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## 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 as Muthoot Debt Management Services Limited. 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 is registered as a Non-Banking Financial Company (“NBFC”) vide registration number N-16.00170 dated July 23, 2002 within the meaning of the Reserve Bank of India Act, 1934, as amended (the “RBI Act”). For further details, see “General Information” on page 20, and “History and Certain Corporate Matters” on page 130 of the Shelf Prospectus and on page 45 of this Tranche II Prospectus.

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

**Registered office:** Muthoot Centre, TC No 27/3022 Punnen Road Trivandrum 695 001, Kerala; **Tel:** +91 471 491 1550; **Email:** cs@muthoot.com;

**Corporate office:** Muthoot Centre, Near Spencer Junction, M.G. Road, Trivandrum 695 039, Kerala; **Tel:** +91 471 491 1430; **Email:** cs@muthoot.com;

**Compliance Officer and Company Secretary:** 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 25,00,000 SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹1,000 EACH (“NCDs”) FOR AN AMOUNT AGGREGATING TO ₹ 7,500 LAKHS (“BASE ISSUE”) WITH GREEN SHOE OPTION OF UP TO ₹ 17,500 LAKHS AGGREGATING TO ₹ 25,000 LAKHS (“TRANCHE II ISSUE LIMIT”) (“TRANCHE II ISSUE”) WHICH IS WITHIN THE SHELF LIMIT OF ₹ 2,00,000 LAKHS AND IS BEING OFFERED BY WAY OF THIS TRANCHE II PROSPECTUS DATED SEPTEMBER 25, 2024 CONTAINING INTER ALIA THE TERMS AND CONDITIONS OF TRANCHE II ISSUE (“TRANCHE II PROSPECTUS”), WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED AUGUST 23, 2024 (“SHELF PROSPECTUS”) FILED WITH THE ROC, STOCK EXCHANGE AND SECURITIES AND EXCHANGE BOARD OF INDIA (“SEBI”). THE SHELF PROSPECTUS AND THIS TRANCHE II PROSPECTUS CONSTITUTES THE PROSPECTUS (“PROSPECTUS”). THE TRANCHE II 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 TRANCHE II 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 158 of the Shelf Prospectus and on page 69 of this Tranche II Prospectus.

### GENERAL RISK

Investment in non-convertible securities is risky 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 Tranche II Issue. For taking an investment decision, the investors must rely on their own examination of the Issuer and the Issue, including the risks involved in it. Specific attention of the Investors is invited to the section “Risk Factors” on page 19 of the Shelf Prospectus and on page 19 of this Tranche II Prospectus, and “Material Developments” on page 72 before making an investment in this Tranche II Issue. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the non-convertible securities or investor’s decision to purchase such securities. This Tranche II 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 and Lakshadweep, or any stock exchange in India nor do they guarantee the accuracy or adequacy of this document.

### COUPON RATE, COUPON PAYMENT FREQUENCY, REDEMPTION DATE, REDEMPTION AMOUNT & 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 124.

### CREDIT RATING

Our Company has received rating of “CRISIL AA-/Stable” (pronounced as CRISIL double A minus rating with a Stable outlook) for an amount of ₹ 1,90,000 lakhs of NCDs by CRISIL Ratings Limited vide its letter dated September 12, 2024, and “CRISIL AA-/Stable” (pronounced as CRISIL double A minus rating with a Stable outlook) for an amount of ₹ 1,10,000 lakhs of NCDs (of which, ₹ 10,900 lakhs is unutilized) by CRISIL Ratings Limited vide its letter dated September 12, 2024, along with the rating rationale dated September 11, 2024 for the NCDs proposed to be issued pursuant to this Tranche II Issue. The rating given by CRISIL Ratings Limited is valid as on the date of this Tranche II 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 on page 184 for the rationale and press release for the above rating. There are no unaccepted ratings and any other ratings other than as specified in this Tranche II Prospectus.

### PUBLIC COMMENTS

The Draft Shelf Prospectus dated August 8, 2024 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 19, 2024.

### LISTING

The NCDs offered through this Tranche II 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/16/24-25 dated August 21, 2024. BSE shall be the Designated Stock Exchange for the Issue.

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	DEBENTURE TRUSTEE
 <p><b>Nuvama Wealth Management Limited</b> 801-804, Wing A, Building No 3 Inspire BKC, G Block, Bandra Kurla Complex Bandra East, Mumbai – 400 051 <b>Tel:</b> +91 22 4009 4400 <b>Email:</b> mfl.ncd@nuvama.com <b>Website:</b> www.nuvama.com <b>Contact Person:</b> Saili Dave</p>	 <p><b>Integrated Registry Management Services Private Limited</b> 2<sup>nd</sup> Floor, Kences Towers, No. 1 Ramakrishna Street North Usman Road, T. Nagar, Chennai – 600 017 <b>Tel:</b> +91 44 2814 0801 to 2814 0803 <b>Fax:</b> +91 44 2814 2479 <b>Email:</b> yuvraj@integratedindia.in <b>Website:</b> www.integratedregistry.in <b>Contact Person:</b> S Yuvaraj</p>	 <p><b>Vardhman Trusteeship Private Limited*</b> The capital, A Wing, 412A Bandra Kurla Complex, Bandra (East) Mumbai – 400 051 <b>Tel:</b> +91 22 4264 8335/ 4014 0832 <b>E-mail:</b> compliance@vardhmantrustee.com <b>Website:</b> www.vardhmantrustee.com <b>Contact Person:</b> Rushabh Desai</p>
CREDIT RATING AGENCY	JOINT STATUTORY AUDITORS	
 <p><b>CRISIL Ratings Limited</b> CRISIL House, Central Avenue Hiranandani Business Park, Powai Mumbai – 400 076. <b>Tel:</b> + 91 22 3342 3000 <b>Fax:</b> +91 22 3342 3050 <b>Email:</b> crisilratingdesk@crisil.com <b>Contact Person:</b> Krishnan Sitaraman</p>	<p><b>M/s. Krishnan Retna &amp; Associates</b> 201 Block A, Nandini Gardens Fort, Thiruvananthapuram Kerala – 695 023 <b>Tel:</b> +91 471 2476356 <b>Email:</b> trivandrum@krishnanretna.com <b>Contact Person:</b> Nikhil R Kumar <b>Peer Review No.:</b> 015229</p>	<p><b>M/s. Rangamani &amp; Co</b> Rose Gardens North of Iron Bridge Alappuzha, Kerala – 688 011 <b>Tel:</b> +91 477 225 1474 <b>Email:</b> rangamanis@rediffmail.com <b>Contact Person:</b> Krishnan R <b>Peer Review No.:</b> 014457</p>
ISSUE PROGRAMME		
<b>TRANCHE II ISSUE OPENS ON: Friday, October 11, 2024</b>		<b>TRANCHE II ISSUE CLOSES ON: Thursday, October 24, 2024</b>

\* Vardhman Trusteeship Private Limited has by its letter dated June 12, 2024 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 II Prospectus and in all the subsequent periodical communications sent to the holders of the NCDs issued pursuant to this Tranche II Issue.

\*\* This Tranche II 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 II Prospectus. Our Company may, in consultation with the Lead Manager, consider closing this Tranche II Issue on such earlier date or extended date (subject to a minimum period of two working days and a maximum period of 10 working days from the date of opening of this Tranche II Issue and subject to not exceeding thirty days from filing of this Tranche II Prospectus with ROC, including any extensions), as may be decided by the Board of Directors or the Stock Allotment Committee, 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 II 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 or electronic modes such as online newspapers or websites of the Issuer or the stock exchange in which pre-issue advertisement for opening of this Tranche II Issue has been given on or before such earlier or initial date of Tranche II Issue closure). On the Tranche II 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 II Issue Closing Date. For further details please see “General Information” on page 20.

A copy of the Shelf Prospectus and this Tranche II 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 181.

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## SECTION I : GENERAL

### DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates, all references in this Tranche II 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 II 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 II 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, 2024, Audited Consolidated Financial Statements for the Financial Year ending March 31, 2023 and Audited Consolidated Financial Statements for the Financial Year ending March 31, 2022.
Audited Consolidated Financial Statements for Fiscal 2024	Audited Financial Statements of the Company comprising of the balance sheet of the Company as of March 31, 2024, 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, 2024 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 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 Financial Statements	Audited Standalone Financial Statements and Audited Consolidated Financial Statements
Audited Standalone Financial Statements	The Audited Standalone Financial Statements of the Company comprising of Audited Standalone Financial Statements for the Financial Year ending March 31, 2024, Audited Standalone Financial Statements for the Financial Year ending March 31, 2023 and Audited Standalone Financial Statements for the Financial Year ending March 31, 2022.
Audited Standalone Financial Statements for Fiscal 2024	Audited Financial Statements of the Company comprising of the balance sheet of the Company as of March 31, 2024, 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, 2024 prepared by the Company in accordance with Ind AS, as specified under section 133 of the Companies Act, 2013.
Audited Standalone	Audited Financial Statements of the Company comprising of the balance sheet of the

<b>Term</b>	<b>Description</b>
Financial Statements for Fiscal 2023	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 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.
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 Tranche II Issue, i.e. Sachu Sivas
Corporate Office	The corporate office of our Company, situated at Muthoot Centre, Near Spencer Junction, Trivandrum – 695 039, Kerala
CRISIL Report	The report named 'Industry Report on Gold Loans – July 2024' provided by CRISIL
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 Companies	The following entities have been identified as the Group Companies in accordance with Section 2(r) of the SEBI NCS Regulations. <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> <li>r. Thinking Machine Media Private Limited</li> <li>s. Muthoot Hotels Private Limited</li> <li>t. Speckle Internet Solutions Private Limited</li> <li>u. Muthoot Pappachan Centre of Excellence in Sports</li> </ul>
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 49.
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

<b>Term</b>	<b>Description</b>
	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 49.
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 June 30, 2024, 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 II 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 II Issue
Allottee	The successful Applicant to whom the NCDs are being/have been Allotted pursuant to this Tranche II 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 II 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 II 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 II Prospectus.
Application Amount	The aggregate value of NCDs applied for, as indicated in the Application Form for this Tranche II 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 II 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	₹ 7,500 lakh

<b>Term</b>	<b>Description</b>
Basis of Allotment	The basis on which NCDs will be allotted to Applicants under the Tranche II Issue and as described in “ <i>Issue Procedure – Basis of Allotment</i> ” on page 174.
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
Category I – Institutional Investors	<ul style="list-style-type: none"> <li>• Public financial institutions, scheduled commercial banks, and Indian multilateral and bilateral development financial institutions which are authorised to invest in the NCDs;</li> <li>• Provident funds with minimum corpus of ₹2,500 lakhs, and pension funds with minimum corpus of ₹2,500 lakhs registered with the Pension Fund Regulatory and Development Authority, 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, as amended;</li> <li>• Resident Venture Capital Funds registered with SEBI;</li> <li>• Insurance Companies registered with IRDA;</li> <li>• State industrial development corporations;</li> <li>• Insurance funds set up and managed by the army, navy, or air force of the Union of India;</li> <li>• Insurance funds set up and managed by the Department of Posts, India;</li> <li>• Systemically important non-banking financial companies registered with RBI;</li> <li>• National Investment Fund set up by resolution no. F.No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India; and</li> <li>• Mutual funds registered with SEBI.</li> </ul>
Category II (Non Institutional Investors)	<ul style="list-style-type: none"> <li>• Companies within the meaning of Section 2(20) of the Companies Act, 2013; statutory bodies/ corporations and societies registered under the applicable laws in India and authorised to invest in the NCDs;</li> <li>• Co-operative banks and regional rural banks;</li> <li>• Trusts including public/private charitable/religious trusts which are 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>• Scientific and/or industrial research organisations, which are authorised to invest in the NCDs;</li> <li>• 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).</li> <li>• Association of Persons; and</li> <li>• Any other incorporated and/ or unincorporated body of persons</li> </ul>
Category III (High Net Worth Individual Investors)	Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating to above ₹ 10,00,000 across all options of NCDs in the Issue.
Category IV (Retail Individual Investors)	Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating up to and including ₹ 10,00,000 across all options of NCDs in the Issue and shall include Retail Individual Investors, who have submitted bid for an amount not more than ₹ 500,000 in any of the bidding options in the Issue (including HUFs applying through their Karta and does not include NRIs) though UPI Mechanism.
Client ID	Client identification number maintained with one of the Depositories in relation to the demat account
Consortium/ Members of the Consortium (each individually, a Member of the Consortium)	The Lead Manager and Consortium Members

<b>Term</b>	<b>Description</b>
Consortium Agreement	Agreement dated September 25, 2024 between the Consortium Member, the Company and the Lead Manager as specified in this Tranche II Prospectus.
Consortium Members	Nuvama Wealth and Investment Limited ( <i>formerly known as Edelweiss Broking Limited</i> )
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 this Tranche II Prospectus. For further details, see “ <i>Issue Structure</i> ” on page 124.
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 100% security cover for the NCDs for the principal amount outstanding under the NCDs and the interest due thereon issued pursuant to this Tranche II Issue.
Debenture Trusteeship Agreement	Debenture Trusteeship Agreement dated July 1, 2024 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 the Stock Allotment Committee approves the Allotment of the NCDs for this Tranche II Issue or such date as may be determined by the Board of Directors or the Stock Allotment Committee 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 II Prospectus following which the NCDs will be Allotted in the Tranche II 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

<b>Term</b>	<b>Description</b>
	Account, Designated Intermediaries shall mean SCSBs.  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 Manager, 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/ Exchange/ DSE	BSE Limited
Draft Shelf Prospectus	The Draft Shelf Prospectus dated August 8, 2024, 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 categorized stock exchange. This facility is available only for demat account holders who wish to hold the NCDs pursuant to the Tranche II 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 136.
Issue	Public issue by our Company of NCDs for an amount aggregating up to ₹ 2,00,000 lakhs, pursuant to the Shelf Prospectus. The Tranche II 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 8, 2024, entered between the Company and the Lead Manager.
Lead Manager/LM	Nuvama Wealth Management Limited
Listing Agreement	The uniform listing agreement entered into between our Company and the Stock Exchanges in connection with the listing of debt securities of our Company
Market Lot	1 (one) NCD
Maturity Amount	Please see the section titled “ <i>Terms of the Issue</i> ” on page 136.
Mobile App(s)	The mobile applications listed on the website of Stock Exchange as may be updated from time to time, which may be used by RIBs to submit Bids using the UPI Mechanism.
NCDs	Secured redeemable non-convertible debentures of face value of ₹1,000 each
NCD Holder / Debenture Holder	Any debenture holder who holds the NCDs issued pursuant to this Tranche II Issue and whose name appears on the beneficial owners list provided by the Depositories
Offer Document(s)	The Draft Shelf Prospectus, the Shelf Prospectus, this Tranche II Prospectus, the Abridged Prospectus and/or the Application Form along with supplemental information, if any.
Public Issue Account	Account(s) to be 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 September 25, 2024 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



<b>Term</b>	<b>Description</b>
	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 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
Recovery Expense Fund	An amount which has been deposited by the Issuer with the Designated Stock Exchange, equal to 0.01% of the issue size, subject to a maximum of deposit of ₹ 25,00,000 at the time of making the application for listing of NCDs.
Redemption Amount	Please see the section titled “ <i>Terms of the Issue</i> ” on page 136.
Redemption Date or Maturity Date	Please see the section titled “ <i>Terms of the Issue</i> ” on page 136.
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 July 1, 2024, 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
Registered Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers) Regulation, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate and eligible to procure Applications from Applicants.
RTAs/ Registrar and Share Transfer Agents	The registrar and share transfer agents registered with SEBI and eligible to procure Application in this Tranche II 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 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-PoD3/P/CIR/2024/46 dated May 16, 2024 as may be amended from time to time
Security	The principal amount of the Secured NCDs to be issued in terms of this Tranche II 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 (ia) of the SEBI NCS Regulations, as described in “ <i>Our</i>

Term	Description
	<i>Management</i> ” on page 49.
Shelf Limit	The aggregate limit of the Issue, being ₹ 2,00,000 lakhs to be issued under this Shelf Prospectus and relevant Tranche Prospectus(es) through one or more Tranche Issues.
Shelf Prospectus	The Shelf Prospectus dated August 23, 2024 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 II 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
Syndicate SCSB Branches	In relation to ASBA Applications submitted to a Member of the Syndicate, such branches of the SCSBs at the Syndicate ASBA Application Locations named by the SCSBs to receive deposits of the Application Forms from the members of the Syndicate, and a list of which is available on <a href="http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised">http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised</a> Intermediaries or at such other website as may be prescribed by SEBI from time to time.
Tranche II 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 ₹ 7,500 lakh (“Base Issue Size”) with a green shoe option up to an amount of ₹ 17,500 lakh amounting to ₹ 25,000 lakh (“Tranche II Issue Limit”) (“Tranche II Issue”) which is within the shelf limit of ₹2,00,000 lakh and is being offered by way of this Tranche II Prospectus containing <i>inter alia</i> the terms and conditions of Tranche II Issue, which should be read together with the Shelf Prospectus.
Tranche II Issue Opening Date	Friday, October 11, 2024
Tranche II Issue Closing Date	Thursday, October 24, 2024
Tranche II Issue Period	The period between the Tranche II Issue Opening Date and the Tranche II Issue Closing Date inclusive of both days, during which prospective Applicants can submit their Application Forms.
Tranche II Prospectus	This Tranche II Prospectus dated September 25, 2024 containing the details of NCDs including interest, other terms and conditions, recent developments, general information, objects, procedure for application, statement of possible tax benefits, regulatory and statutory disclosures and material contracts, documents for inspection and other terms and conditions in respect of Tranche II Issue.
Tenor	Please see the section titled “ <i>Terms of the Issue</i> ” on page 136.
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 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 Private Limited

<b>Term</b>	<b>Description</b>
“UPI” or “UPI Mechanism”	Unified Payments Interface mechanism in accordance with SEBI NCS Master Circular to block funds for application value up to ₹ 500,000 submitted through intermediaries, namely the Registered Stockbrokers, Consortium Members, Registrar and Transfer Agent and Depository Participants.
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 II 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 II 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 II 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
CIN	Corporate Identification Number
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 as prescribed by Section 133 of the Companies Act, 2013 and notified by the Ind AS Rules
Ind AS Rules	Indian Accounting standards as prescribed by Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2015 as amended from time to time
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

<b>Term</b>	<b>Description</b>
LTV	Loan to value
MSME	Micro, small, and medium enterprises
NAV	Net Asset Value
NBFC	Non-Banking Financial Company as defined under Section 45-IA of the RBI Act, 1934
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 7, 2024, bearing reference number SEBI/HO/MIRSD/POD-1/P/CIR/2024/37.
SBR Framework	Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 dated October 19, 2023, as amended from time to time
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 15% of the aggregate Tier I Capital of such company as on March 31 of the previous accounting year. NBFCs-BL are not eligible to include perpetual debt instruments in their Tier I capital.
Tier II Capital/ Tier II	Tier II capital includes the following: <ul style="list-style-type: none"> <li>a. preference shares other than those which are compulsorily convertible into equity;</li> <li>b. revaluation reserves at discounted rate of fifty five percent;</li> <li>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;</li> <li>d. hybrid debt capital instruments;</li> <li>e. subordinated debt;</li> <li>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</li> <li>g. NBFCs-BL are not eligible to include perpetual debt instruments in their Tier 2 capital.</li> </ul>
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
AS or Accounting Standards	Accounting Standards as prescribed by Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 as amended from time to time
ASBA	Application supported by blocked amounts
BSE	BSE Limited
CAGR	Compounded annual growth rate
CDSL	Central Depository Services (India) Limited
CGST Act	Central Goods and Services Tax Act, 2017
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,

Term	Description
	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
HNI	High Net worth Individual
HUF	Hindu undivided family
ICAI	Institute of Chartered Accountants of India
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
KYC	Know Your Customer
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
p.a.	Per annum
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
SARFAESI Act	Securitisation and Reconstruction of Financial Assets and Enforcement of Securities Interest Act, 2002, as amended, modified or supplemented, from time to time
SCRA	Securities Contracts (Regulation) Act, 1956

<b>Term</b>	<b>Description</b>
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 ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time
SEBI NCS Regulations/ Debt Regulations/ SEBI Regulations	Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended
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/2024/54 dated May 22, 2024, as may be amended from time to time
SEBI Merchant Banker Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 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, “*History and Certain Corporate Matters*”, “*Financial Indebtedness*”, “*Our Management*” and “*Outstanding Litigations and Defaults*” on pages 45, 74, 49 and 75 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 the Draft Shelf Prospectus, the Shelf Prospectus and this Tranche II Prospectus to “India” are to the Republic of India and its territories and possessions and all references to the “Government”, the “Central Government” or the “State Government” are to the Government of India, central or state, as applicable.

