	03-08-21	CRISIL A+/Stable	17-08-20	CRISIL A/Stable	--
			--	06-03-23	CRISIL AA-/Stable	18-10-22	CRISIL AA-/Stable	19-07-21	CRISIL A+/Stable	11-08-20	CRISIL A/Stable	--
			--	10-02-23	CRISIL AA-/Stable	21-09-22	CRISIL A+/Stable	01-06-21	CRISIL A+/Stable	25-06-20	CRISIL A/Stable	--
			--	07-02-23	CRISIL AA-/Stable	17-06-22	CRISIL A+/Stable	18-03-21	CRISIL A+/Stable	17-06-20	CRISIL A/Stable	--
			--		--	15-03-22	CRISIL A+/Stable	16-03-21	CRISIL A+/Stable	20-05-20	CRISIL A/Stable	--
			--		--	02-03-22	CRISIL A+/Stable	03-02-21	CRISIL A/Stable	06-05-20	CRISIL A/Stable	--
			--		--	25-02-22	CRISIL A+/Stable		--	--	--	--
<b>Perpetual Bonds</b>	LT	524.0	CRISIL A/Stable	08-05-23	CRISIL A/Stable	02-12-22	CRISIL A/Stable	13-12-21	CRISIL A-/Stable	04-12-20	CRISIL BBB+/Stable	CRISIL BBB+/Stable
			--	28-04-23	CRISIL A/Stable	03-11-22	CRISIL A/Stable	04-08-21	CRISIL A-/Stable	02-09-20	CRISIL BBB+/Stable	--
			--	13-03-23	CRISIL A/Stable	20-10-22	CRISIL A/Stable	03-08-21	CRISIL A-/Stable	17-08-20	CRISIL BBB+/Stable	--
			--	06-03-23	CRISIL A/Stable	18-10-22	CRISIL A/Stable	19-07-21	CRISIL A-/Stable	11-08-20	CRISIL BBB+/Stable	--
			--	10-02-23	CRISIL A/Stable	21-09-22	CRISIL A-/Stable	01-06-21	CRISIL A-/Stable	25-06-20	CRISIL BBB+/Stable	--
			--	07-02-23	CRISIL A/Stable	17-06-22	CRISIL A-/Stable	18-03-21	CRISIL A-/Stable	17-06-20	CRISIL BBB+/Stable	--
			--		--	15-03-22	CRISIL A-/Stable	16-03-21	CRISIL A-/Stable	20-05-20	CRISIL BBB+/Stable	--
			--		--	02-03-22	CRISIL A-/Stable	03-02-21	CRISIL BBB+/Stable	06-05-20	CRISIL BBB+/Stable	--
			--		--	25-02-22	CRISIL A-/Stable		--	--	--	--
<b>Short Term Non Convertible Debenture</b>	ST		--		--		--		--		--	Withdrawn
<b>Subordinated Debt</b>	LT	550.0	CRISIL AA-/Stable	08-05-23	CRISIL AA-/Stable	02-12-22	CRISIL AA-/Stable	18-03-21	Withdrawn	04-12-20	CRISIL A/Stable	CRISIL A/Stable
			--	28-04-23	CRISIL AA-/Stable	03-11-22	CRISIL AA-/Stable	16-03-21	CRISIL A+/Stable	02-09-20	CRISIL A/Stable	--
			--	13-03-23	CRISIL AA-/Stable	20-10-22	CRISIL AA-/Stable	03-02-21	CRISIL A/Stable	17-08-20	CRISIL A/Stable	--
			--	06-03-23	CRISIL AA-/Stable	18-10-22	CRISIL AA-/Stable		--	11-08-20	CRISIL A/Stable	--
			--	10-02-23	CRISIL AA-/Stable	21-09-22	CRISIL A+/Stable		--	25-06-20	CRISIL A/Stable	--
			--	07-02-23	CRISIL AA-/Stable	17-06-22	CRISIL A+/Stable		--	17-06-20	CRISIL A/Stable	--
			--		--	15-03-22	CRISIL A+/Stable		--	20-05-20	CRISIL A/Stable	--