Unless stated otherwise, all references to page numbers in this Tranche II Prospectus are to the page numbers of this Tranche II 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 II 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 2024, Fiscal 2023 and Fiscal 2022 are included in the Shelf Prospectus in “*Financial Statements*” beginning at page 161 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 Regulation 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 161 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 II 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 II Prospectus is reliable, it has not been independently verified. Further, the extent to which the market and industry data presented in this Tranche II 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 II 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 II 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, 2024, March 31, 2023 and March 31, 2022 used in this Tranche II Prospectus is derived from our Audited Consolidated Financial Statements and Audited Standalone Financial Statements, as applicable. The financial data for the quarter and three months ended June 30, 2024 used in this Tranche II 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 II 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 II Prospectus, data will be given in ₹ in lakhs.

Certain figures contained in this Tranche II 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 Tranche II 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 II 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 Tranche II 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.

### **Exchange Rates**

The exchange rates for INR (₹) vis-à-vis of USD, as of June 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 are provided below:

<b>Currency</b>	<b>June 30, 2024</b>	<b>March 31, 2024</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
1 USD	83.45	83.34	82.22	75.81

Source: <https://www.fbil.org.in/#/home> and <https://www.rbi.org.in/scripts/ReferenceRateArchive.aspx>

*The above exchange rates are for the purpose of information only and may not represent the rates used by the Company for purpose of preparation or presentation of its financial statements. The rates presented are not a guarantee that any person could have on the relevant date converted any amounts at such rates or at all.*

*In case March 31/ June 30 of any of the respective years/ period is a public holiday, the previous working day not being a public holiday has been considered.*



## FORWARD LOOKING STATEMENTS

### General Risk

Investment in non-convertible securities is risky 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 II 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 19 of the Shelf Prospectus and on page 19 of this Tranche II Prospectus and “*Material Developments*” on page 72 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 II 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 II Prospectus that are not historical facts. All statements contained in this Tranche II 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 Tranche II Prospectus, including under the section titled “*Risk Factors*” on page 19 of the Shelf Prospectus and on page 19 of this Tranche II 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*” on pages 111 and 19 of the Shelf Prospectus, and on pages 48 and 19 of this Tranche II Prospectus, and “*Outstanding Litigations and Defaults*” on page 75. The forward-looking statements contained in this Tranche II 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 II 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 Tranche II Prospectus with the RoC and the date of commencement of listing and trading of the securities offered through this Tranche II Issue.

## SECTION II : RISK FACTORS

*The risk factors provided hereinbelow are to be read in conjunction with the risk factors provided in the “Risk Factors” section on page 19 of the Shelf Prospectus.*

- 1. Our ability to access capital also depends on our credit ratings. Any downgrade of our credit ratings would increase borrowing costs and constrain our access to capital and lending markets and, as a result, would negatively affect our net interest margin and our business.***

The cost and availability of capital is also dependent on our short-term and long-term credit ratings. Any downgrade of our credit ratings would increase borrowing costs and constrain our access to capital and debt markets and, as a result, would negatively affect our net interest margin and our business. We have been assigned CRISIL AA-/Stable rating by CRISIL for our bank facilities, CRISIL AA-/Stable rating by CRISIL and BWR AA-/Stable rating by Brickworks for its various non-convertible debt instruments, CRISIL A+/Stable rating by CRISIL for ₹ 79,900 lakh perpetual bonds and BWR A+/Stable rating by Brickworks for ₹ 37,400 lakh perpetual bonds and CRISIL A1+ rating by CRISIL for its short-term debt programme.

Any downgrade of our credit ratings would increase borrowing costs and constrain our access to capital and debt markets and, as a result, would negatively affect our net interest margin and our business. For instance, CRISIL had on November 18, 2016, downgraded its ratings on the bank facilities and debt instruments of the Company to ‘CRISIL A-/Stable/CRISIL A1’ from ‘CRISIL A/Stable/CRISIL A1’. In addition, downgrades of our credit ratings could increase the possibility of additional terms and conditions being added to any additional financing or refinancing arrangements in the future. Any such adverse development could adversely affect our business, financial condition and results of operations. The financial and risk profiles of one or more of our Group entities may also result in a downgrade of our credit ratings.

- 2. Refusal of listing of any security of our Company during preceding three financial years and current financial year by any of the stock exchanges in India or abroad.***

There has been no refusal of listing of any security of the Issuer during the current financial year and last three financial years prior to the date of this Tranche II Prospectus by any Stock Exchange in India or abroad. We may face the risk of refusal of listing by stock exchanges in India or abroad. Such a scenario could impact the liquidity and marketability of the securities. If such securities are not listed, investors may face challenges in buying or selling them at desired prices or times, which could adversely affect their investment strategies and ability to realize returns. Refusal to list any security could also affect market perception of the securities issued by our Company, potentially leading to a decrease in confidence of the potential investors and may have a negative impact on market value of securities. Therefore, investors should carefully consider this risk factor and its potential implications before making any investment decisions.

- 3. Any downgrading in credit rating of our NCDs may affect the trading price of our NCDs.***

CRISIL has assigned a rating of “CRISIL AA-/Stable” (pronounced as CRISIL double A minus rating with a Stable outlook) for an amount of ₹ 1,90,000 lakhs of NCDs by CRISIL Ratings Limited vide its letter no. RL/MUFILT/352560/NCD/0924/98095/168550576 dated September 12, 2024, and “CRISIL AA-/Stable” (pronounced as CRISIL double A minus rating with a Stable outlook) for an amount of ₹ 1,10,000 lakhs of NCDs (of which, ₹ 10,900 lakhs is unutilized) by CRISIL Ratings Limited vide its letter no. RL/MUFILT/352560/NCD/0924/98092/153695143 dated September 12, 2024, along with the rating rationale dated September 11, 2024. We cannot guarantee that these ratings will not be downgraded. These ratings may be suspended, withdrawn or revised at any time. Any revision or downgrading in the credit rating may lower the trading price of the NCDs and may also affect our ability to raise further debt.

## SECTION III : 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. N-16.00170 dated July 23, 2002 issued by the RBI under Section 45 IA of the RBI Act.

For further details regarding the Promoter please see “*Our Promoter*” at page 158 of the Shelf Prospectus and on page 69 of this Tranche II Prospectus. For further details regarding changes to the name and registered office of our Company, see “*History and Certain Corporate Matters*” on page 130 of the Shelf Prospectus and on page 45 of this Tranche II 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 21, 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 695 039, Kerala  
**Tel:** +91 471 491 1430

**Website:** [www.muthootfincorp.com](http://www.muthootfincorp.com)

**Email:** [cs@muthoot.com](mailto:cs@muthoot.com)

**Registration no.:** 011518

**Corporate Identification Number:** U65929KL1997PLC011518

**Legal Entity identifier:** 335800CBWTUJAMOFVP96

**RBI registration number:** N-16.00170

**PAN:** AACCM1453E

#### **Board of Directors**

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

Name	Designation	DIN	Address
Thomas John Muthoot	Managing Director	00011618	TC 4/1008, (1), Kawdiar, PO, Trivandrum 695 003, Kerala, India
Thomas George Muthoot	Director	00011552	Muthoot Towers, College Road, P.O. M G Road, Ernakulam 682 35, Kerala, India
Thomas Muthoot	Executive Director and Chief Financial Officer	00082099	7/59 A, Near Kaniyampuzha Bridge Cherukad, Eror P O, Ernakulam, Kerala, India
Arrattukkulam Peter Kurian	Independent Director	00008022	9, Friendship, 23 <sup>rd</sup> Road, TPS III, Bandra (W), Mumbai 400 050, Maharashtra, India
Preethi John Muthoot	Director	00483799	TC 4/1008, (1), Kawdiar, PO, Trivandrum 695 003, Kerala, India
Vikraman Ampalakkat	Independent Director	01978341	G-3 V B Royal Apartments, Elamakkara Road, Edappally, Kochi, 682 24, Kerala, India
Badal Chandra Das	Independent Director	09758076	Flat No. 1701, 16 <sup>th</sup> Floor, Tower No. 3, Action Area-3, Uniworld City Heights, New Town North 24, Parganas, Kolkata 700156, West Bengal, India
Ravi Ramchandran	Independent Director	10048011	R8 Pine Green CLOVER by the River, River View Road, Kotturpuram, Chennai 600085, Tamil Nadu, India
Anthony Abraham Thomas	Independent Director	07749806	Parinthirickal House, PNRA-G 37, T C X/834, Mannanthala, Thiruvananthapuram, Kerala, India – 695015

For further details of Directors of our Company, please see “*Our Management*” on page 49.

#### 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 35, 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.

#### Lead Manager



##### Nuvama Wealth Management Limited

801-804, Wing A, Building No 3  
Inspire BKC, G Block, Bandra Kurla Complex  
Bandra East, Mumbai – 400 051  
**Tel:** +91 22 4009 4400

**E-mail:** mfl.ncd@nuvama.com

**Investor Grievance Email:** customerservice.mb@nuvama.com

**Website:** www.nuvama.com

**Contact Person:** Saili Dave

**Compliance Officer:** Bhavana Kapadia  
**SEBI Registration No.:** INM000013004  
**CIN:** L67110MH1993PLC344634

#### **Debenture Trustee**



#### **Vardhman Trusteeship Private Limited**

The capital, A Wing, 412A,  
Bandra Kurla Complex,  
Bandra (East), Mumbai – 400051  
**Tel:** +91 22 4264 8335/ +91 22 4014 0832  
**E-mail:** compliance@vardhmantrustee.com  
**Investor Grievance Email:** compliance@vardhmantrustee.com  
**Website:** www.vardhmantrustee.com  
**Contact Person:** Rushabh Desai  
**Compliance Officer:** Rushabh Desai  
**SEBI Registration No.:** IND000000611  
**CIN:** U65993WB2010PTC152401

Vardhman Trusteeship Private Limited has pursuant to Regulation 8 of SEBI NCS Regulations, by its letter dated June 12, 2024 given its consent for its appointment as the Debenture Trustee to the Issue and for their name to be included in this Tranche II 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 2814 0801 to 2814 0803  
**Fax:** +91 44 2814 2479  
**Email:** yuvraj@integratedindia.in  
Investor Grievance e-mail: mfinipo@integratedindia.in  
**Website:** www.integratedregistry.in  
**Contact Person:** S Yuvaraj  
Compliance Officer: Sriram S  
**SEBI Registration No.:** INR000000544

Integrated Registry Management Services Private Limited, has by its letter dated June 12, 2024 given its consent for its appointment as Registrar to the Issue and for its name to be included in this Tranche II Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to the Issue.

Investors may contact the Registrar to the Issue or the Company Secretary and Compliance Officer in case of any pre-Issue or post Issue related issues such as non-receipt of Allotment Advice, demat credit, refund orders, transfers etc.

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 II 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 Tranche II Issue (“Syndicate”) where the Application was submitted. Further, the Applicants shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

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

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., Fiscal 2023 and Fiscal 2024 respectively.

#### **Credit Rating Agency**

**CRISIL**  
Ratings

##### **CRISIL Ratings Limited**

CRISIL House, Central Avenue,  
Hiranandani Business Park,  
Powai, Mumbai 400076, Maharashtra  
**Tel:** +91 22 3342 3000  
**Fax:** +91 22 3342 3050

**Email:** crisilratingdesk@crisil.com  
**Website:** www.crisilratings.com  
**CIN:** U67100MH2019PLC326247  
**Contact Person:** Ajit Velonie  
**SEBI Registration No.:** IN/ CRA/ 001/ 1999

### **Credit Rating and Rationale**

Our Company has received rating of “CRISIL AA-/Stable” (pronounced as CRISIL double A minus rating with a Stable outlook) for an amount of ₹ 1,90,000 lakhs of NCDs by CRISIL Ratings Limited vide its letter dated September 12, 2024, and “CRISIL AA-/Stable” (pronounced as CRISIL double A minus rating with a Stable outlook) for an amount of ₹ 1,10,000 lakhs of NCDs (of which, ₹ 10,900 lakhs is unutilized) by CRISIL Ratings Limited vide its letter dated September 12, 2024, along with the rating rationale dated September 11, 2024 for the NCDs proposed to be issued pursuant to this Tranche II Issue. The rating given by CRISIL is valid as on the date of this Tranche II 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. The rationale for the aforementioned rating issued on September 11, 2024 by CRISIL Ratings Limited along with the press release has been provided in Annexure A.

### **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**  
Trivandrum Branch, Daniels Tower, Pattom PO,  
Thiruvananthapuram – 695 004  
**Tel:** +91 471 2724311, 8086001132  
**Fax:** N.A.  
**Website:** www.axisbank.com  
**Contact Person:** Branch Operations Head, Trivandrum Branch  
**Email Id:** trivandrum.operationshead@axisbank.com  
**SEBI Registration No.:** INBI00000017  
**CIN:** L65110GJ1993PLC020769

### **Consortium Member**



**Nuvama Wealth and Investment Limited**  
(formerly known as Edelweiss Broking Limited)  
801-804, Wing A, Building No 3  
Inspire BKC, G Block, Bandra Kurla Complex



Bandra East, Mumbai – 400 051  
**Tel:** +91 22 6620 3030  
**Fax:** N.A.  
**Email:** amit.dalvi@nuvama.com, prakash.boricha@nuvama.com  
**Investor Grievance Email:** helpdesk@nuvama.com  
**Website:** www.nuvamawealth.com  
**Contact Person:** Amit Dalvi / Prakash Boricha  
**SEBI Registration No.:** INZ000005231  
**CIN:** U655100MH2008PLC425999

### **Recovery Expense Fund**

Our Company has already created a recovery expense fund in the manner as specified by SEBI in circular no. SEBI/HO/MIRSD/CRADT/CIR/P/2020/207 dated October 22, 2020 as amended from time to time and Regulation 11 of the SEBI NCS Regulations with the Designated Stock Exchange and informed the Debenture Trustee regarding the creation of such fund. The recovery expense fund may be utilised by Debenture Trustee, in the event of default by our Company under the terms of the Debenture Trust Deed, for taking appropriate legal action to enforce the security.

### **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 II 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 II 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., ₹ 7,500 lakh, the entire blocked Application Amount shall be unblocked in the relevant ASBA Account(s) of the Applicants within eight Working Days from the Tranche II 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 Accounts(s) of the Applicants within eight Working Days from the Tranche II 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 II Issue is not underwritten.

### **Arrangers to this Tranche II Issue**

There are no Arrangers to this Tranche II Issue.

### **Guarantor to this Tranche II Issue**

There are no guarantors to this Tranche II Issue.

### **Expert Opinion**

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

The Issuer has received the written consent dated September 25, 2024, from Joint Statutory Auditors of our Company, namely Krishnan Retna & Associates and Rangamani and Co., to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI NCS Regulations, in this Tranche II Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Joint Statutory Auditors, and in respect of the (a) Audited Standalone Financial Statement for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022 and Audited Consolidated Financial Statement for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022; (b) the Unaudited Standalone Financial Results of the Company for the quarter quarter

and three months ended June 30, 2024 as included in the Shelf Prospectus; and (c) the statement of possible tax benefits dated September 25, 2024, which appear in this Tranche II Prospectus, and such consent has not been withdrawn as on the date of this Tranche II Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act, 1993.

### Utilisation of Issue proceeds

For details on utilization of Issue proceeds please see “*Objects of the Tranche II Issue*” on page 29.

### Issue Programme

TRANCHE II ISSUE PROGRAMME*		
<b>TRANCHE II ISSUE OPENS ON</b>	Friday, October 11, 2024	
<b>TRANCHE II ISSUE CLOSES ON</b>	Thursday, October 24, 2024	
<b>DEEMED DATE OF ALLOTMENT</b>	The date on which the Board of Directors or the Stock Allotment Committee approves the Allotment of the NCDs for this Tranche II Issue or such date as may be determined by the Board of Directors or the Stock Allotment Committee 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 II 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 II Prospectus. Our Company may, in consultation with the Lead Manager, consider closing this Tranche II Issue on such earlier date or extended date (subject to a minimum period of two working days and a maximum period of 10 working days from the date of opening of this Tranche II Issue and subject to not exceeding thirty days from filing of this Tranche II Prospectus with ROC, including any extensions), as may be decided by the Board of Directors or the Stock Allotment Committee, 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 II 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 or electronic modes such as online newspapers or websites of the Issuer or the stock exchange in which pre-issue advertisement for opening of this Tranche II Issue has been given on or before such earlier or initial date of Tranche II Issue closure). On the Tranche II 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 II Issue Closing Date. For further details please see “General Information” on page 20.

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 II 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 II 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 II Issue Closing Date, the Applicants are advised to submit their Applications one day prior to this Tranche II Issue Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Tranche II Issue Closing Date. All times mentioned in this Tranche II Prospectus are Indian Standard Time. Applicants are cautioned that in the event a large number of Applications are received on the Tranche II 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 II 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 II Issue will be on date priority basis, however, from the date of oversubscription and thereafter, the allotments will be made to the applicants on proportionate basis.

### Inter-se allocation of responsibility

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

Sr. No.	Activities	Responsibility	Coordinator
1.	<ul style="list-style-type: none"> <li>• Due diligence of Company's operations/ management/ business plans/ legal etc.</li> <li>• Drafting and designing of the offering document. (The Manager shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchange, RoC and SEBI including finalization of Offering Document and RoC filing). Draft Shelf Prospectus, Shelf Prospectus and relevant Tranche Prospectus (together "Offer Documents")</li> <li>• Coordination with the Stock Exchange for in-principle approval</li> </ul>	Nuvama	Nuvama
2.	Structuring of various issuance options with relative components and formalities etc.	Nuvama	Nuvama
3.	Co-ordination with auditors for auditor deliverables and co-ordination with lawyers for legal opinion	Nuvama	Nuvama
4.	Appointment of other intermediaries viz., Registrar, Debenture Trustee, Consortium/Syndicate Members, printer, advertising agency and Public Issue Bank, Refund Bank and Sponsor Bank.	Nuvama	Nuvama
5.	<ul style="list-style-type: none"> <li>• Coordination with the printer for designing and finalization of Offer Documents, Application Form including memorandum containing salient features of the Offer Documents.</li> <li>• Drafting and approval of statutory advertisement</li> </ul>	Nuvama	Nuvama
6.	Drafting and approval of all publicity material (excluding statutory advertisement as mentioned in 5 above) including print and online advertisement, outdoor advertisement including brochures, banners, hoardings etc.	Nuvama	Nuvama
7.	<ul style="list-style-type: none"> <li>• Preparation of road show presentation, FAQs.</li> </ul>	Nuvama	Nuvama
8.	<p>Marketing strategy which will cover, inter alia:</p> <ul style="list-style-type: none"> <li>• Deciding on the quantum of the Issue material and follow-up on distribution of publicity and Issue material including Application Forms, Offer Documents, posters, banners, etc.</li> <li>• Finalise collection centres;</li> <li>• Coordinate with Registrar for collection of Application Forms by ASBA banks;</li> <li>• Finalisation of list and allocation of institutional investors for one on one meetings.</li> </ul>	Nuvama	Nuvama
9.	<p>Domestic institutions/banks/mutual funds marketing strategy:</p> <ul style="list-style-type: none"> <li>• Finalize the list and division of investors for one on one meetings, institutional allocation</li> </ul>	Nuvama	Nuvama
10.	<p>Non-institutional marketing strategy which will cover, inter alia:</p> <ul style="list-style-type: none"> <li>• Finalize media, marketing and public relation strategy and publicity budget;</li> <li>• Finalize centers for holding conferences for brokers, etc.</li> </ul>	Nuvama	Nuvama
11.	Coordination with the Stock Exchange for use of the bidding software	Nuvama	Nuvama
12.	<ul style="list-style-type: none"> <li>• Coordination for security creation by way of execution of Debenture Trust Deed</li> </ul>	Nuvama	Nuvama
13.	<p>Post-issue activities including -</p> <ul style="list-style-type: none"> <li>• Co-ordination with Bankers to the Issue for management of Public Issue Account(s), Refund Account and any other account and</li> <li>• Allotment resolution</li> </ul>	Nuvama	Nuvama
14.	<ul style="list-style-type: none"> <li>• Drafting and finalization of post issue stationery items like, allotment and refund advice, etc.;</li> <li>• Coordination for generation of ISINs;</li> <li>• Corporate action for dematerialized credit /delivery of securities;</li> <li>• Coordinating approval for listing and trading of securities; and</li> <li>• Redressal of investor grievances in relation to post issue activities.</li> </ul>	Nuvama	Nuvama

## OBJECTS OF THE TRANCHE II 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 ₹ 7,500 lakh (“**Base Issue Size**”) with green shoe option up to ₹ 17,500 lakh amounting to ₹ 25,000 lakh (“**Tranche II Issue Limit**”) (“**Tranche II Issue**”) which is within the shelf limit of ₹ 2,00,000 lakh and is being offered by way of this Tranche II Prospectus, which should be read together with the Shelf Prospectus filed with the ROC, Stock Exchange and SEBI.

The funds raised through this Tranche II Issue, after deducting the Tranche II Issue related expenses to the extent payable by our Company (the “**Net Proceeds**”), are estimated to be approximately ₹ 348.00 lakh. The Net Proceeds of the Tranche II 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 II Issue; and
2. For General Corporate Purposes - 25% of the amount raised and allotted in this Tranche II Issue

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

Particulars	Amount
Gross Proceeds of the Tranche II Issue	25,000.00
Less: Tranche II Issue Related Expenses*	348.00
<b>Net Proceeds of this Tranche II Issue</b>	<b>24,652.00</b>

(₹ in lakh)

\* The above Tranche II Issue related expenses are indicative and are subject to change depending on the actual level of subscription to this Tranche II 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 II Issue.

### Requirement of funds and Utilisation of Net Proceeds

The following table details the objects of this Tranche II 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 Tranche II 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 II 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 Tranche II 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 II Issue. Pending utilization of the proceeds out of this Tranche II 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 II Issue Expenses

The expenses for this Tranche II Issue include, inter alia, lead manager fees and selling commission to the Lead Manager(s), 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 II Issue. This Tranche II Issue expenses and listing fees will be paid by our Company.

The estimated issue expenses for this Tranche II Issue is as below:

Particulars	Amount (₹ in lakh)*	As percentage of total expenses of the Tranche II Issue (in %)	As percentage of Tranche II Issue Proceeds (in %)
Lead manager(s) fees	15.00	4.31%	0.06%
Underwriting commission	-	-	-
Brokerage, selling commission and upload fees <sup>#</sup>	140.00	40.23%	0.56%
Fee Payable to the registrar to the issue	5.00	1.44%	0.02%
Fees payable to the legal advisor	13.00	3.74%	0.05%
Advertising and marketing expenses <sup>#</sup>	100.00	28.74%	0.40%
Fees payable to the regulators including stock exchange <sup>#</sup>	15.00	4.31%	0.06%
Expenses incurred on printing and distribution of issue stationary <sup>#</sup>	10.00	2.87%	0.04%
Any other fees, commission or payments under whatever nomenclature. <sup>**#</sup>	50.00	14.37%	0.20%
<b>Grand Total</b>	<b>348.00</b>	<b>100.00%</b>	<b>1.39%</b>

**Note:**

*The above expenses are subject to applicable taxes and is estimated assuming the Tranche II Issue is fully subscribed. The expenses are indicative and are subject to change depending on the actual level of subscription to the Tranche II Issue, the number of allottees, market conditions and other relevant factors.*

*# Management estimate based on earlier issues.*

*\*\* Includes fees payable to rating agency, debenture trustee, and auditors.*

The above expenses are indicative and are subject to change depending on the actual level of subscription to the Tranche II 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 Manager/ 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 II Issue. For the relevant Fiscals commencing from Fiscal 2025, our Company will disclose in our financial statements, the utilisation of the Net Proceeds of this Tranche II Issue under a separate head along with details, if any, in relation to all such proceeds of this Tranche II Issue that have not been utilised thereby also indicating investments, if any, of such unutilised proceeds of this Tranche II Issue. Our Company shall utilise the proceeds of this Tranche II 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 151.

## **Other Confirmation**

In accordance with the SEBI NCS Regulations, our Company will not utilize the proceeds of this Tranche II 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 Tranche II 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 II Issue proceeds shall not be used for buying, trading or otherwise dealing in equity shares of any other listed company.

This Tranche II 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 II 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 II 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 II 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 II Issue that have not been utilized thereby also indicating investments, if any, of such unutilized proceeds of this Tranche II Issue.

Details of all unutilised monies out of this Tranche II 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 II Issue proceeds only upon (i) receipt of minimum subscription, i.e., 75% of the Base Issue Size i.e., ₹ 5,625 lakh ; (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 II Prospectus in the section titled “*Issue Related Information*” beginning on page 124.

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

This Tranche II 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 II 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 Tranche II Prospectus or objects for which the Tranche II 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.



## STATEMENT OF POSSIBLE TAX BENEFIT

**The Board of Directors**  
**Muthoot Fincorp Limited**  
Muthoot Centre,  
Punnen Road,  
Trivandrum - 695001  
Kerala, India

*Sub: Proposed public issue by Muthoot Fincorp Limited (the “Company” or the “Issuer”) of secured, redeemable non-convertible debentures of face value of ₹ 1,000 each (the “NCDs”) for an amount aggregating to ₹ 7,500 lakhs (“Base Issue”) with green shoe option of up to ₹ 17,500 lakhs aggregating to ₹ 25,000 lakhs (“Tranche II Issue Limit”) (“Tranche II Issue”) which is within the shelf limit of ₹ 2,00,000 lakhs, on terms and conditions as set out in the Tranche II prospectus dated September 25, 2024 (“Tranche II Prospectus”).*

This certificate is issued in accordance with the terms of our engagement letter dated September 13, 2024.

The accompanying note prepared by the Company, discusses the special tax provisions applicable to the Potential Debenture holders (“Investors”) subscribing in the NCDs of **Muthoot Fincorp Limited** (the “Company”) in Annexure A (hereinafter referred to as “**Statement of Possible Tax Benefits/Statement**”), under the Income-tax Act, 1961 (read with Income Tax Rules, circulars, notifications) as amended by the Finance Act, 2024 (hereinafter referred to as the “**IT Act**”) in connection with the offering.

### **Management’s Responsibility**

The preparation of this Statement as of the date of our certificate which is to be included in the Tranche II Prospectus proposed to be filed by the Company with Registrar of Companies, Kerala and Lakshadweep (“**RoC**”), BSE Limited (the “**Stock Exchange**”) and with the Securities and Exchange Board of India (“**SEBI**”), in relation to the Issue (“**Offer Documents**”) is the responsibility of the management of the Company.

This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances. The management is also responsible for identifying and ensuring that the Company complies with the laws and regulations applicable to its activities.

### **Our Responsibility**

Our responsibility is to examine whether the Statement prepared by the Company, in all material respects, is in accordance with applicable provision of the IT Act. For this purpose, we have read the statement of possible tax benefits as given in Annexure I, and evaluated with reference to the provisions of the IT Act to confirm that statements made are correct in all material respect.

We draw attention to the fact that the Statement includes certain inherent limitations that can influence the reliability of the information. The benefits discussed in the enclosed Annexure I are not exhaustive. Several of these benefits are dependent on the Investors fulfilling the conditions prescribed under the relevant tax laws. Therefore, the ability of Investors to derive the tax benefits is dependent on fulfilling such conditions.

The statement is only intended to provide general information and is neither designed nor intended to be a substitute for the professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to specific tax implications arising out of their participation. Neither are we suggesting nor advising the investor to invest money based on this statement.

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

- i) Debenture holders of the Company will continue to obtain these benefits in future;
- ii) the conditions prescribed for availing the benefits have been/would be met with; and
- iii) the revenue authorities/ Courts will concur with the views expressed herein.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. We have relied upon the information and documents of the Company being true, correct and complete and have not audited or tested them. Our view, under no circumstances, is to be considered as an audit opinion under any regulation or law. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein.

Our views are based on existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume any responsibility to update the views consequent to such changes.

In our opinion, the Statement of Possible Tax Benefits prepared by the Company as set out in Annexure I materially covers all tax benefits available as at the date of our report to Debenture Holders, in accordance with provisions of the IT Act as amended.

#### **Restriction on Use**

We hereby consent to inclusion of the extracts of this certificate in the Tranche II Prospectus and/or any other document in relation to the Issue, and is not to be used, referred to or distributed for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. Any subsequent amendment / modification to provisions of the applicable laws may have an impact on the views contained in our statement. While reasonable care has been taken in the preparation of this certificate, we accept no responsibility for any errors or omissions therein or for any loss sustained by any person who relies on it.

<p>For <b>Krishnan Retna &amp; Associates</b> <i>Chartered Accountants</i> Firm Registration No: 001536 S Peer Review No.: 015229 UDIN: 24231162BKESZD6703</p> <p><b>Nikhil R Kumar</b> Partner Membership No: 231162 Place: Trivandrum</p>	<p>For <b>Rangamani &amp; Co,</b> <i>Chartered Accountants</i> Firm Registration No: 003052 S Peer Review No.: 014457 UDIN: 24025927BKCRNX4178</p> <p><b>Krishnan R</b> Partner Membership No: 025927 Place: Alleppey</p>
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**Date:** September 25, 2024

**Encl:** Statement

## Annexure I

### **STATEMENT OF POSSIBLE TAX BENEFITS UNDER THE INCOME TAX ACT, 1961 AVAILABLE TO THE DEBENTURE HOLDER(S)**

The following tax benefits will be available to the debenture holders of the Company (“**Debenture Holder**”) as per the existing provisions of law. The tax benefits are given as per the prevailing tax laws under the provisions of the IT Act, as on date, taking into account the amendments made by the Finance Act, 2024, and may vary from time to time in accordance with amendments to the law or enactments thereto. The Debenture Holder is advised to consider the tax implications in respect of subscription to the Debentures after consulting his tax advisor as alternate views are possible.

#### **IMPLICATIONS UNDER THE INCOME TAX ACT, 1961:**

##### **I. TO THE RESIDENT DEBENTURE HOLDER**

###### **A. In Respect of Interest on Debentures (NCDs)**

1. Interest on NCD received by Debenture Holders would be subject to income tax at the normal rates of tax in accordance with and subject to the provisions of the IT Act. Interest will be assessed to Income tax on receipt basis or mercantile basis (accrual basis) depending on the method of accounting regularly employed by the NCD holder under Section 145 of the IT Act.
2. Income Tax is deductible at source at the rate of 10% on interest on debentures held by resident Indians as per the provisions of Section 193 of the IT Act (in case where interest is paid to Individual or HUF, no TDS will be deducted where interest paid is less than 5,000 and interest is paid by way of account payee cheque).

Further, Tax will be deducted at source at reduced rate, or no tax will be deducted at source in the following cases:

- a) When the Assessing Officer issues a certificate on an application by a Debenture Holder on satisfaction that the total income of the Debenture holder justifies no/lower deduction of tax at source as per the provisions of Section 197(1) of the IT Act; and that a valid certificate is filed with the Company before the prescribed date of closure of books for payment of debenture interest;
- b) When the resident Debenture Holder with Permanent Account Number (‘PAN’) (not being a company or a firm) submits a declaration as per the provisions of section 197A(1A) of the IT Act in the prescribed Form 15G verified in the prescribed manner to the effect that the tax on his estimated total income of the financial year in which such income is to be included in computing his total income will be NIL. However, as per section 197A(1B) of the IT Act, Form 15G cannot be submitted nor considered for exemption from tax deduction at source if income in the nature referred to in sections 194, 194EE, 192A, 193, 194A, 194D, 194DA, 194I or 194K as the case may be or the aggregate of the amounts of such incomes credited or paid or likely to be credited or paid during the financial year in which such income is to be included exceeds the maximum amount which is not chargeable to income tax;
- c) Senior citizens, who are 60 or more years of age at any time during the financial year, enjoy the special privilege to submit a self-declaration in the prescribed Form 15H for non-deduction of tax at source in accordance with the provisions of section 197A(1C) of the Act even if the aggregate income credited or paid or likely to be credited or paid exceeds the maximum amount not chargeable to tax, provided that the tax due on the estimated total income of the year concerned will be NIL; and
- d) In all other situations, tax would be deducted at source as per prevailing provisions of the IT Act. Please find below the class of resident investors and respective documents that would be required for granting TDS exemption:

Sl. No.	Class of Investors	Relevant Section which grants TDS exemption	Documents to be taken on record from Investors
1	Resident Individual or resident HUF	Claiming non-deduction or lower deduction of tax at source under section 193 of the IT Act, 1961	Form No.15G with PAN / Form No.15H with PAN / Certificate issued u/s 197(1) has to be filed with the Company. However, in case of NCD

			<p> Holders claiming non-deduction or lower deduction of tax at source, as the case may be, the NCD Holder should furnish either a declaration (in duplicate) in the prescribed form i.e. (i) Form 15H which can be given by individuals who are of the age of 60 years or more, (ii) Form 15G which can be given by all applicants (other than individuals of the age of 60 years or more, companies, and firms), or (iii) a certificate, from the Assessing Officer which can be obtained by all applicants (including companies and firms) by making an application in the prescribed form i.e. Form No.13.</p>
2	Life insurance Corporation of India	Clause vi of Proviso to Section 193	Copy of Registration certificate
3	a. General Insurance Corporation of India, b. 4 companies formed under section 16(1) of General Insurance Business Act, 1972 and c. any company in which GIC and aforesaid 4 companies has full beneficial interest (100% shareholding)	Clause vii of Proviso to Section 193	a. Copy of Registration certificate b. Copy of Registration certificate c. Copy of shareholding pattern
4	Any Insurer (like SBI Life Insurance, Max Life Insurance etc.)	Clause viii of Proviso to Section 193	Copy of Registration certificate issued by IRDA
5	Mutual Funds	Section 196(iv) read with Section 10(23D)	Copy of Registration certificate issued by SEBI / RBI and notification issued by Central Government
6	Government, RBI and corporation established under Central / State Act whose income is exempt from tax	Section 196(i),(ii) and (iii)	In case of Corporation, Declaration that their income is exempt from tax with applicable provisions
7	Recognized Provident Funds, Recognized Gratuity Funds, Approved Superannuation Funds, Employees' State Insurance Fund etc.	Section 10(25) and 10(25A) and CBDT Circular - 18/2017	Copy of Registration and Recognition certificate issued by relevant statutory authorities and income-tax authorities and Declaration from the funds that their income is exempt u/s 10(25) and 10(25A)
8	New Pension System Trust	Section 197A(1E)	Relevant Registration certificate issued to NPS Trust under section Indian Trusts Act, 1882
9	Other entities like Local authority, Regimental Funds, IRDA etc.	Section 10(20) etc. read with CBDT Circular - 18/2017	Declaration that they fall within the relevant income-tax section and eligible for income-tax exemption on their income
10	Alternative Investment Funds (Category I and II)	Section 197A(1F)	Copy of Registration certificate issued by SEBI

## B. In respect of Capital Gains

### 1. Long Term Capital Gain

Under Section 2(29AA) read with section 2(42A) of the IT Act, listed Debentures held as Capital Asset as defined under section 2(14) of the IT Act is treated as long term capital asset if it is held for more than 12 months. Debentures held as capital asset for a period of 12 Months or less will be treated as short term capital asset.