			--	--	02-03-22	CRISIL A+/Stable		--	06-05-20	CRISIL A/Stable	--	
			--	--	25-02-22	CRISIL A+/Stable		--		--	--	
<b>Subordinated Debt Bond</b>	LT		--	--		--		--		--	Withdrawn	
<b>Long Term Principal Protected Market Linked Debentures</b>	LT	200.0	CRISIL PPMLD AA-/Stable	08-05-23	CRISIL PPMLD AA-/Stable	02-12-22	CRISIL PPMLD AA- r /Stable	13-12-21	CRISIL PPMLD A+ r /Stable	23-10-20	Provisional CRISIL PPMLD AA+ r (CE) /Stable	--
			--	28-04-23	CRISIL PPMLD AA-/Stable	03-11-22	CRISIL PPMLD AA- r /Stable		--		--	--
			--	13-03-23	CRISIL PPMLD AA-/Stable	20-10-22	CRISIL PPMLD AA- r /Stable		--		--	--
			--	06-03-23	CRISIL PPMLD AA-/Stable	18-10-22	CRISIL PPMLD AA- r /Stable		--		--	--
			--	10-02-23	CRISIL PPMLD AA-/Stable	21-09-22	CRISIL PPMLD A+ r /Stable		--		--	--
			--	07-02-23	CRISIL PPMLD AA-/Stable	17-06-22	CRISIL PPMLD A+ r /Stable		--		--	--
			--		--	15-03-22	CRISIL PPMLD A+ r /Stable		--		--	--
			--		--	02-03-22	CRISIL PPMLD A+ r /Stable		--		--	--
			--		--	25-02-22	CRISIL PPMLD A+ r /Stable		--		--	--

All amounts are in Rs.Cr.

#### Annexure - Details of Bank Lenders & Facilities

Facility	Amount (Rs.Crore)	Name of Lender	Rating
Cash Credit	10	Bandhan Bank Limited	CRISIL AA-/Stable
Cash Credit & Working Capital Demand Loan	200	DBS Bank Limited	CRISIL AA-/Stable
Cash Credit & Working Capital Demand Loan	450	IndusInd Bank Limited	CRISIL AA-/Stable
Cash Credit & Working Capital Demand Loan	50	Tamilnad Mercantile Bank Limited	CRISIL AA-/Stable
Cash Credit & Working Capital Demand Loan	300	Indian Overseas Bank	CRISIL AA-/Stable
Cash Credit & Working Capital Demand Loan	350	IDBI Bank Limited	CRISIL AA-/Stable
Cash Credit & Working Capital Demand Loan	1400	State Bank of India	CRISIL AA-/Stable
Cash Credit & Working Capital Demand Loan	1400	Punjab National Bank	CRISIL AA-/Stable
Cash Credit & Working Capital Demand Loan	200	Bank of India	CRISIL AA-/Stable
Cash Credit & Working Capital Demand Loan	30	Dhanlaxmi Bank Limited	CRISIL AA-/Stable
Cash Credit & Working Capital Demand Loan	62.5	Bank of Maharashtra	CRISIL AA-/Stable
Cash Credit & Working Capital Demand Loan	125	The Karur Vysya Bank Limited	CRISIL AA-/Stable
Cash Credit & Working Capital Demand Loan	50	The Karnataka Bank Limited	CRISIL AA-/Stable
Cash Credit & Working Capital Demand Loan	450	Bank of Baroda	CRISIL AA-/Stable