Long Term Capital Gain for listed debentures will be chargeable to tax under Section 112 of the IT Act at the rate of 12.50% (plus applicable surcharge and education cess). No indexation benefit is available for debentures.

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

## **2. Short Term Capital Gains**

Listed Debentures held as capital asset under Section 2(14) of the IT Act for a period of not more than 12 months would be treated as Short term capital asset under Section 2(42A) of the IT Act. Short Term Capital Gains on transfer of NCD will be taxed at the normal rates of tax in accordance with the provisions of the IT Act. The provisions relating to maximum amount not chargeable to tax would apply to short term capital gains.

## **3. Capital Loss on transfer of Debentures.**

As per Section 74 of the IT Act, short-term capital loss on transfer of debentures suffered during the year is allowed to be set-off against short-term as well as long-term capital gains of the said year. Balance loss, if any could be carried forward for eight years for claiming set-off against subsequent years' short term as well as long-term capital gains. Long-term capital loss on debentures suffered during the year is allowed to be set-off only against long-term capital gains. Balance loss, if any, could be carried forward for eight years for claiming set-off against subsequent year's long-term capital gains.

## **4. Exemption available for Individuals and HUF for Long Term Capital gains u/s 54F, 54EE of the IT Act.**

As per the provisions of Section 54F of the IT Act, any long-term capital gains on transfer of a long term capital asset arising to a Debenture Holder who is an individual or Hindu Undivided Family, is exempt from tax if the entire net sales consideration is utilized, within a period of one year before, or two years after the date of transfer, in purchase of a new residential house in India, or for construction of residential house in India within three years from the date of transfer subject to conditions. If part of such net sales consideration is invested within the prescribed period in a residential house, then such gains would be chargeable to tax on a proportionate basis. This exemption is available, subject to the conditions stated in Section 54F.

Under section 54EE of the IT Act, long term capital gains arising to the Debenture Holder(s) on transfer of debentures in the company shall not be chargeable to tax to the extent such capital gains are invested in long term specified asset (a unit or units issued before 01.04.2019) as notified by Central Government within six months after the date of transfer. If only part of the capital gain is so invested, the exemption shall be proportionately reduced. However, if the said notified bonds are transferred or converted into money within a period of three years from their date of acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long-term capital gains in the year in which the bonds are transferred or converted into money. However, the exemption is subject to a limit of investment of INR 50 lacs during any financial year in the notified bonds. Where the benefit of Section 54EE of the IT Act has been availed of on investments in the notified bonds, a deduction from the income with reference to such cost shall not be allowed under section 80C of the Act.

If the long term specified asset in which the investment has been made is transferred within a period of three years from the date of its acquisition, the amount of capital gains tax claimed earlier would become chargeable to tax as capital gains in the year in which such long term specified asset is transferred. Specified Asset means a unit or units, issued before the 1st day of April, 2019, of such fund as may be notified by the Central Government in this behalf.

## **C. In respect of Business Income**

In case the Debentures are held as stock in trade by the debenture holder, the income/loss from transfer of debentures would be taxed as Income from Business. Such income is to be computed in accordance with the Income Computation and Disclosure Standard VIII, which is notified by the Ministry of Finance, Government of India under Section 145(2)

of the IT Act. Where debentures are held as stock in trade and unpaid interest has accrued before acquisition of Debentures and is included in the price paid for the Debentures, subsequent receipt of interest is to be allocated between pre-acquisition and post-acquisition periods, the pre-acquisition portion of the interest is reduced from the actual cost and is to be treated as interest. In the case of Debentures held by Scheduled Bank and Public Financial Institutions, income is to be recognized in accordance with the guidelines issued by the Reserve Bank of India in this regard.

**D. Debentures received as gift without consideration or inadequate consideration.**

As per section 56(2)(x) of the IT Act, except in cases which are specifically exempted under this clause (such as gift received from relative as defined under the section), where the debentures are received without consideration where the aggregate market value of all gifts received exceeds Rs. 50,000/- the aggregate market value of the debentures shall be taxable as income in the hands of the recipient. Similarly, if debentures are received for inadequate consideration, the shortfall in the consideration will be treated as income of the recipient subject to the provisions contained in section 56(2)(x) of the IT Act. There is no gift tax for the donor of the Debentures.

**II. TO THE NON-RESIDENT DEBENTURE HOLDER**

1. A Non – Resident Indian has an option to be governed by Chapter XII – A of the IT Act, subject to the provisions contained therein which are given in brief as under:
  - a. As per Section 115E of the IT Act, interest income from debentures acquired or purchased with or subscribed to in convertible foreign exchange will be taxable at 20% (plus applicable surcharge and cess), whereas long term capital gains on transfer of such Debentures will be taxable at 12.50% (plus applicable surcharge and cess) of such capital gains without indexation of cost of acquisition. Short-term capital gains will be taxable at the normal rates of tax in accordance with and subject to the provisions contained therein.
  - b. As per Section 115G of the IT Act, it shall not be necessary for a non-resident Indian to file a return of income under Section 139(1) of the IT Act, if his total income consists only of investment income as defined under Section 115C and/or long term capital gains earned on transfer of such investment acquired out of convertible foreign exchange, and the tax has been deducted at source from such income under the provisions of Chapter XVII- B of the IT Act in accordance with and subject to the provisions contained therein.
  - c. As per Section 115D (1) of the IT Act no deduction in respect of any expenditure or allowance shall be allowed under any provisions of the IT Act in the computation of investment income of a non-resident Indian under Chapter XII – A of the IT Act.
  - d. In accordance with and subject to the provisions of Section 115-I of the IT Act, a Non-Resident Indian may opt not to be governed by the provisions of Chapter XII – A of the IT Act. In such a case, long term capital gains on transfer of listed debentures would be subject to tax at the rate of 10% computed without indexation.
  - e. Interest income and Short – term capital gains on the transfer of listed debentures, where debentures are held for a period of not more than 12 months preceding the date of transfer, would be taxed at the normal rates of tax in accordance with and subject to the provisions of the IT Act.
  - f. Where debentures are held as stock in trade, the income on transfer of debentures would be taxed as business income or loss in accordance with and subject to the provisions of the IT Act.
  - g. Under Section 195 of the IT Act, the applicable rate of tax deduction at source is 20% on investment income and 10% on any long-term capital gains as per Section 115E, and 30% for Short Term Capital Gains if the payee debenture Holder is a Non Resident Indian.
  - h. The income tax deducted shall be increased by applicable surcharge and health and education cess.

As per Section 74 of the IT Act, short-term capital loss on transfer of debentures suffered during the year is allowed to be set-off against short-term as well as long-term capital gains of the said year. Balance loss, if any could be carried forward for eight years for claiming set-off against subsequent years' short-term as well as long-term capital gains. Long-term capital loss on debentures suffered during the year is allowed to be set-off only against long-term capital gains. Balance loss, if any, could be carried forward for eight years for claiming set-off against subsequent year's long-term capital gains.

As per Section 90(2) of the IT Act read with the Circular No. 728 dated October 30, 1995 issued by the Central Board of Direct Taxes, in the case of a remittance to a country with which a Double Tax Avoidance Agreement (DTAA) is in force, the tax should be deducted at the rate provided in the Finance Act of the relevant year or at the rate provided in the DTAA, whichever is more beneficial to the assessee. However, submission of tax residency certificate (TRC), is a mandatory condition for availing benefits under any DTAA. If the tax residency certificate does not contain the prescribed particulars as per CBDT Notification 57/2013 dated August 1, 2013, a self-declaration in Form 10F would need to be provided by the assessee along with TRC.

- i. Alternatively, to avail lower deduction or non deduction of tax at source, as the case may be, the Debenture Holder should furnish a certificate under Section 195(2) and 195(3) of the IT Act, from the Assessing Officer before the prescribed date of closure of books for payment of debenture interest.
- j. In case the Debentures are held as stock in trade by the debenture holder, the income/loss from transfer of debentures would be taxed as Income from Business. Such income is to be computed in accordance with the Income Computation and Disclosure Standard VIII which is notified by the Ministry of Finance, Government of India under Section 145(2) of the IT Act. Where debentures are held as stock in trade and unpaid interest has accrued before acquisition of Debentures and is included in the price paid for the Debentures, subsequent receipt of interest is to be allocated between pre-acquisition and post-acquisition periods, the pre-acquisition portion of the interest is reduced from the actual cost and is to be treated as interest. In the case of Debentures held by Scheduled Bank, income is to be recognized in accordance with the guidelines issued by the Reserve Bank of India in this regard.
- k. As per section 56(2)(x) of the IT Act, except in cases which are specifically exempted under this clause (such as gift received from relative as defined under the section), where the debentures are received without consideration where the aggregate market value of all gifts received exceeds Rs. 50,000/- the aggregate market value of the debentures shall be taxable as income in the hands of the recipient. Similarly, if debentures are received for inadequate consideration, the shortfall in the consideration will be treated as income of the recipient subject to the provisions contained in section 56(2)(x) of the IT Act. There is no gift tax for the Donor of the Debentures.
- l. As per the provisions of Section 54F of the IT Act, any long-term capital gains on transfer of a long term capital asset arising to a Debenture Holder who is an individual or Hindu Undivided Family, is exempt from tax if the entire net sales consideration is utilized, within a period of one year before, or two years after the date of transfer, in purchase of a new residential house in India, or for construction of residential house in India within three years from the date of transfer subject to conditions. If part of such net sales consideration is invested within the prescribed period in a residential house, then such gains would be chargeable to tax on a proportionate basis. This exemption is available, subject to the conditions stated therein.

### **III. TO THE FOREIGN INSTITUTIONAL INVESTORS/ FOREIGN PORTFOLIO INVESTORS (FIIs/ FPIs)**

1. As per Section 2(14)(b) of the IT Act, any securities held by FIIs which has invested in such securities in accordance with the regulations made under the Securities and Exchange Board of India Act, 1992, shall be treated as capital assets. Accordingly, any gains arising from transfer of such securities shall be chargeable to tax in the hands of FIIs as capital gains.
2. In accordance with and subject to the provisions of Section 115AD of the IT Act, long term capital gains on transfer of debentures by FIIs are taxable at 10% (plus applicable surcharge and cess) and short-term capital gains are taxable at 30% (plus applicable surcharge and cess). The benefit of cost indexation will not be available. Further, benefit of provisions of the first proviso of Section 48 of the IT Act will not apply.
3. Interest on NCD may be eligible for concessional tax rate of 5% (plus applicable surcharge and health and education cess) for interest referred under Section 194LD.
4. Further, in case where section 194LD is not applicable, the interest income earned by FIIs/FPIs should be chargeable to tax at the rate of 20% under section 115AD of the IT Act. Tax shall be deducted u/s. 196D of the IT Act on such income at 20%. Where DTAA is applicable to the payee, the rate of tax deduction shall be lower of rate as per DTAA or 20%, subject to the conditions prescribed therein.
5. Section 194LD in the IT Act provides for lower rate of withholding tax at the rate of 5% on payment by way of interest paid by an Indian Company to FIIs and Qualified Foreign Investor in respect of rupee denominated bond of an Indian Company between June 1, 2013 and July 1, 2023 provided such rate does not exceed the rate as may be notified by the

Government. Given that there has not been any extension beyond July, 2023, interest paid on or after 1 July 2023 shall be subject to tax at the rate of 20% (excluding applicable surcharge and cess) subject to availability of DTAA benefits.

6. The income tax deducted shall be increased by applicable surcharge and health and education cess.
7. In accordance with and subject to the provisions of Section 196D(2) of the IT Act, no deduction of tax at source is applicable in respect of capital gains arising on the transfer of debentures by FIIs referred to in section 115AD.
8. The CBDT has issued a Notification No. 9 dated 22 January 2014 which provides that Foreign Portfolio Investors (FPI) registered under SEBI (Foreign Portfolio Investors) Regulations, 2014 shall be treated as FII for the purpose of Section 115AD of the IT Act.

#### **IV. MUTUAL FUNDS**

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

#### **V. TO SPECIFIED FUNDS (“SPECIFIED FUND” AS DEFINED UNDER SECTION 10(4D) OF THE IT ACT)**

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

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

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

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

#### **VI. REQUIREMENTS TO FURNISH PAN/FILING OF RETURNS UNDER THE IT ACT**

##### **1. SEC. 139A (5A):**

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

##### **2. SEC. 139AA:**

Section 139AA of the Income Tax Act provides that every individual who has been allotted a permanent account number (PAN) as on the 1st day of July, 2017, and who is eligible to obtain an Aadhaar number, shall intimate his Aadhaar number in the prescribed form and manner. In case of failure to link Aadhaar with PAN, the permanent account number allotted to the person shall be made inoperative after the prescribed date.

##### **3. SEC. 206AA:**

a) Section 206AA of the IT Act requires every person entitled to receive any sum, on which tax is deductible under Chapter XVII B (‘deductee’) to furnish his PAN to the deductor, failing which tax shall be deducted at the higher of the following rates:

- (i) at the rate specified in the relevant provision of the IT Act; or
- (ii) at the rate or rates in force; or
- (iii) at the rate of twenty per cent.



b) A declaration under Section 197A (1) or 197A (1A) or 197A (1C) shall not be valid unless the person furnishes his PAN in such declaration and the deductor is required to deduct tax as per Para (a) above in such a case.

c) Where a wrong PAN is provided, it will be regarded as non-furnishing of PAN and Para (a) above will apply.

d) As per Rule 37BC, the higher rate under section 206AA shall not apply to a non resident, not being a company, or to a foreign company, in respect of payment of interest, if the non-resident deductee furnishes the prescribed details inter alia TRC and Tax Identification Number (TIN).

#### **4. SEC. 206AB**

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

#### **NOTES FORMING PART OF STATEMENT OF TAX BENEFITS**

1. The above Statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of debenture/bonds.

2. The above statement covers only certain relevant benefits under the IT Act and does not cover benefits under any other law.

3. The above statement of possible tax benefits is as per the current direct tax laws relevant for the Assessment Year 2025-2026 (Financial year 2024-25) and taking into account the amendments made by the Finance Act, 2024.

4. This statement is intended only to provide general information to the Debenture Holders and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each debenture Holder is advised to consult his/her/its own tax advisor with respect to specific consequences of his/her/its holding in the debentures of the Company.

5. Several of the above tax benefits are dependent on the debenture holders fulfilling the conditions prescribed under the relevant tax laws and subject to Chapter X and Chapter XA of the IT Act. Further, the issuer company may decide on practices to be followed with respect to TDS exemptions, thresholds for accepting documents for lower / nil deduction of tax at source or with respect to such other matters, based on Income Tax law and practice.

6. The stated benefits will be available only to the sole/ first named holder in case the debenture is held by joint holders.

7. In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant tax treaty, if any, between India and the country in which the non-resident has fiscal domicile.

8. In respect of non-residents, taxes paid in India could be claimed as a credit in accordance with the provisions of the relevant tax treaty and applicable domestic tax law.

9. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

## SECTION IV : ABOUT OUR COMPANY

### CAPITAL STRUCTURE

*The disclosures pertaining to capital structure of the Company provided hereinbelow are to be read in conjunction with the disclosures provided in the “Capital Structure” section on page 52 of the Shelf Prospectus.*

#### Changes in Capital Structure

#### Details of change in authorized share capital of our Company for last three financial years and the current financial year

There has been no change in authorized share capital of our Company for last three financial years and the current financial year.

Except as mentioned below, there has been no change in the capital structure of our Company for last three financial years and the current financial year:

#### Preference Share Capital History:

Date of Allotment	No. of Preference Shares	Face Value	Issue Price	Consideration (cash, other than cash, etc.)	Nature of Allotment	Cumulative			Remarks
						No. of Preference Shares	Preference Share capital (in ₹)	Preference Shares Premium (in ₹)	
June 7, 2021	15,00,000	10	10	150,00,000/-	Private Placement	15,00,000	150,00,000	0	Allotment of CCPS on Private Placement as per approval of members debenture trust deed dated May 28, 2021

#### Equity Share Capital History:

Date of Allotment	No. of Equity Shares	Face Value	Issue Price	Consideration (cash, other than cash, etc.)	Nature of Allotment	Cumulative			Remarks
						No. of equity shares	Equity share capital (in ₹)	Equity Share Premium (in ₹)	
May 24, 2024	7,902	10	100	7,90,200	Further issue of shares under Employee Stock Option Plan	1,93,71,346	1,93,71,346	3,81,36,961	Allotment of equity shares in accordance with Employee Stock

					(ESOP)				Option Plan 2018
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#### Issue of debt securities/borrowings for consideration other than cash

Our Company has not issued any debt securities/borrowings for other than cash in the two years prior to the date of this Tranche II Prospectus.

#### Acquisition or Amalgamation or Reconstruction or Re-organisation in the last one year

There has been no acquisition, amalgamation, reconstruction or re-organisation in the last one year.

#### Details of change in the promoter holding in our Company during the last financial year beyond 26% (as prescribed by RBI)

Nil.

#### Statement of the aggregate number of securities of our Company and its Subsidiaries purchased or sold by our promoter group and by the directors of the company which is a promoter of the issuer company, our directors and/or their relatives within six months immediately preceding the date of filing of the Tranche II Prospectus

Nil

#### Details of holding of Equity Shares by our Directors as on the date of this Tranche II Prospectus

For details of shareholding of our Directors in the Company, please see “Our Management- Shareholding of Directors” on page 58.

#### Details of shareholding of our Directors in our Subsidiaries or Associate companies as on June 30, 2024

Details of the shares held in the Company by the Directors, as on June 30, 2024 are provided in the table given below. Except as mentioned below, none of the Directors have a shareholding in the Subsidiaries or Associate Companies of our Company.

Sr. No.	Name of Director	Name of the Subsidiary/Associate Company	Number of shares held	Percentage of the total paid-up capital (%)
1.	Thomas John Muthoot	Muthoot Housing Finance Company Limited	42,97,885	5.267
2.	Thomas George Muthoot	Muthoot Housing Finance Company Limited	42,97,890	5.267
3.	Thomas Muthoot	Muthoot Housing Finance Company Limited	42,97,890	5.267
4.	Preethi John Muthoot	Muthoot Housing Finance Company Limited	3,265	0.004
5.	Thomas John Muthoot	Muthoot Pappachan Technologies Limited	3,334	6.67
6.	Thomas George Muthoot	Muthoot Pappachan Technologies Limited	3,333	6.67
7.	Thomas Muthoot	Muthoot Pappachan Technologies Limited	3,333	6.67
8.	Preethi John Muthoot	Muthoot Pappachan Technologies Limited	3,333	6.66
9.	Thomas John Muthoot	Muthoot Microfin Limited	29,82,456	1.75
10.	Thomas George Muthoot	Muthoot Microfin Limited	29,81,749	1.75
11.	Thomas Muthoot	Muthoot Microfin Limited	29,93,935	1.76
12.	Preethi John Muthoot	Muthoot Microfin Limited	3,996	0.00

### Employee Stock Option Scheme

The shareholders of the Company at their meeting held on July 13, 2018, had approved the implementation of “Employees Stock Option Plan 2018” (ESOP) and “Stock Appreciation Rights 2018” (SAR) and empowered the Nomination & Remuneration Committee of the Company for the administration of the said ESOP & SAR Schemes. The Shareholders of the Company at their meeting held on April 24, 2024 approved the extension of benefits under MFL Employee Stock Option Plan 2018 to the employees of subsidiary or holding Companies and also the implementation of the stock option plan through the “Muthoot Fincorp Employee Welfare Trust. Following are the details of the SMPs who have been vested the stock options under this scheme:

Name of SMP	Stock options granted	Stock options vested	Stock options exercised	Total number of shares arising out of exercise of stock options	Stock options lapsed	Exercise price (in ₹)	Total Number
1. Mr. Shaji Varghese, Chief Executive Officer	3,50,000	1,00,000	0	0	0	100	3,50,000
2. Mr. Suresh Kumar Sivaraj, Chief Human Resources Officer	44,714	2,943	0	0	0	100	44,714
3. Mr. Joseph Oommen, Head - Finance & Accounts	47,002	3,400	0	0	0	100	47,002
4. Mr. Ajay Kanal, Head - Operations & Change Management	28,911	1,782	0	0	0	100	28,911

## HISTORY AND CERTAIN CORPORATE MATTERS

*The disclosures pertaining to history and certain corporate matters provided hereinbelow are to be read in conjunction with the disclosures provided in the "History and Certain Corporate Matters" section on page 130 of the Shelf Prospectus.*

### Key terms of our Material Agreements

#### Material Agreements:

**I. For sharing of services among the Group Companies, the Company had entered into agreements with various Group Companies. Now, the parties concerned have decided to introduce a concept of Master Service Agreement ("MSA") along with Service Level Agreements ("SLAs") towards each shared service. As per the same, the general terms and conditions are captured in the MSA and the terms specific to each service, including the agreed commercials, are captured in the SLA. Accordingly, the Company has entered into the following agreements:**

**(a) Master Service Agreement dated April 1, 2019 with Muthoot Capital Services Limited ("MCSL") for sharing / providing various services. The following SLAs are executed wherein the services shared are detailed:**

- i. SLA dated April 1, 2024 for acting as the broker of MCSL for canvassing Public Deposits and collecting application forms along with the supporting documents from prospective depositors and forward to MCSL.
- ii. SLA dated April 1, 2019 for utilizing the safe custody facility for the gold jewelry pledged with MCSL by its vehicle loan customers at MFL branches;
- iii. SLA dated April 1, 2019 for utilizing the space specifically allotted at branches of the Company;
- iv. SLA dated April 1, 2019 for the collection of EMI from the Customers who availed SME Loans from MFL; and

**(b) Master Service Agreement dated April 1, 2019 with Muthoot Housing Finance Company Limited ("MHFL") for sharing / providing various services. The following SLAs are executed wherein the services shared are detailed:**

- i. SLA dated April 1, 2019 for utilizing the space specifically allotted at branches of the Company;
- ii. Agreement for Referral Incentive Program for home loan referrals; and
- iii. SLA dated July 22, 2020 for utilizing the space specifically allotted at branches of the Company.

**(c) Master Service Agreement dated June 23, 2020 with Muthoot Housing Finance Company Limited ("MHFL") for Gold Loan sourcing services. The following SLA is executed wherein the services shared are detailed:**

SLA dated June 23, 2020 for Sourcing Gold Loan Services.

**(d) Space Sharing Arrangements**

As per the above arrangements, among others, the Company has agreed to provide identified physical space located at its branches/ offices at various locations for use of authorised employees/ representatives of MML, MCSL, MHFCL and MPC IPL respectively. The identified premises are being provided for developing and servicing the businesses undertaken and carried on by MML, MCSL MHFCL and MPC IPL.

A gist of the said arrangements is as provided below:

Company	Agreement Date	Live Branches	Total Rent (in ₹) as on August 31, 2024	Period
MML	April 1, 2019	2	34,936.29	10 (ten) years
	April 1, 2018	1	19,837.50	10 (ten) years
	April 1, 2021	1	20,570.00	8 years
MHFCL	April 1, 2019	13	92,205.00	10 (ten) years
	July 22, 2020	1	7,552.00	10 (ten) years
	January 29, 2020	1	2,784.00	10 (ten) years
	January 20, 2022	1	4,190.00	10 (ten) years
	March 23, 2022	1	22,297.00	9 years
	August 9, 2022	1	15,910.00	Upto May 15, 2031
	August 27, 2022	1	8800.00	Up to August 31, 2028
	December 1, 2022	1	3,401.00	Upto June 30, 2032
MCSL	April 1, 2019	8	1,66,452.26	Upto October 31, 2028
MPCIPL	May 10, 2024	1	35,740.56	Up to January 31, 2032
	May, 19 2022	1	19,756.00	Up to June 30, 2026
	November 1, 2022	1	35,000.00	Up to May 31, 2025
	July 15, 2022	1	10,805.00	Up to July 31, 2030

## II. Lease Agreements:

- (a) The Company has entered into lease agreements with MML, MAIPL and Muthoot Motors (Cochin), the details of which are provided below:

Company	Lease Agreement	Location	Rent as on August 31, 2024 (in ₹)	Security Deposit (₹)	Period (Years)
MML	May 1, 2016	Vellanad Junction, Trivandrum	33,095.00	67,200	10
	February 1, 2016	Vellanad Junction, Trivandrum	20,093.78	40,800	10
	December 1, 201	Vellanad Junction, Trivandrum	15,425.14	31,320	10
	April 1, 2016	Bandra, Mumbai	16,181.97	-	10
MAIPL	March 29, 2022	Kollam Showroom	5,17,111.09	-	3

- (b) The Company has entered into lease agreements with Group Companies, the details of which are provided below:

Company	Lease Agreement, effective date	Live branches	Rent per month as on August 31, 2024 (in ₹)	Validity up to	Location
Muthoot Motors	February 1, 2013	1	5,83,593.00	January 31, 2028	Pattom
	February 6, 2017	1	1,02,824.38	February 5, 2027	Ulloor
Muthoot Exim	May 1, 2023	1	1,87,980.15	April 30, 2028	Sunshine Towers

- (c) The Company has entered into sub-lease agreement with Group Companies, the details of which are provided below:

Company	Lease Agreement	Live branches	Rent per month as on August 31, 2024 (in ₹)	Validity Up to	Location
MPG Hotels	April 1, 2018	1	1,24,551.00	March 31, 2029	STN Chambers, Vazhuthacaud
	August 1, 2016	1	9,600.00	January 31, 2029	STN Chambers, Vazhuthacaud
MPG Security	November 1, 2023	1	64,314.34	December 31, 2028	Subash Palace, Delhi
	November 14, 2010	1	48,056.40	November 13, 2030	Infantry Road, Bangalore
	November 1, 2013*	1	27,366.03	October 31, 2023	Vishakhapatnam

<b>Company</b>	<b>Lease Agreement</b>	<b>Live branches</b>	<b>Rent per month as on August 31, 2024 (in ₹)</b>	<b>Validity Up to</b>	<b>Location</b>
	February 1, 2012	1	57,851.44	January 31, 2032	Thane, Maharashtra
	November 1, 2011	1	8,030.00	October 31, 2031	Madurai, Tamil Nadu
	August 11, 2021	1	15,286.21	August 11, 2029	West Mambalam

*\*the renewal of this agreement is under process.*

## OUR BUSINESS

*The disclosures pertaining to the business of the Company provided hereinbelow are to be read in conjunction with the disclosures provided in the “Our Business” section on page 111 of the Shelf Prospectus.*

### **Our Competitive Strengths**

#### ***Access to a range of cost-effective funding sources***

The Company predominantly access capital/ funding by means of term loans from banks, issuances of redeemable non-convertible debentures on a private and or public placement basis, issuances of commercial paper and cash credit facilities from banks including working capital loans. The Company has in the past issued secured redeemable non-convertible debentures on a private placement basis as a means to access capital/funding for its Gold loan business. The Company utilises funds from a number of credit providers, including nationalized banks and private Indian banks, and its track record of prompt debt servicing has allowed it to establish and maintain strong relationships with these financial institutions. The Company also issued subordinated debt which is considered as Tier II Capital of the Company. The Company has /undertaken securitization/ assignment transactions to increase the efficient use of its capital and as a cost effective source of funds. As of June 30, 2024, the total outstanding secured borrowings aggregated to ₹ 18,86,230.63 lakhs and total outstanding unsecured borrowings by our Company aggregated to ₹ 2,21,628.88 lakhs and outstanding securitization (pass through certification) is Nil.

As on date of this Shelf Prospectus, the Company has been assigned CRISIL AA-/Stable rating by CRISIL for our bank facilities, CRISIL AA-/Stable rating by CRISIL and BWR AA-/(Stable) rating by Brickworks for its various non-convertible debt instruments, CRISIL A+/Stable rating by CRISIL for ₹ 79,900 lakh perpetual bonds and BWR A+/Stable rating by Brickworks for ₹ 37,400 lakh perpetual bonds and CRISIL A1+ rating by CRISIL for its short term debt programme.

### **Credit Rating**

We have been assigned CRISIL [AA-/Stable] rating by CRISIL for our bank facilities, “CRISIL AA-/Stable” rating by CRISIL and “BWR AA-/(Stable)” rating by Brickworks for its various non-convertible debt instruments, “CRISIL A+/Stable” rating by CRISIL for ₹ 79,900 lakh perpetual bonds and “BWR A+/Stable” rating by Brickworks for ₹ 37.400 lakh perpetual bonds and “CRISIL A1+” rating by CRISIL for its short term debt programme.



## OUR MANAGEMENT

### Board of Directors

The general superintendence, direction and management of the operations, affairs and business of the Company are vested in the Board of Directors, which exercises its power subject to the Memorandum and Articles of Association of our Company and the requirements of the applicable laws. The Articles of Association set out that the number of Directors in our Company shall not be less than 3 (three) and not more than 15 (fifteen) in number.

The composition of the Board is in conformity with section 149 of the Companies Act, 2013. Currently, the Company has nine Directors on its Board. The Managing Director of the Company is Mr. Thomas John Muthoot.

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

Name, Designation and DIN	Age	Address	Date of Appointment	Details of other directorships
<b>Thomas John Muthoot</b>  <b>Designation:</b> Managing Director  <b>DIN:</b> 00011618	62 years	TC 4/1008, (1), Kawdiar, PO, Trivandrum 695 003, Kerala, India	June 10, 1997	<b>Indian:</b>  1. Mariposa Agri Ventures and Hospitalities Private Limited  2. MPG Hotels and Infrastructure Ventures Private Limited  3. Muthoot APT Ceramics Limited  4. Muthoot Automobile Solutions Private Limited  5. Muthoot Automotive (India) Private Limited  6. Muthoot Buildtech (India) Private Limited  7. Muthoot Capital Services Limited  8. Muthoot Equities Limited  9. Muthoot Hotels Private Limited  10. Muthoot Housing Finance Company Limited  11. Muthoot Land and Estates Private Limited  12. Muthoot Motors Private Limited  13. Muthoot Pappachan Medicare Private Limited.  14. Muthoot Pappachan Technologies Limited  15. Muthoot Risk Insurance and Broking Services Private Limited  16. Muthoot Microfin Limited  17. Trivandrum Centre for Performing Arts

Name, Designation and DIN	Age	Address	Date of Appointment	Details of other directorships
				<p>18. Muthoot Pappachan Centre of Excellence in Sports</p> <p>19. Speckle Internet Solutions Private Limited.</p>
<p><b>Thomas George Muthoot</b></p> <p><b>Designation:</b> Director</p> <p><b>DIN:</b> 00011552</p>	62 years	Muthoot Towers, College Road, P.O. M G Road, Ernakulam 682 035, Kerala, India	June 10, 1997	<p><b>Indian:</b></p> <ol style="list-style-type: none"> <li>1. Buttercup Agri Projects and Hospitalities Private Limited</li> <li>2. Fox Bush Agri Development and Hospitalities Private Limited</li> <li>3. Jungle Cat Agri Development and Hospitalities Private Limited</li> <li>4. Mandarin Agri Ventures and Hospitalities Private Limited</li> <li>5. MPG Hotels and Infrastructure Ventures Private Limited</li> <li>6. Muthoot APT Ceramics Limited</li> <li>7. Muthoot Automobile Solutions Private Limited</li> <li>8. Muthoot Automotive (India) Private Limited</li> <li>9. Muthoot Capital Services Limited</li> <li>10. Muthoot Hotels Private Limited</li> <li>11. Muthoot Housing Finance Company Limited</li> <li>12. Muthoot Pappachan Medicare Private Limited</li> <li>13. Muthoot Pappachan Technologies Limited</li> <li>14. Muthoot Properties (India) Private Limited</li> <li>15. Muthoot Risk Insurance and Broking Services Private Limited</li> <li>16. The Thinking Machine Media Private Limited</li> <li>17. Muthoot Microfin Limited</li> <li>18. Finance Companies' Association (India).</li> <li>19. Muthoot Pappachan Centre of Excellence in Sports</li> </ol>

Name, Designation and DIN	Age	Address	Date of Appointment	Details of other directorships
				20. Muthoot Infrastructure Private Limited 21. Speckle Internet Solutions Private Limited
<b>Thomas Muthoot</b> <b>Designation:</b> Executive Director and Chief Financial Officer. <b>DIN:</b> 00082099	58 years	7/59 A, Near Kaniyampuzha Bridge Cherukad, Erour P O, Ernakulam, Kerala, India	June 10, 1997	<b>Indian:</b> 1. MPG Hotels and Infrastructure Ventures Private Limited 2. Muthoot Agri Development and Hospitalities Private Limited 3. Muthoot Agri Projects and Hospitalities Private Limited 4. Muthoot APT Ceramics Limited 5. Muthoot Automobile Solutions Private Limited 6. Muthoot Automotive (India) Private Limited 7. Muthoot Capital Services Limited 8. Muthoot Dairies and Agri Ventures Private Limited 9. Muthoot Hotels Private Limited 10. Muthoot Housing Finance Company Limited 11. Muthoot Motors Private Limited 12. Muthoot Pappachan Technologies Limited 13. Muthoot Risk Insurance and Broking Services Private Limited 14. The Right Ambient Resorts Private Limited 15. Muthoot Pappachan Centre of Excellence in Sports 16. Muthoot Microfin Limited 17. M-Liga Sports Excellence Private Limited 18. The Thinking Machine Media Private Limited 19. Prime Volleyball League Private Limited 20. Speckle Internet Solutions Private

Name, Designation and DIN	Age	Address	Date of Appointment	Details of other directorships
				Limited
<b>Preethi John Muthoot</b> <b>Designation:</b> Director <b>DIN:</b> 00483799	59 years	TC 4/1008, (1), Kawdiar, PO, Trivandrum 695 003, Kerala, India	September 17, 2019	<b>Indian:</b> <ol style="list-style-type: none"> <li>1. Muthoot Infrastructure Private Limited</li> <li>2. Muthoot Exim Private Limited</li> <li>3. Muthoot Kuries Private Limited</li> <li>4. Muthoot Pappachan Chits (India) Private Limited</li> <li>5. Alaska Agri Projects and Hospitalities Private Limited</li> <li>6. Bamboo Agri Projects and Hospitalities Private Limited.</li> <li>7. Calypso Agri Development and Hospitalities Private Limited</li> <li>8. Cinnamon Agri Development and Hospitalities Private Limited</li> <li>9. El Toro Agri Projects and Hospitalities Private Limited</li> <li>10. Goblin Agri Projects and Hospitalities Private Limited</li> <li>11. Mandarin Agri Ventures and Hospitalities Private Limited</li> <li>12. Muthoot Agri Projects and Hospitalities Private Limited</li> <li>13. Muthoot Dairies and Agri Ventures Hospitalities Private Limited</li> <li>14. The Thinking Machine Media Private Limited</li> <li>15. MPG Precious Metals Private Limited (Dormant)</li> <li>16. Muthoot Holdings Private Limited</li> <li>17. MPG Security Group Private Limited.</li> </ol>
<b>Arrattukulam Peter Kurian</b> <b>Designation:</b> Independent Director <b>DIN:</b> 00008022	91 years	9, Friendship, 23 <sup>rd</sup> Road, TPS III, Bandra (W), Mumbai 400 050, Maharashtra, India	January 30, 2007	<b>Indian:</b> <ol style="list-style-type: none"> <li>1. Muthoot Capital Services Limited</li> <li>2. Union Trustee Company Private</li> </ol>

Name, Designation and DIN	Age	Address	Date of Appointment	Details of other directorships
				Limited
<b>Vikraman Ampalakkat</b> <b>Designation:</b> Independent Director <b>DIN:</b> 01978341	76 years	G-3, Block 2, V B Royal Apartment, Elamakkara Road, Edappally, Kochi, 682 024, Kerala, India	October 21, 2007	<b>Indian:</b> 1. ESAF Financial Holdings Private Limited
<b>Badal Chandra Das</b> <b>Designation:</b> Independent Director <b>DIN:</b> 09758076	65 years	Flat No. 1701, 16 <sup>th</sup> Floor, Tower No. 3, Action Area-3, Uniworld City Heights, New Town North 24, Parganas, Kolkata 700156, West Bengal, India	February 28, 2023	<b>Indian:</b> 1. Haldia Petrochemicals Limited
<b>Ravi Ramchandran</b> <b>Designation:</b> Independent Director <b>DIN:</b> 10048011	61 years	R8 Pine Green CLOVER by the River, River View Road, Kotturpuram, Chennai 600085, Tamil Nadu, India	February 28, 2023	Nil
<b>Anthony Abraham Thomas</b> <b>Designation:</b> Independent Director <b>DIN:</b> 07749806	53 years	Parinthrickal House PNRA-G 37, TC X/834, Mannanthala, Thiruvananthapuram, Kerala, India, 695015	February 05, 2024	<b>Indian:</b> 1. Clap Smart Learn Private Limited 2. Buildnext Construction Solutions Private Limited 3. Oस्पyn Technologies Limited

Our Company confirms that the PAN of the Directors has been submitted to the Stock Exchange at the time of filing the Draft Shelf Prospectus.