Cash Credit & Working Capital Demand Loan	225	Axis Bank Limited	CRISIL AA-/Stable
Cash Credit & Working Capital Demand Loan	150	Central Bank Of India	CRISIL AA-/Stable
Cash Credit & Working Capital Demand Loan	200	HDFC Bank Limited	CRISIL AA-/Stable
Cash Credit & Working Capital Demand Loan	50	The Karnataka Bank Limited	CRISIL AA-/Stable
Cash Credit & Working Capital Demand Loan	1450	Union Bank of India	CRISIL AA-/Stable
Cash Credit & Working Capital Demand Loan	550	Indian Bank	CRISIL AA-/Stable
Cash Credit & Working Capital Demand Loan	225	The South Indian Bank Limited	CRISIL AA-/Stable
Cash Credit & Working Capital Demand Loan	65	DCB Bank Limited	CRISIL AA-/Stable
Cash Credit & Working Capital Demand Loan	150	The Federal Bank Limited	CRISIL AA-/Stable
Non-Fund Based Limit <sup>&amp;</sup>	50	State Bank of India	CRISIL AA-/Stable
Non-Fund Based Limit <sup>^</sup>	40	IndusInd Bank Limited	CRISIL AA-/Stable
Proposed Long Term Bank Loan Facility	570	Not Applicable	CRISIL AA-/Stable
Proposed Long Term Bank Loan Facility	387.85	Not Applicable	CRISIL AA-/Stable
Term Loan	236.36	Bandhan Bank Limited	CRISIL AA-/Stable
Term Loan	42.88	DBS Bank Limited	CRISIL AA-/Stable
Term Loan	300	Punjab National Bank	CRISIL AA-/Stable
Term Loan	150	Central Bank Of India	CRISIL AA-/Stable
Term Loan	558.55	Indian Bank	CRISIL AA-/Stable
Term Loan	117.88	Axis Bank Limited	CRISIL AA-/Stable
Term Loan	49.73	YES Bank Limited	CRISIL AA-/Stable
Term Loan	28.58	Ujjivan Small Finance Bank Limited	CRISIL AA-/Stable
Term Loan	500	State Bank of India	CRISIL AA-/Stable
Term Loan	314.56	Punjab National Bank	CRISIL AA-/Stable
Term Loan	347.27	Central Bank Of India	CRISIL AA-/Stable
Term Loan	90	The Federal Bank Limited	CRISIL AA-/Stable
Term Loan	170	Axis Bank Limited	CRISIL AA-/Stable
Term Loan	338.63	Canara Bank	CRISIL AA-/Stable
Term Loan	550	Canara Bank	CRISIL AA-/Stable
Term Loan	30	Bank of Baroda	CRISIL AA-/Stable
Working Capital Demand Loan	150	HDFC Bank Limited	CRISIL AA-/Stable
Working Capital Term Loan	286	Punjab and Sind Bank	CRISIL AA-/Stable
Working Capital Term Loan	30	Bank of Maharashtra	CRISIL AA-/Stable
Working Capital Term Loan	265	State Bank of India	CRISIL AA-/Stable
Working Capital Term Loan	250	Bank of Maharashtra	CRISIL AA-/Stable
Working Capital Term Loan	504.21	UCO Bank	CRISIL AA-/Stable

<sup>&</sup>CEL for hedging forex liability

<sup>^</sup>Derivative limit

## Criteria Details

Links to related criteria

[CRISILs Bank Loan Ratings - process, scale and default recognition](#)

[Rating Criteria for Finance Companies](#)

[CRISILs Criteria for rating short term debt](#)[CRISILs Criteria for Consolidation](#)

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**ANNEXURE B – CONSENT FROM THE DEBENTURE TRUSTEE**

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**CONSENT LETTER FROM THE DEBENTURE TRUSTEE TO THE ISSUE**

CL/MUM/23-24/DEB/77

Date: July 7<sup>th</sup>, 2023

**Muthoot Fincorp Limited**  
 Muthoot Centre,  
 TC No 27.3022 Punnen Road  
 Trivandrum,  
 Kerala – 695001

Dear Ma'am/Sir

**Sub: Proposed public offering of Secured Redeemable Non-Convertible Debentures of face value of [₹1,000] each ("NCDs") for an amount aggregating to ₹ 1,100 Crores (Indian Rupees One Thousand and One Hundred Crores only) (the "Issue") of Muthoot Fincorp Limited ("Company").**

We, the undersigned, hereby consent to be named as the Debenture Trustee to the Issue and to our name being inserted as the Debenture Trustee to the Issue in the Draft Shelf Prospectus to be filed with the BSE Limited ("**Stock Exchange**") and to be forwarded to Securities and Exchange Board of India ("**SEBI**") and the Shelf Prospectus and relevant Tranche Prospectus(es) to be filed with the Registrar of Companies, Kerala and Lakshadweep ("**RoC**"), Stock Exchange and to be forwarded to SEBI in respect of the Issue and also in all related advertisements and communications sent pursuant to the Issue. The following details with respect to us may be disclosed:

Name: Vardhman Trusteeship Private Limited  
 Address: **Registered Address:** Turner Morrison Building, Unit No. 15, 6 Lyons Range, Kolkata-700001.  
**Corporate Address:** The Capital, A Wing, 412A, Bandra Kurla Complex, Bandra (East), Mumbai-400051  
 Tel: 022 4264 8335/ 022 4014 0832  
 Fax: NA  
 Email: [corporate@vardhmantrustee.com](mailto:corporate@vardhmantrustee.com)  
 Website: <https://vardhmantrustee.com>  
 Contact Person: Rushabh Desai  
 SEBI Registration No: IND000000611

We confirm that we are registered with the SEBI and that such registration is valid as on the date of this letter. We enclose a copy of our registration certificate enclosed herein as **Annexure A** and declaration regarding our registration with SEBI as **Annexure B**.

We also confirm that we have not been prohibited by SEBI to act as an intermediary in capital market issues.

We hereby authorise you to deliver this letter of consent to the RoC, pursuant to the provisions of Section 26 of the Companies Act, 2013 and other applicable laws or any other regulatory/statutory authorities as required by law.







We also agree to keep strictly confidential, until such time as the proposed transaction is publicly announced by the Company in the form of a press release, (i) the nature and scope of this transaction; and (ii) our knowledge of the proposed transaction of the Company.

We confirm that we will immediately inform you and the Lead Manager of any change to the above information until the date when the NCDs commence trading on the Stock Exchange. In the absence of any such communication from us, the above information should be taken as updated information until the NCDs commence trading.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Draft Shelf Prospectus.

This letter may be relied upon by you, the Lead Manager and the legal advisors to the Issue in respect of the Issue.

Sincerely

For **Vardhman TrusteeShip Private Limited**

Name: Rushabh Desai

Designation: Legal, Compliance & Operations Head

CC:

**SMC Capitals Limited**

A 401/402, Lotus Corporate Park, Jai Coach Junction,  
Off Western Express Highway,  
Goregaon (East), Mumbai – 400063


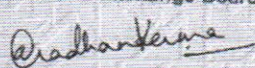
**Khaitan & Co**

One World Center  
13<sup>th</sup> Floor, Tower 1,  
Senapati Bapat Marg,  
Mumbai 400 013  
Maharashtra, India