### Confirmations

None of our Directors have been identified as a ‘wilful defaulter’ by the RBI, ECGC, any government/regulatory authority and/or by any bank or financial institution, and none of our directors are otherwise associated in any manner with any company that appears in the list of the vanishing companies as maintained by the Ministry of Corporate Affairs.

### Brief Profiles of Directors

**Mr. Thomas John Muthoot**, aged 62 years, is the Managing Director of the Company. He holds a bachelor’s degree in commerce from the University of Kerala. He is an alumnus of the Harvard Business School having completed his OPM program in 2014, he is the Member of the CII Kerala State Council, Member of the Chamber of Commerce, Trivandrum.

In recognition of his entrepreneurial talent in hospitality and of his professionalism in management, the Federation of Hotel and Restaurant Association of India (FHRAI) had honoured him with the prestigious “Young Hotel Entrepreneur Award” for the year 2006. In the year 2009, the Chamber of Commerce, Trivandrum had selected him as the “Businessman of the year” for his contribution to the Hospitality Sector.

**Mr. Thomas George Muthoot**, aged 62 years, holds a bachelor’s degree in commerce from University of Kerala. He is also the Managing Director of Muthoot Capital Services Limited and Muthoot Hotels Private Limited and a director in the other companies under the “Muthoot Pappachan Group” engaged in hospitality, infrastructure, automotive, property and power generation. He has more than 30 years of experience and exposure in various facets of non-banking financial services. He is the Chairman of Kerala Non-Banking Finance Companies Welfare Association, Kochi, member of Finance

Companies Association, and represents the Group at the Association of Gold Loan Companies (“AGLOC”). He is also acting as the secretary of AGLOC.

**Mr. Thomas Muthoot**, aged 58 years leads the Muthoot Pappachan Group’s drive to introduce innovative and efficient loan products. He holds a bachelor’s degree in law from the University of Kerala. He has an in-depth understanding of consumer preferences and market nuances across India, resulting in the Group’s launch of various new financial products. His knowledge of emerging markets and their functions have been harnessed in structuring the business interests of the Group.

Muthoot Pappachan Group’s initiatives in the microfinance sector are spearheaded by Mr. Thomas Muthoot. One of his primary creations, Muthoot Mahila Mitra, is an unsecured loan programme aimed at women micro entrepreneurs. It offers women a better alternative to unauthorised money lenders. Muthoot Mahila Mitra is backed strongly by an entrepreneurship development programme for women. The programme known as Sthreejyoti is aimed at training women in general and cash management, in addition to offering sales and marketing skills. He was also instrumental in the Muthoot Pappachan Group’s foray into housing finance.

**Ms. Preethi John Muthoot** aged 59 years, holds a master’s degree in Arts from the University of Kerala. She is appointed as Additional Director with effect from March 28, 2019. She was designated as Director of the Company with effect from September 17, 2019. She is also a member of the Board of Directors of many MPG group Companies and hence gained several years hands-on experience in the activities of the Group.

**Mr. Arrattukkulam Peter Kurian**, aged 91 years, holds a bachelor’s degree in commerce and a master’s degree in economics and statistics from the University of Kerala. He has experience of more than 40 years in the banking and finance industry. Prior to joining the Company, he has held senior positions in the RBI and in the erstwhile Unit Trust of India. He was the executive chairman of Association of Mutual Funds in India, a trade body of all the Mutual Funds operating in India, for 12 years. He was a member of the technical advisory committee of the RBI. Previously, he was the chairman of Geogit Financial Services Limited and was member of boards of several other companies. At present he is also a Director in Muthoot Capital Services Limited and Union Trustee Company Private Limited. He was a leader of the team which set up the Ceybank Unit Trust in Sri Lanka in the early nineties. He has also been a Commonwealth consultant, done research on capital markets in Tanzania and documented a project report for setting up a unit trust in Tanzania. Mr Kurian, for his original contribution in the field of marketing of financial Instruments, was awarded “Marketing Man of the year 1987 Award” instituted by the Institute of Marketing Management. As an efficient manager having contributed substantially to the growth of the Unit Trust of India, the Institute of Marketing Management has awarded him the “Best Marketing Man of the Year” award in 1993. Further, he received the “Best Professional Manager Award” instituted by Life Insurance Corporation of India in 1993.

**Mr. Vikraman Ampalakkat**, aged 76 years, is an independent director on the Board of the Company. He holds a bachelor’s degree in science from the University of Kerala. Mr. Vikraman has experience of more than 38 years in the field of finance, project funding, rehabilitation finance, micro finance, enterprise promotion and banking industry collectively. Prior to joining the Company, Mr. Vikraman has held managerial positions in several reputed organizations such as RBI, Industrial Development Bank of India and Small Industries Development Bank of India.

**Mr. Badal Chandra Das**, aged 65 years, is an independent director on the Board of the Company w.e.f December 01, 2022. He holds a master’s degree in commerce from the University of Kalyani, West Bengal and a Certified Associate of Indian Institute of Bankers (CAIIB). Mr. Badal Chandra Das has a rich all-round Banking experience from State Bank of India (SBI) in various capacities. Retired as Deputy Managing Director from SBI on August 31, 2019, after a tenure of 34 years served in India and abroad in various positions.

**Mr. Ravi Ramchandran**, aged 61 years, is an independent director on the Board of the Company w.e.f February 28, 2023. He graduated from the University of Madras with a degree in Bachelor’s in Commerce. He was associated with Nestle India Limited for more than 35 years, where he held several leadership roles within the organization. During his tenure with Nestle India Limited, he also served as the Director for Sales for over nine years. He was also an executive member for the Diversity and Inclusion Council for Nestle India Limited. He completed the ‘Leading the Nestle Way’ programme from London School of Business in September 2017.

**Dr. Anthony Abraham Thomas** aged 53 years is an Independent Director of the Company w.e.f November 11, 2023. He holds a bachelor’s degree in technology from the University of Kerala. He is the Chairman of Information and Communication Technology Academy of Kerala.

#### **Relationship with other Directors**

Except our Promoter Directors who are siblings and Mrs. Preethi John Muthoot, who is the wife of Mr. Thomas John Muthoot, Managing Director, none of the directors of the Company are related to each other.

### **Borrowing Powers of our Company**

Pursuant to a resolution passed by the members of the Company on September 28, 2022 under the Companies Act, 2013, the Board of Directors is authorised to borrow sums of money on such terms and conditions and for such purposes as the Board may think fit, not exceeding, at any given time, 40 times the aggregate of the paid-up share capital and free reserves of the Company.

The aggregate value of the NCDs offered under this Tranche II Prospectus, together with the existing borrowings of the Company, is within the approved borrowing limits as above mentioned.

### **Remuneration of Directors by the Company**

#### **Remuneration of the Executive Directors**

The remuneration of the Managing Director, and other Executive Directors comprises remuneration, benefits, allowances and performance-linked incentives etc.

The following table sets forth the details of remuneration paid to the whole-time Directors during the current year and Fiscals 2024, 2023 and 2022:

(₹ in lakhs)

Particulars	For period ended August 31, 2024		For Fiscal 2024		For Fiscal 2023		For Fiscal 2022	
	Salary	Perquisites	Salary	Perquisites	Salary	Perquisites	Salary	Perquisites
Thomas John Muthoot	2,083.33	-	3,750.00	-	3,000.00	-	2,500.00	-
Thomas Muthoot	2,083.33	-	3,750.00	-	3,000.00	-	2,500.00	-

#### **Remuneration of the Non-Executive Directors**

The following table sets forth the details of commission/fees paid to the non-executive directors except the independent directors during the current year and Fiscals 2024, 2023 and 2022:

(₹ in lakhs)

Particulars	For period ended August 31, 2024		For Fiscal 2024		For Fiscal 2023		For Fiscal 2022	
	Commission	Sitting Fees	Commission	Sitting Fees	Commission	Sitting Fees	Commission	Sitting Fees
Thomas George Muthoot	416.67	1.80	750.00	4.60	600.00	3.00	500.00	3.50
Preethi John Muthoot	-	1.00	-	3.00	-	2.75	-	2.50

#### **Remuneration of the Independent Directors**

The following table sets forth the details of remuneration paid to the Independent Directors during the current year and Fiscals 2024, 2023 and 2022:

(₹ in lakhs)

Particulars	For period ended August 31, 2024		For Fiscal 2024		For Fiscal 2023		For Fiscal 2022	
	Commission	Sitting Fees	Commission	Sitting Fees	Commission	Sitting Fees	Commission	Sitting Fees
Vikaraman A	-	1.80	-	4.85	-	3.25	-	4.00
A P Kurian	-	0.50	-	3.35	-	3.25	-	3.50

Badal Chandra Das	-	1.60	-	4.20	-	1.25	-	-
Ravi Ramachandran	-	1.00	-	3.00	-	0.25	-	-
Anthony Abraham Thomas	-	1.00	-	1.50	-	-	-	-

### Remuneration of Directors by the subsidiaries/associate companies of the Company

As on date of this Tranche II Prospectus, none of our directors receive remuneration from our subsidiaries/associate companies.

### Changes in the Board of Directors during the last three financial years and current financial year

The changes in the Board of Directors of our Company in the last three financial years preceding the date of this Tranche II Prospectus and the current financial year are as follows:

Name, Designation and DIN	Date of Appointment	Date of Cessation, if applicable	Date of Resignation, if applicable	Remarks
Thomas John Muthoot <b>Designation:</b> Managing Director <b>DIN:</b> 00011618	February 1, 2022	-	-	Re-appointment
Thomas Muthoot <b>Designation:</b> Executive Director <b>DIN:</b> 00082099	February 01, 2022	-	-	Re-appointment
Thomas George Muthoot <b>Designation:</b> Director <b>DIN:</b> 00011552	September 28, 2022	-	-	Re-appointment
Badal Chandra Das <b>Designation:</b> Independent Director <b>DIN:</b> 09758076	December 1, 2022	-	-	Appointment (as Additional Independent Director)
	February 28, 2023	-	-	Appointment (as Independent Director)
Ravi Ramchandran <b>Designation:</b> Independent Director <b>DIN:</b> 10048011	February 28, 2023	-	-	Appointment
Preethi John Muthoot <b>Designation:</b> Director <b>DIN:</b> 00483799	September 29, 2023	-	-	Re-appointment
Anthony Abraham Thomas <b>Designation:</b> Independent Director <b>DIN:</b> 07749806	November 11, 2023	-	-	Appointment (as Additional Independent Director)
	February 05, 2024	-	-	Appointment (as Independent Director)

*Note: Recommended the change in designation of Mr. Thomas George Muthoot from Non-Executive Director to Whole Time Director (Joint Managing Director) subject to the approval of RBI and shareholders of the Company*

### Interest of the Directors

All the Directors of the Company, including our independent directors, may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or a committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them.



In addition, the Directors are interested to the extent of remuneration paid to them for services rendered as officers of the Company.

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

Except as disclosed hereinabove and the section titled “*Risk Factors*” on page 19 of the Shelf Prospectus and on page 19 of this Tranche II Prospectus, the Directors do not have an interest in any venture that is involved in any activities similar to those conducted by the Company.

Except as stated in the section “*Financial Information*” on page 161 of the Shelf Prospectus and on page 72 of this Tranche II Prospectus and to the extent of compensation and commission if any, and their shareholding in the Company, the Directors do not have any other interest in the business of the Company.

All the Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by the Company with any company in which they hold directorships or any partnership firm in which they are partners as declared in their respective declarations. Except as otherwise stated in this Tranche II Prospectus and statutory registers maintained by the Company in this regard, the Company has not entered into any contract, agreements or arrangements during the preceding two years from the date of this Tranche II Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements which are proposed to be made with them, except as disclosed in the chapter “*Our Promoter*” on page 158 of the Shelf Prospectus and on page 69 of this Tranche II Prospectus.

As per the loan agreements dated October 26, 2022, October 26, 2022 and October 26, 2022, the Company has advanced the following loans to its Directors. The term of each agreement is 30 months and the outstanding amount of each of the loans is as provided below:

(₹ in lakh)

Sr. No.	Name of Director	Outstanding Amount (₹ in lakhs)	Interest Rate	Period
1.	Thomas John Muthoot	3,320.00	12.00%	Repayable by April 25, 2025
2.	Thomas George Muthoot	2,418.00	12.00%	Repayable by April 25, 2025
3.	Thomas Muthoot	5,000.00	12.00%	Repayable by April 25, 2025

Thomas John Muthoot, Thomas George Muthoot and Thomas Muthoot are our Promoters as well as Directors on the Board of the Company.

Except Thomas John Muthoot, Thomas George Muthoot and Thomas Muthoot, none of the directors are interested in the promotion of the company.

None of the directors have an interest in any immovable property acquired by the Company in the two years preceding the date of the Tranche II Prospectus or any immovable property proposed to be acquired by it.

None of the directors have an interest in the Company in form of sums paid or agreed to be paid to the director of the Company in cash or shares or otherwise provided by any person either to induce the director to become, or to help the Director qualify as a director, or otherwise for services rendered by the Director or by the Company, in connection with the promotion or formation of the Company.

#### **Contribution made by the directors as part of the offer or separately**

No contribution has been made by the directors as part of the offer or separately.

The directors, promoters, key managerial personnel or senior management do not have any financial or other material interest in the Issue and consequently, there is no effect of such interest in so far as it is different from the interests of other persons.

Except as disclosed below, no relatives of the Directors have been appointed to an office or place of profit of our Company:

Sr. No.	Name	Date of Joining	Designation	Branch office name	Relation
1.	Suzannah Muthoot	June 19, 2017	Deputy Vice President - II Corporate Strategy & Planning	Regional office Ernakulam	D/O Thomas Muthoot
2.	Thomas M. John	September 1, 2018	Deputy Vice President II – Strategy	Muthoot Fincorp One/Bangalore	S/O Thomas John Muthoot
3.	Hannah Muthoot	September 23, 2019	Associate Vice President II - People & Culture	Thiruvananthapuram – Head office	D/O Thomas Muthoot
4.	Ritu Elizabeth George	November 5, 2019	Associate Vice President II - People & Culture	Muthoot Fincorp One /Bangalore	D/O Thomas George Muthoot
5.	Shweta Ann George	March 4, 2021	Associate Vice President II – Marketing	Regional office Ernakulam	D/O Thomas George Muthoot

Except as disclosed below, no relatives of the Directors have been appointed to an office or place of profit of subsidiaries or associate companies:

Nil

### Shareholding of Directors

As per the provisions of the Memorandum of Association and Articles of Association, the Directors are not required to hold any qualification shares.

#### Shareholding of Directors in our Company

Details of the shares held in the Company by the Directors, as on June 30, 2024 on a fully diluted basis are provided in the table given below:

Sr. No.	Name of Director	Number of shares held	Percentage of the total paid-up capital (%)
i)	Thomas John Muthoot	5,14,56,049	26.56
ii)	Thomas George Muthoot	5,14,56,021	26.56
iii)	Thomas Muthoot	5,14,56,053	26.56
iv)	Preethi John Muthoot	1,29,13,704	6.67

#### Shareholding of Directors in our subsidiaries/ associate companies

The shares held by the Directors, as on June 30, 2024 are provided in the table given below. Except as mentioned below, none of the Directors have a shareholding in the Subsidiaries or Associate Companies of our Company.

Sr. No.	Name of Director	Name of the Subsidiary/Associate Company	Number of shares held	Percentage of the total paid-up capital (%)
1.	Thomas John Muthoot	Muthoot Housing Finance Company Limited	42,97,885	5.267
2.	Thomas George Muthoot	Muthoot Housing Finance Company Limited	42,97,890	5.267
3.	Thomas Muthoot	Muthoot Housing Finance Company Limited	42,97,890	5.267
4.	Preethi John Muthoot	Muthoot Housing Finance Company Limited	3,265	0.004
5.	Thomas John Muthoot	Muthoot Pappachan Technologies Limited	3,334	6.67

Sr. No.	Name of Director	Name of the Subsidiary/Associate Company	Number of shares held	Percentage of the total paid-up capital (%)
6.	Thomas George Muthoot	Muthoot Pappachan Technologies Limited	3,334	6.67
7.	Thomas Muthoot	Muthoot Pappachan Technologies Limited	3,333	6.67
8.	Preethi John Muthoot	Muthoot Pappachan Technologies Limited	3,333	6.67
9.	Thomas John Muthoot	Muthoot Microfin Limited	29,82,456	1.75
10.	Thomas George Muthoot	Muthoot Microfin Limited	29,81,749	1.75
11.	Thomas Muthoot	Muthoot Microfin Limited	29,93,935	1.76
12.	Preethi John Muthoot	Muthoot Microfin Limited	3,996	0.00

### Debenture/ Subordinated Debt/ PDI holding of directors

As on June 30, 2024 the Company has not availed any subordinated debt from the Directors of the Company.

The Directors do not hold any subordinated debt in the Company as on date of this Tranche II Prospectus.

Details of secured redeemable non-convertible debentures of the Company held by the Directors as on June 30, 2024 are as follows:

Name of Director	Number of debentures held	Amount (₹ in lakhs)
Thomas George Muthoot	12000	120.00

Details of PDIs of the Company held by the Directors as on June 30, 2024 are as follows:

Name of Director	Number of debentures held	Amount (₹ in lakhs)
Thomas George Muthoot	140	300.00
Thomas John Muthoot	145	1,350.00
Thomas Muthoot	20	100.00

### Corporate Governance

Our Company believes that good corporate governance is an important constituent in enhancing stakeholder value. Our Company has in place processes and systems whereby it complies with the requirements to the corporate governance provided in SEBI Listing Regulations (to the extent applicable to a company which has listed debt securities) and the applicable RBI Guidelines. The corporate governance framework is based on an effective independent Board, separation of the supervisory role of the Board from the executive management team and constitution of the committees of the Board, as required under applicable law.

Our Company believes that its Board is constituted in compliance with the Companies Act, 2013 and the SEBI Listing Regulations. The Board functions either as a full Board or through various committees constituted to oversee specific operational areas.

### Details of various committees of the Board of Directors

Our Company has constituted the following committees:

#### Committees of Board of Directors

The Board has constituted among others, the following committees of Directors: (i) Audit Committee; (ii) Nomination and Remuneration Committee; (iii) Asset Liability Management Committee; (iv) Risk Management Committee; (v)

Stakeholders Relationship Committee; (vi) CSR Committee; (vii) IT Strategy Committee; and (viii) Customer Service and Protection Committee. The details of these committees are set forth below:

## I. Audit Committee

The members of the Audit Committee as on date of the Tranche II Prospectus are:

Name	Designation in the Committee	Nature of Directorship
A. P Kurian	Chairman	Independent Director
A. Vikraman	Member	Independent Director
Thomas George Muthoot	Member	Director
Badal Chandra Das	Member	Independent Director

The terms of reference of the Audit Committee, *inter alia*, include:

- i. Oversight of the Company's financial reporting process and the disclosure of its financial statements to ensure that the financial statement is correct, sufficient and credible;
- ii. recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- iii. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- iv. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a) matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - b) changes, if any, in accounting policies and practices and reasons for the same;
  - c) major accounting entries involving estimates based on the exercise of judgment by management;
  - d) significant adjustments made in the financial statements arising out of audit findings;
  - e) compliance with listing and other legal requirements relating to financial statements;
  - f) disclosure of any related party transactions;
  - g) modified opinion(s) in the draft audit report;
- v. reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- vi. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter;
- vii. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- viii. approval or any subsequent modification of transactions of the Company with related parties;
- ix. scrutiny of inter-corporate loans and investments;
- x. valuation of undertakings or assets of the Company, wherever it is necessary;
- xi. evaluation of internal financial controls and risk management systems;
- xii. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control

systems;

- xiii. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xiv. discussion with internal auditors of any significant findings and follow up there on;
- xv. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- xvi. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xvii. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xviii. to review the functioning of the whistle blower mechanism;
- xix. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- xx. Carrying out any other function as is mentioned in the terms of reference of the audit committee;
- xxi. reviewing the utilization of loans and/ or advances from/investment by the Company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;
- xxii. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
- xxiii. management discussion and analysis of financial condition and results of operations;
- xxiv. management letters / letters of internal control weaknesses issued by the statutory auditors;
- xxv. internal audit reports relating to internal control weaknesses;
- xxvi. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee;
- xxvii. statement of deviations:
  - a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Listing Regulation.
  - b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Listing Regulation.
- xxviii. ensure that an information system audit of the internal systems and processes is conducted at least once in two years to assess operational risks faced by the Company.

## II. Nomination and Remuneration Committee

The Nomination and Remuneration Committee was re-constituted on April 26, 2022, pursuant to Section 178 of the Companies Act, 2013. The members of the Nomination and Remuneration Committee as on date of the Tranche II Prospectus are:

Name	Designation in the committee	Nature of Directorship
A Vikraman	Chairman	Independent Director

Name	Designation in the committee	Nature of Directorship
Thomas George Muthoot	Member	Director
A. P. Kurian	Member	Independent Director

The terms of reference of the Nomination and Remuneration Committee, *inter alia*, include:

- i. Identifying and recommending to the Board of Directors, the nominees qualified to serve on the Board of Directors and committees thereof;
- ii. Evaluating the candidates' ability to discharge such responsibilities/functions as expected from independent non-executive Directors;
- iii. Assisting the Board of Directors in the Board's overall responsibilities relating to determination on their behalf and on behalf of the shareholders with agreed terms of reference, the Company's policy on specific remuneration packages and any compensation payment to the Managing Director, whole-time Directors and executive Directors; and
- iv. To provide independent oversight of and to consult with management regarding the Company's compensation, bonus, pension, and other benefit plans, policies and practices applicable to the Company's executive management;

### III. Asset Liability Management Committee

The members of the Asset Liability Management Committee as on the date of the Tranche II Prospectus are:

Name	Designation in the Committee	Designation
Thomas John Muthoot	Chairman	Managing Director
Thomas Muthoot	Member	Executive Director and Chief Financial Officer
Shaji Varghese	Member	Chief Executive Officer
Joseph Oommen	Member	Head - Finance & Accounts
Maya G.K	Member	Chief Risk Officer
Nadanasabapathy R.	Member & Secretary	Head - Treasury

The terms of reference of the Asset Liability Management Committee, *inter alia*, include:

- i. Balance sheet planning from a risk - return perspective including the strategic management of interest rate and liquidity risks;
- ii. Identifying balance sheet management issues like balance sheet gaps and reviewing the liquidity contingency plan;
- iii. Pricing of products;
- iv. Reviewing the results of and progress in implementation of the decisions made in the previous meetings;
- v. Articulating the current interest rate view and basing its decisions for future business strategies on this view; and
- vi. Capital requirement forecasts, capital allocation and monitoring of capital adequacy requirements.

### IV. Risk Management Committee

The members of the Risk Management Committee as on the date of the Tranche II Prospectus are:

Name	Designation in the Committee	Nature of Directorship
A. P. Kurian	Chairman	Independent Director
Thomas John Muthoot	Member	Managing Director
Thomas Muthoot	Member	Executive Director
Badal Chandra Das	Member	Independent Director

The terms of reference of the Risk Management Committee, *inter alia*, include:

- i. To formulate a detailed risk management policy which shall include:
  - a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
  - b) Measures for risk mitigation including systems and processes for internal control of identified risks.
  - c) Business continuity plan.
- ii. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- iii. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- iv. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- v. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- vi. The appointment, removal and terms of remuneration of the Chief Risk Officer shall be subject to review by the Risk Management Committee;
- vii. Assisting the Board of Directors in the articulation of its risk appetite;
- viii. Overseeing the implementation and maintenance of a sound system of risk management framework which identifies, assess, manages and monitors risk;
- ix. Recommend to the Board of Directors clear standards of ethical behavior required of Directors and employees and encouraging observance of these standards;
- x. Assessment of the Company's risk profile and key areas of risk in particular; and
- xi. Examining and determining the sufficiency of the Company's internal processes for reporting on and managing key risk areas.
- xii. To monitor and review the risk management plan; and
- xiii. To perform such other functions as may be delegated by the Board of Directors which shall specifically cover cyber security.

## V. Stakeholders Relationship Committee

The Stakeholders Relationship Committee was re-constituted by the Board of Directors at their meeting held on April 26, 2022. The members of the Stake Holders Relationship Committee, as on the date of the Tranche II Prospectus are:

Name	Designation in the Committee	Nature of Directorship
Thomas George Muthoot	Chairman	Director
Thomas John Muthoot	Member	Managing Director
A Vikraman	Member	Independent Director
Preethi John Muthoot	Member	Director

The terms of reference of the Stakeholders Relationship Committee, *inter alia*, include considering and resolving the grievances of the holders of securities of the Company.

## VI. Corporate Social Responsibility Committee

As per the provisions of Section 135 of the Companies Act, 2013, the Company has constituted the Corporate Social Responsibility (CSR) Committee of the Board of Directors. The Corporate Social Responsibility Committee was re-constituted by the Board of Directors at their meeting held on May 22, 2023. The members of the Corporate Social Responsibility Committee as on the date of this Tranche II Prospectus are:

Name	Designation in the Committee	Nature of Directorship
A. Vikraman	Chairman	Independent Director
Thomas John Muthoot	Member	Managing Director
Thomas George Muthoot	Member	Director
Thomas Muthoot	Member	Executive Director
Ravi Ramchandran	Member	Independent Director

The terms of reference of Corporate Social Responsibility Committee, *inter alia*, include:

- i. formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company in areas or subject, specified in Schedule VII of Companies Act, 2013;
- ii. formulate and recommend to the Board, an annual action plan in pursuance of its CSR Policy, which shall include the following, namely:-
  - a) the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
  - b) the manner of execution of such projects or programmes as specified;
  - c) the modalities of utilisation of funds and implementation schedules for the projects or programmes;
  - d) monitoring and reporting mechanism for the projects or programmes; and
  - e) details of need and impact assessment, if any, for the projects undertaken by the company.
- iii. monitor the Corporate Social Responsibility Policy of the company from time to time;
- iv. recommend the Annual CSR budget to the board for approval; and
- v. recommend the amount of expenditure to be incurred on the activities.

## VII. IT Strategy Committee

The Company has constituted the IT Strategy Committee as per the Master Direction - Information Technology Framework for the NBFC Sector dated June 8, 2017. The IT Strategy Committee was re-constituted by the Board of Directors at their meeting held on February 09, 2024.

The members of the Committee are given below:

Name	Designation in the Committee	Nature of Directorship
Dr. Anthony Abraham Thomas	Chairman	Independent Director
A. Vikraman	Member	Independent Director
Thomas John Muthoot	Member	Managing Director
Thomas George Muthoot	Member	Director

The responsibilities of the IT Strategy Committee are:

- a) To ensure that the Company has put an effective IT strategic planning process in place;
- b) To guide in preparation of IT strategy and ensure that the IT strategy aligns with the overall strategy of the



Company towards accomplishment of its business objectives;

- c) To ensure that the IT Governance and Information Security Governance structure fosters accountability, is effective and efficient, has adequate skilled resources, well defined objectives and unambiguous responsibilities for each level in the organisation;
- d) To ensure that the Company has put in place processes for assessing and managing IT and cybersecurity risks;
- e) To ensure that the budgetary allocations for the IT function (including for IT security), cyber security are commensurate with the Company's IT maturity, digital depth, threat environment and industry standards and are utilised in a manner intended for meeting the stated objectives;
- f) To review, at least on annual basis, the adequacy and effectiveness of the Business Continuity Planning and Disaster Recovery Management of the Company;
- g) To assess the IT capacity requirements and review the measures taken to address the issues;
- h) To review the IT and cyber security related risks in the risk management policy of the Company in consultation with the Risk Management Committee of the Board (RMCB) at least on a yearly basis;
- i) To constitute/reconstitute the IT Steering Committee and Information Security Committee;
- j) To oversee the activities of IT Steering Committee and Information Security Committee;
- k) To review and recommend the policies related to IT to the Board for approval;
- l) To carry out the review and amendment of IT strategies in line with the corporate strategies, cyber security arrangements and other matters related IT Governance; and
- m) To perform such other functions as may be delegated by the Board from time to time.

#### **VIII. Customer Service & Protection Committee**

The Company has Constituted the Customer Service & Protection Committee pursuant to the Master Direction - Reserve Bank of India (Internal Ombudsman for Regulated Entities) Directions, 2023 dated December 29, 2023

The members of the Committee are given below:

<b>Name of the Member</b>	<b>Designation in the CSPC</b>	<b>Nature of Directorship</b>
Mr. Ravi Ramchandran	Chairman	Independent Director
Dr. Anthony Abraham Thomas	Member	Independent Director
Mr. Thomas John Muthoot	Member	Director

The responsibilities of the Customer Service & Protection Committee are:

- (i) To develop and review customer service policies and procedures to align with regulatory guidelines and best practices;
- (ii) To monitor and analyze customer feedback, complaints, and suggestions to identify trends and areas for improvement;
- (iii) To ensure timely resolution of customer grievances and escalate unresolved issues to the appropriate authorities;
- (iv) To conduct regular reviews of key performance indicators related to customer service and report findings to the board of directors;
- (v) To oversee and implement measures to safeguard the interests of customers and maintain high service standards;
- (vi) To provide guidance in improving the level of customer service;

- (vii) To consider and approve the appointment of Internal Ombudsman/Deputy Internal Ombudsman and determine the tenure, structure of emoluments, facilities, and benefits of Ombudsman keeping in view of the stature and position of the Internal Ombudsman/ Deputy Internal Ombudsman being at the apex of the grievance redressal mechanism of the Company;
- (viii) To review the periodic reports of the Internal Ombudsman preferably at quarterly intervals including the analysis of complaints;
- (ix) To put in place a system for discussion of cases, in which the decision of the Internal Ombudsman has been rejected by the Company; and
- (x) To perform such other functions as may be delegated by the Board from time to time.

#### **Key managerial personnel of our Company**

Our operations are overseen by a professional management team. In addition to the Managing Director and Chief Financial Officer as set forth above, following are the key managerial personnel:

##### ***Mr. Sachu Sivas***

Mr. Sachu Sivas is the Company Secretary of our Company. He is an Associate Member of the Institute of Company Secretaries of India (ICSI). He also served at the Muthoot Forex Limited and KIMS Health Care Management Ltd.

Name of the Employee	Designation
Sachu Sivas	Company Secretary

#### **Compensation of our Company's key managerial personnel**

In addition to the remuneration payable to the Managing Director & Chief Financial Officer, our Company paid a total remuneration of ₹ 4.87 lakhs to its employees who were key managerial personnel during the current fiscal year (upto June 30, 2024).

#### **Bonus or profit-sharing plan of the key managerial personnel**

Nil

#### **Interest of key managerial personnel**

None of our key managerial personnel has been paid any consideration of any nature from our Company, other than their remuneration.

Except as stated in “*Our Management - Debenture/ Subordinated Debt/ PDI holding of directors*” none of our key managerial personnel receive interest/redemption paid or payable in respect of debentures of the Company held by them.

Except for the letter of appointment issued to our Key Managerial Personnel as an employee of the Company, our Company has not entered into any contracts or arrangement with the Key Managerial Personnel relating to appointment and remuneration or providing for benefits upon termination of employment.

#### **Payment or benefit to officers of our Company**

Nil

#### **Shareholding of our Company's key managerial personnel**

Key Managerial Personnel are those individuals who have the authority and responsibility for planning and exercising power to directly or indirectly control the activities of the Company and its employees. Their shareholding as on June 30, 2024 is as follows:

Sr. No.	Particulars	Designation	No. of shares held	Total shareholding as % of total no. of Equity Shares
1.	Thomas John Muthoot	Managing Director	5,14,56,049	26.56
2.	Thomas Muthoot	Executive Director cum Chief Financial Officer	5,14,56,053	26.56

### Related Party Transactions

For details in relation to the related party transactions entered by our Company during the last three financial years, as per the requirements under “Accounting Standard 18 – Related Party Transactions” specified under the Companies Act, refer to the chapter “Financial Statements” beginning on page 161 of the Shelf Prospectus.

### Senior Management Personnel of our Company

In addition to Mr. Sachu Sivas, who is designated as Compliance Officer of our Company and Mr. Thomas Muthoot, who is designated as the Chief Financial Officer of our Company, whose details are provided in “Key Managerial Personnel of our Company” on page 66, the details of the Senior Management Personnel, as on the date of this Tranche II Prospectus, are set out below:

### Brief profile of our Senior Management Personnel

- Mr. Shaji Varghese**, is the Chief Executive Officer of the Company. He holds a Bachelor’s Degree in Law, University of Pune and a Master’s Degree in Management Science (Specializing in Finance and Marketing), from University of Pune. He has completed a Management Development Program on Strategic Management, Harvard University. Mr. Shaji has significant experience in banking and financial services sector.
- Mr. Suresh Kumar Sivaraj**, is the Chief Human Resources Officer of the Company. He has significant experience of working with notable institutions like PT Indorama Synthetics. He is a member of National HRD Network and National Institute of Personal Management.
- Mr. Joseph Oommen**, is the Head of Accounts and Finance of the Company. He is a Chartered Accountant with 25 years of experience. Prior to joining the Company, he has worked with Southern Franchise Company LLC, Abudhabi, UAE.
- Mr. Ajay Kanal**, is the head of Operations and Change Management of the Company. He has significant experience. Prior to joining the Company he has worked with Indostar Capital Finance.

### Compensation of our Company’s Key Managerial Personnel and Senior Management Personnel

Sr. No.	Particulars	Designation	For the period ended August 31, 2024	(₹ in lakhs)		
				For Fiscal 2024	For Fiscal 2023	For Fiscal 2022
1	Mr. Shaji Varghese,	Chief Executive Officer	140.93	199.71	294.80	0.00
2	Mr. Suresh Kumar Sivaraj	Chief Human Resources Officer	63.73	113.65	97.86	43.81
3	Mr. Joseph Oommen	Head - Finance & Accounts	71.46	124.63	115.35	88.86
4	Mr. Ajay Kanal	Head-Operations & Change Management	39.19	67.64	58.98	49.15
5	Mr. Sachu Sivas	Company Secretary	7.25	12.53	10.04	0.00
6	Mr. Thomas Muthoot	Executive Director & Chief Financial Officer	2,083.33	3,750.00	3000.00	2500.00

### Interest of Senior Management Personnel

Except as stated below, none of our Senior Management Personnel has been paid any consideration of any nature from our Company:

- Remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

Except as stated below, Senior Management Personnel are not interested in the Company :

- To the extent of the shareholding in the Company, if any held by them or their relatives or held by the companies, firms and trusts in which they are interested as director, member, partner, and/or trustee, and to the extent of benefits arising out of such shareholding and/ or the stock options granted to some of our key managerial personnel.
- To the extent of debentures of our Company held by them or to be subscribed by them in this Issue and to the extent of any interest/redemption proceeds paid/payable to him and other distributions in respect of the said debentures.

Except for the letter of appointment issued to our Senior Management Personnel as an employee of the Company, our Company has not entered into any contracts or arrangement with the Senior Management Personnel relating to appointment and remuneration or providing for benefits upon termination of employment.

#### **Relationship with other Senior Management Personnel**

None of our Senior Management Personnel are related to each other.

#### **Shareholding of our Company's Key Managerial Personnel and Senior Management Personnel**

As on the date of this Tranche II Prospectus, the details of the shareholding of the KMP and SMP of the Company have been set out below:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Designation</b>	<b>No. of shares held</b>	<b>Total shareholding as % of total no. of Equity Shares</b>
1	Mr. Shaji Varghese	Chief Executive Officer	-	-
2	Mr.Suresh Kumar Sivaraj,	Chief Human Resources Officer	-	-
3	Mr. Joseph Oommen,	Head - Finance & Accounts	-	-
4	Mr. Ajay Kanal,	Head - Operations & Change Management	-	-
5	Mr. Sachu Sivas,	Company Secretary	-	-
6	Mr. Thomas Muthoot,	Executive Director & Chief Financial Officer	5,14,56,053	26.56

## OUR PROMOTER

### Profile of our Promoters

The following individuals are the Promoters of our Company:



**Thomas John Muthoot**

**PAN:** ABNPT4694B  
**Date of Birth:** June 7, 1962



**Thomas Muthoot**

**PAN:** AEAPM0424L  
**Date of Birth:** July 15, 1966



**Thomas George Muthoot**

**PAN:** ABNPT4693G  
**Date of Birth:** June 7, 1962

For additional details on the age, background, personal address, educational qualifications, experience in the business of the Company, positions/posts held in the past, terms of appointment as Directors and other directorships of the Promoters, special achievements, please see “*Our Management*” on page 49.

Our Company confirms that the PAN, aadhaar number, driving license number, bank account number(s) and passport number of the Promoters has been submitted to the BSE at the time of filing the Draft Shelf Prospectus.