## Annexure A

<b>डिबेंचर न्यासी</b>	फॉर्म नं. FORM-B	<b>DEBENTURE TRUSTEE</b>
<b>भारतीय प्रतिभूति और विनियम बोर्ड</b> <b>SECURITIES AND EXCHANGE BOARD OF INDIA</b> (डिबेंचर न्यासी) विनियम, 1993 (DEBENTURE TRUSTEE) REGULATIONS, 1993 000 274 (विनियम 8) (Regulation 8) <b>रजिस्ट्रीकरण प्रमाणपत्र</b> <b>CERTIFICATE OF REGISTRATION</b>		
1) बोर्ड, भारतीय प्रतिभूति और विनियम बोर्ड अधिनियम, 1992 के अधीन डिबेंचर न्यासी के लिए बनाए गए नियमों और विनियमों के साथ सेटल एत अधिनियम की धारा-12 की उपधारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए 1) In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder for the debenture trustee the Board hereby grants a certificate of registration to		
<b>VARDHMAN TRUSTEESHIP PRIVATE LIMITED</b> Unit No. 15, Turner Morrison Building 6 Lyons Range KOLKATA 700001 WEST BENGAL INDIA		
को नियमों में, शर्तों के अधीन रहते हुए और विनियमों के अनुसार डिबेंचर न्यासी के रूप में रजिस्ट्रीकरण का प्रमाणपत्र इसके द्वारा प्रदान करता है। as a debenture trustee subject to the conditions in the rules and in accordance with the regulations.		
2) डिबेंचर न्यासी के लिए रजिस्ट्रीकरण कोड है 2) Registration Code for the debenture trustee is <b>IND000000611</b>		
3) जब तक नवीकृत न किया जाए, रजिस्ट्रीकरण का प्रमाणपत्र से तक विधिवत है। 3) Unless renewed, the certificate of registration is valid from to		
<b>This certificate of Registration shall be valid from 15/12/2020 to null, unless Suspended or cancelled by the Board</b>		
		आदेश से <b>भारतीय प्रतिभूति और विनियम बोर्ड</b> के लिए और उसके ओर से By order For and on behalf of <b>Securities and Exchange Board of India</b>  <b>ARADHANA VERMA</b> प्राधिकृत हस्ताक्षरकर्ता / Authorised Signatory
स्थान Place :	<b>Mumbai</b>	
तारीख Date :	<b>May 20, 2021</b>	






**Annexure B**

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:

1.	Registration Number	IND000000611
2.	Date of registration/ Renewal of registration	15/12/2020
3.	Date of expiry of registration	Null, unless suspended or cancelled by SEBI
4.	If applied for renewal, date of application	N/A
5.	Any communication from SEBI prohibiting the entity from acting as an intermediary	No
6.	Any enquiry/ investigation being conducted by SEBI	No
7.	Details of any penalty imposed by SEBI	No



## ANNEXURE C - DAY COUNT CONVENTION

### ILLUSTRATION FOR GUIDANCE IN RESPECT OF THE DAY COUNT CONVENTION AND EFFECT OF HOLIDAYS ON PAYMENTS

Investors should note that the below examples are solely for illustrative purposes and is not specific to the Issue.

Set forth below is an illustration for guidance in respect of the day count convention and effect of holidays on payments. For the purpose of this illustration, we have considered effect of holidays on cash flows only for Option I, Option V & Option VII. The effect of holidays on cash flows for the other Options of NCDs shall be similar.

<b>Company</b>	Muthoot Fincorp Limited
<b>Face Value</b>	₹ 1,000
<b>Day and date of Allotment (assumed)</b>	Wednesday, September 20, 2023
<b>Day Count Convention</b>	Actual/Actual

<b>Option</b>	<b>Option I (Secured)</b>
<b>Coupon (%) for NCD Holders in Category I, II and III</b>	8.65%
<b>Tenure</b>	24 Months
<b>No. of NCDs held (assumed)</b>	1
<b>Frequency of the Interest Payment</b>	Monthly
<b>Redemption Date/Maturity Date</b>	September 20, 2025

Cash flow	Due Date of payment	No. of days for Coupon period	Amount (in ₹)
Initial Payment			₹ -1000.00
1 <sup>st</sup> Coupon	November 01, 2023	42	9.95
2 <sup>nd</sup> Coupon	December 01, 2023	30	7.11
3 <sup>rd</sup> Coupon	January 01, 2024	31	7.35
4 <sup>th</sup> Coupon	February 01, 2024	31	7.33
5 <sup>th</sup> Coupon	March 01, 2024	29	6.85
6 <sup>th</sup> Coupon	April 01, 2024	31	7.33
7 <sup>th</sup> Coupon	May 01, 2024	30	7.09
8 <sup>th</sup> Coupon	June 01, 2024	31	7.33
9 <sup>th</sup> Coupon	July 01, 2024	30	7.09
10 <sup>th</sup> Coupon	August 01, 2024	31	7.33
11 <sup>th</sup> Coupon	September 02, 2024	31	7.33
12 <sup>th</sup> Coupon	October 01, 2024	30	7.09
13 <sup>th</sup> Coupon	November 01, 2024	31	7.33
14 <sup>th</sup> Coupon	December 02, 2024	30	7.09
15 <sup>th</sup> Coupon	January 01, 2025	31	7.33
16 <sup>th</sup> Coupon	February 01, 2025	31	7.35
17 <sup>th</sup> Coupon	March 01, 2025	28	6.64
18 <sup>th</sup> Coupon	April 01, 2025	31	7.35
19 <sup>th</sup> Coupon	May 01, 2025	30	7.11
20 <sup>th</sup> Coupon	June 02, 2025	31	7.35
21 <sup>st</sup> Coupon	July 01, 2025	30	7.11
22 <sup>nd</sup> Coupon	August 01, 2025	31	7.35
23 <sup>rd</sup> Coupon	September 01, 2025	31	7.35
24 <sup>th</sup> Coupon	September 20, 2025	19	4.50
<b>Redemption of Principal</b>	September 20, 2025		<b>1000.00</b>

<b>Options</b>	<b>Option V (Secured)</b>
<b>Coupon (%) for NCD Holders in Category I, II and III</b>	9.27%
<b>Tenure</b>	36 Months
<b>No. of NCDs held (assumed)</b>	1
<b>Frequency of the Interest Payment</b>	Annual
<b>Redemption Date/Maturity Date</b>	September 20, 2026

Cash flow	Due Date of payment	No. of days for Coupon period	Amount (in ₹)
Initial Payment			₹ -1000.00
1 <sup>st</sup> Coupon	September 20, 2024	366	92.70
2 <sup>nd</sup> Coupon	September 20, 2025	365	92.70
3 <sup>rd</sup> Coupon	September 20, 2026	365	92.70
<b>Redemption of Principal</b>	September 20, 2026		<b>1000.00</b>

<b>Option</b>	<b>Option VII (Secured)</b>
<b>Coupon (%) for NCD Holders in Category I, II and III</b>	Not Applicable
<b>Tenure</b>	24 Months
<b>Effective Yield (p.a.)</b>	8.99%
<b>No. of NCDs held (assumed)</b>	1
<b>Frequency of the Interest Payment</b>	On Maturity (Cumulative)
<b>Redemption Date/Maturity Date</b>	September 20, 2025

Cash flow	Due Date of payment	No. of days for Coupon period	Amount (in ₹)
<b>Principal Amount</b>	1000		
<b>Redemption of Principal</b>	September 20, 2025	Not Applicable	<b>1188</b>

**Assumptions:**

1. The Deemed Date of Allotment is assumed to be September 20, 2023. If the Deemed Date of Allotment undergoes a change, the coupon payment dates, redemption dates, redemption amount and other cash flow working shall be changed accordingly.
2. Interest payable during the FY 2024 and FY 2028, being leap year, have been calculated for 366 days.
3. In the event the interest / 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 Rs. 1569.93, then the amount shall be rounded off to Rs.1570. However, this rounding off to nearest integer at the time of payment of interest and/or redemption amount will be done per NCD Holder.
4. For the purpose of illustration, it is assumed that only Sundays are non-Working Days.

**Note:**

The Coupon/ Interest Payments are rounded-off to nearest rupee as per FIMMDA 'Handbook on market practices'.