### Interest of Promoters in the Company

Except as disclosed below, other than as Director and shareholders of our Company, the Promoters do not have any other interest in the Company. Further, the Promoters have given certain personal guarantees in relation to loan facilities utilised by the Company. For details please see “*Financial Indebtedness*” at page 164 of the Shelf Prospectus and on page 74 of this Tranche II Prospectus.

The Promoters are eligible for dividend that may be declared by the Company and to the extent of the remuneration received by them in their capacity as Directors. Additionally, Mr. Thomas George Muthoot are eligible to receive commission, as disclosed in “*Our Management*” on page 49.

Certain branches of the Company are operated on properties owned by the Promoters. Details are as below:

Sr. No.	Type of Property	Nature of interest*
1.	Kayamkulam branch in Kerala	The Company has been operating the branch since July 15, 2008.  The current Lease Agreement was executed between the Company and Thomas John Muthoot on March 30, 2012.
2.	Pathanamthitta branch in Kerala	The Company has been operating the branch since April 02, 2011.  The current Lease Agreement was executed between Company and Thomas George Muthoot acting for himself, for other Promoters i.e. Thomas Muthoot and Thomas John Muthoot, and for Janamma Muthoot and Mathew M Thomas on March 30, 2012
3.	Ernakulam branch in Kerala	The Company has been operating the branch since April 02, 2011.  The current Lease Agreement was executed between Company and Thomas George Muthoot acting for himself, other Promoters i.e. Thomas Muthoot and Thomas John Muthoot, and for Janamma Muthoot and Mathew M Thomas on March 30, 2012.

Sr. No.	Type of Property	Nature of interest*
4.	Chetpet Branch in Tamilnadu	The current Lease Agreement was executed between Company and Thomas George Muthoot March 30, 2012.
5.	Aryasala Branch in Kerala	The current Lease Agreement was executed between Company and Thomas George Muthoot, Thomas Muthoot and Thomas John Muthoot, March 30, 2012.
6.	Kozhencherry Branch in Kerala	The current Lease Agreement was executed between Company and Janamma Thomas, March 30, 2012.

Further, no properties owned by the Promoters have been purchased by the Company in the last 2 (two) years.

Our Promoters do not have any interest in any property acquired by our Company within two years preceding the date of filing of this Tranche II Prospectus or any property proposed to be acquired by our Company or in any transaction with respect to the acquisition of land, construction of building or supply of machinery.

***Agreements entered into by our Company with Promoter Group entities:***

Except as disclosed under section “*Material Agreements – History and Other Corporate Matters*” on page 131 of the Shelf Prospectus and on page 45 of this Tranche II Prospectus, our Company has not entered into any agreements with Promoter Group as on date of this Tranche II Prospectus.

Our Promoters do not propose to subscribe to the Tranche II Issue. For details of the shareholding of the Promoters in our Company, please see “*Capital Structure*” on page 52 of the Shelf Prospectus and on page 42 of this Tranche II Prospectus.

Our Promoters have no financial or other material interest in the Tranche II Issue and no benefit / interest will accrue to our Promoters or Promoter Group out of the objects of the Tranche II Issue.

**Other understandings and confirmations**

Our Promoters and relatives of the Promoters have confirmed that they have not been identified as willful defaulters by the RBI or any other governmental authority.

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

Our Promoters was not 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 II Prospectus, in accordance with Chapter V of the SEBI Delisting Regulations.

Our Promoters and Promoter Group are not restrained or debarred or prohibited from accessing the capital markets or restrained or debarred or prohibited from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any Stock Exchanges in India or abroad and are not promoters, directors or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

No benefit or interest will accrue to our Promoters out of the objects of the Tranche II Issue.

**Common pursuits of our Promoters**

Our Promoters are engaged in businesses similar to ours.

## RELATED PARTY TRANSACTIONS

For details of the related party transactions for the Fiscal 2024, Fiscal 2023 and Fiscal 2022 in accordance with the requirements under Ind AS 24 “Related Party Disclosures” notified under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended from time to time, see “Financial Information” on page 161 of the Shelf Prospectus.

**Related party transactions entered during the preceding three financial years with regard to loans made or, guarantees given or securities provided:**

(₹ in lakhs)

Nature of transactions	Name of related parties	For the year ended March 31,		
		2024	2023	2022
<b>Transactions with related parties:</b>				
Loan repaid	Thomas John Muthoot	-	(7,000.00)	-
	Thomas George Muthoot	-	(7,000.00)	-
	Thomas Muthoot	-	(5,900.00)	-
	Muthoot Motors, Cochin	-	(290.00)	-
Loan advanced	Thomas John Muthoot	-	5,000.00	-
	Thomas George Muthoot	-	5,000.00	-
	Thomas Muthoot	-	5,000.00	-
Guarantee given	Muthoot Microfin Limited	50.00	-	-
	Muthoot Housing Finance Company Limited	50.00	-	-
	Muthoot Capital Services Limited	50.00	-	-
<b>Balances with related party:</b>				
Loan outstanding	Thomas John Muthoot	5,000.00	5,000.00	7,000.00
	Thomas George Muthoot	5,000.00	5,000.00	7,000.00
	Thomas Muthoot	5,000.00	5,000.00	5,900.00
	Muthoot Motors, Cochin	-	-	290.00
Guarantee given	Muthoot Microfin Limited	50.00	-	-
	Muthoot Housing Finance Company Limited	50.00	-	-
	Muthoot Capital Services Limited	50.00	-	-

**Related party transactions entered during the current financial year for the period starting April 1, 2024 till the cut-off date, i.e. September 23, 2024 with regard to loans made or, guarantees given or securities provided**

(₹ in lakhs)

Nature of transactions	Name of related parties	For the period April 1, 2024 till September 23, 2024*
Loan repaid	Thomas John Muthoot	1,680.00
	Thomas George Muthoot	2,582.00
<b>Balances with related party:</b>		
Loan outstanding	Thomas John Muthoot	3,320.00
	Thomas George Muthoot	2,418.00
	Thomas Muthoot	5,000.00
Guarantee given	Muthoot Microfin Limited	50.00
	Muthoot Housing Finance Company Limited	50.00
	Muthoot Capital Services Limited	50.00

\*These details are not based on any audited numbers.

## SECTION V : FINANCIAL INFORMATION

### MATERIAL DEVELOPMENTS

Except as disclosed in elsewhere in this Tranche II Prospectus, there are no material developments not disclosed in this Tranche II Prospectus in relation to the chapters “Risk Factors”, “History and Other Corporate Matters”, “Capital Structure”, “Industry Overview”, “Our Business”, “Our Promoter”, “Financial Indebtedness” and “Regulations and Policies” on pages 19, 130, 52, 72, 111, 158, 164 and 236 of the Shelf Prospectus.

Further, other than as disclosed elsewhere in this Tranche II Prospectus since April 1, 2024 till the the cut-off date i.e. September 23, 2024, there have been no events/ developments or changes 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 Tranche II Issue which may affect the Tranche II Issue or the investor's decision to invest / continue to invest in the debt securities.

- The Company has made the following availments of bank borrowings during the period beginning from July 1, 2024 till September 23, 2024:

(₹ in lakhs)

Disbursement / Sanction Date	Name of the lender	Amount sanctioned	Amount availed	Remarks
August 19, 2024	Indian Overseas Bank	20,000.00	20,000.00	New Term Loan Disbursed
September 5, 2024	Union Bank of India	50,000.00	20,000.00	New Working Capital Demand Loan
September 6, 2024	Union Bank of India		20,000.00	New Working Capital Demand Loan
September 9, 2024	Union Bank of India		10,000.00	New Working Capital Demand Loan
September 17, 2024	Punjab National Bank	25,000.00	20,000.00	New Term Loan Disbursed in Tranche

- The Company had an existing limit of ₹ 55,000 lakhs towards CC/WCDL from the Indian Bank. By way of the sanction dated August 7, 2024, the said limit has been segregated as ₹ 15,000 lakhs towards CC/WCDL and ₹ 40,000 lakhs towards Term Loan.
- The Company has made the following repayment of non-convertible debentures during the period beginning from July 01, 2024 till September 23, 2024:

(₹ in lakhs)

ISIN Number	Nature	Amount	Allotment Date	Maturity Date
INE549K07AI7	Secured NCD	2,483.42	May 05, 2021	July 06, 2024
INE549K07AN7	Secured NCD	1,847.53	May 05, 2021	July 06, 2024

- The Company has made the following Issuance of Commercial Paper during the period July 01, 2024 till September 23, 2024:

(₹ in lakhs)

ISIN Number	Investor	Amount	Maturity Date
INE549K14BP6	VASAI VIKAS SAHAKARI BANK LIMITED	1,000.00	January 15, 2025
INE549K14BQ4	Kotak Mahindra Trustee Company Ltd	2,0000.00	June 13, 2025
INE549K14BR2	Sundaram finance Limited	12,500.00	August 18, 2025
INE549K14BS0	Tata Mutual Fund - Tata Money Market Fund	17500.00	February 28, 2025



INE549K14BS0	Tata Mutual Fund - Tata Ultra Short Term Fund	2500.00	February 28, 2025
INE549K14BS0	Karur Vysya Bank	10000.00	February 28, 2025

5. The Company has made the following repayment of retail subordinated debt during the period beginning from July 1 till September 23, 2024:

(₹ in lakhs)

Sub-Debt Series	Nature	Investors	Amount
1	Unsecured	2,220	6,402.67

6. The Company has issued rated, listed, unsecured, redeemable, subordinated debt instruments of face value ₹1,00,000 each for an amount aggregating to ₹5,000 lakh on July 01, 2024.
7. The Company has issued rated, listed, secured, redeemable non-convertible debentures of face value ₹1000 each for an amount aggregating to ₹35,000 lakh on September 16, 2024.
8. The Company has issued rated, listed, unsecured, redeemable, Perpetual debt instruments of face value ₹1,00,00,000 each for an amount aggregating to ₹5,000 lakh on September 19, 2024.
9. The Company has allotted 7,902 (Seven Thousand Nine Hundred and Two Only) equity shares of face value of Rs. 10 each, fully paid up at an offer price of Rs.100/- (including a premium of Rs. 90/- per share) in accordance with the terms of Employee Stock Option Plan - 2018 to the Muthoot Fincorp Employee Welfare Trust as per details provided below:

Sr. No.	DP ID	Client ID	Name of the Allottee	No. of shares	Distinctive Numbers	Offer Price	Amount (Rs. in lakhs)
1.	IN304295	53643658	Muthoot Fincorp Employee Welfare Trust	7,902	19,37,05,561 - 19,37,13,462	100	7.90
			<b>Total</b>	<b>7,902</b>		<b>100</b>	<b>7.90</b>

10. The Company has invested a sum of Rs.2,500.00 lakh towards 3,787,875 equity shares of Muthoot Housing Finance Company Limited on June 14, 2024.
11. Pursuant to Regulation 50(1) of the SEBI Listing Regulations, a meeting of the Board of Directors of the Company was held on Tuesday, August 13, 2024, inter-alia, approving the unaudited financial results of the Company for the quarter ended June 30, 2024.
12. The Company has filed with BSE on September 19, 2024, the outcome of the board meeting held on September 19, 2024, wherein the Board considered the following: (i) recommended a final dividend on the equity shares at the rate of 57.50% (i.e., ₹ 5.75/- per equity share) of face value of ₹ 10/- each for the financial year ended March 31, 2024, to the shareholders for approval; (ii) recommended the appointment of M/s Isaac & Suresh, Chartered Accountants as Joint Statutory Auditors - and M/s Vishnu Rajendran & Co., Chartered Accountants as Joint Statutory Auditors of the Company to the shareholders for approval; (iii) Recommended the change in designation of Mr. Thomas George Muthoot from Non-Executive Director to Whole Time Director (Joint Managing Director) subject to the approval of RBI and shareholders of the Company; (iv) Recommended the revision in the terms of remuneration of Mr. Thomas John Muthoot and Mr. Thomas Muthoot, subject to the approval of shareholders of the Company; (v) Accepted the resignation of Mr. Thomas Muthoot from the post of Chief Financial Officer effective from the close of business hours on September 30, 2024; and (vi) Appointed of Mr. Joseph Oommen as the Chief Financial Officer of the Company with effect from October 01, 2024.

## FINANCIAL INDEBTEDNESS

*The disclosures pertaining to financial indebtedness of the Company provided hereinbelow are to be read in conjunction with the disclosures provided in the “Financial Indebtedness” section on page 164 of the Shelf Prospectus.*

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

Our Company confirms that there has not been any servicing behaviour on existing debt securities as on the date of this Tranche II Prospectus.

**B. Corporate Guarantee Issued by our Company**

Nil

**C. Letter of Comfort issued by our Company**

In the preceding three financial years and the current year our Company has not issued any letters of comfort.

**D. Details of all default/s and/or delay in payments of interest and principal of any kind of term loans, debt securities, commercial paper (including technical delay) and other financial indebtedness including corporate guarantee or letters of comfort issued by the Company, in the past three financial years and the current financial year.**

As on the date of this Tranche II Prospectus, there has been no delay or default in payment of principal or interest of any kind on term loan, debt security issued by the Issuer, and other financial indebtedness including corporate guarantee issued by the Issuer, in the past three financial years and current financial year. Further, the Company did not have any liability in respect of deposits or preference shares dividend or commercial paper interest / discounts (including technical delay) or the Company has not issued any letter of comfort and/or corporate guarantee during the previous three financial year and current financial year.

**E. As on the date of this Tranche II Prospectus, there have been no defaults and non-payment of undisputed statutory dues for the three preceding financial year and current financial year. For further details, please refer “Other Regulatory and statutory Disclosures - Details of any other contingent liabilities of the issuer based on the last audited financial statements including amount and nature of liability” on page 113.**

## SECTION VI : LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND DEFAULTS

The Company is subjected to various legal proceedings from time to time, mostly arising in the ordinary course of its business. The legal proceedings are initiated by us and also by customers, past employees and other parties. These legal proceedings are primarily in the nature of (a) consumer complaints, (b) criminal complaints, and (c) civil suits. We believe that the number of proceedings in which we are involved is not unusual for a company of our size in the context of doing business in India.

As on the date of this Tranche II Prospectus, except as disclosed below, there are no failures or defaults to meet statutory dues, institutional dues and dues towards instrument holders including holders of debentures, fixed deposits, and arrears on cumulative preference shares, etc., by the Company.

For the purpose of disclosures in this Tranche II Prospectus, our Company has considered the following litigation as 'material' litigation:

- all pending proceedings whether civil, arbitral, tax related litigations, or otherwise, of value exceeding more than 1% of our profit after tax as on March 31, 2024, i.e. more than ₹ 562.81 lakhs\*;  
\* Our subsidiary MML is a listed company. The board of the subsidiary has fixed its materiality threshold by way of their materiality policy at ₹ 163.89 lakhs i.e. 1% of their profit after tax as per their restated financial statements for the year ended March 31, 2023.
- any other outstanding legal proceeding which is likely to have a material adverse effect on the financial position, profitability and cash flows of our Company (Excluding Muthoot Microfin Limited,, which has its own materiality threshold as provided below) which may affect the issue or the investor's decision to invest/continue to invest in the debt securities.

Save as disclosed below, there are no:

1. outstanding civil or tax proceedings involving the Company, Promoters, Subsidiaries and Directors in which the pecuniary amount involved is in excess of the materiality threshold;
2. litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against the Promoter of the Company during the last three years immediately preceding the year of the issue of this Tranche II Prospectus and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action;
3. litigation involving the Company, Promoter, Directors, subsidiaries, group companies or any other person, whose outcome could have material adverse effect on the financial position of the Company, which may affect the issue or the investor's decision to invest/continue to invest in the debt securities;
4. outstanding criminal proceedings filed by or against the Company, its Promoters, its Subsidiaries and Directors and Group Companies.
5. pending proceedings initiated against the Company for economic offences and default; and
6. inquiries, inspections or investigations initiated or conducted under the Securities laws or Companies Act or any previous companies' law, prosecutions filed, if any (whether pending or not); and fines imposed or offences compounded or reservations, qualifications or adverse remarks of the auditors of the Company in the last three years immediately preceding the year of issue of this Tranche II Prospectus against the Company and all of its Subsidiaries.
7. material frauds committed against our Company in the preceding three financial years and current financial year.

#### **I. Litigations by and against the Company**

##### **A. Litigations against the Company**

###### *Criminal Proceedings*

1. Sholly Rajan (“**Complainant**”) had filed a petition under Section 451 of CrPC before the Judicial First Class Magistrate, Ernakulam, against the area managers of our Mattanchery and Kalamaserry branches for the interim custody of gold seized by the police, which was taken from the Complainant on account of cheating and pledged with our Company by an alleged accused. The matter is currently pending.

#### *Material Civil Proceedings*

1. Our Company has initiated recovery actions under the Securitisation and Reconstruction of Financial Assets and Enforcement of Securities Interest Act, 2002 against Samson & Sons Builders and Developers Private Limited for the loan availed by the latter amounting to ₹ 735 lakh. Against the said actions, Ms. Mary Koshy & others, the persons who are the previous owners of one of the secured assets, have filed a Securitization Application against our Company before the Debt Recovery Tribunal, Ernakulam, which was dismissed. Subsequently they appealed before Debt Recovery Appellate Tribunal (“**DRAT**”), Chennai. The appeal was dismissed by the DRAT. The same has now been challenged before the High Court of Kerala in WP No. 22192 of 2019 and the matter is pending. In the interim, the borrower company is under resolution process as per provisions of Insolvency and Bankruptcy Code, 2016, by virtue of an order dated August 14, 2024 by National Company Law Tribunal, Kochi bench.
2. Our Company had advanced a loan of ₹ 2,500 lakhs to Prabhushanti Real Estate Private Limited (“**Borrower**”) against the securities shared with Tamil Nadu Mercantile Bank (“**TMB**”) on pari passu basis. Since the said borrower has defaulted in payments, our Company along with TMB has initiated recovery proceedings under the Securitisation and Reconstruction of Financial Assets and Enforcement of Securities Interest Act, 2002 by issuing a demand notice. However, before the possession could be taken, AU Small Finance Bank Ltd initiated insolvency proceedings against the Borrower which stood as guarantor and mortgaged some of its properties to a facility granted by the said bank to one educational trust in the same group. A Resolution Professional (“**RP**”) is appointed in the matter and the insolvency resolution proceedings are on. The Company and TMB have joined the IBC proceedings along with other lenders. As the Corporate Insolvency Resolution Process (“**CIRP**”) period ended and the Institutional Financial Creditors voted for liquidation of the Borrower i.e., Prabhushanti Real Estate Private. However, the resolution for liquidation was not adopted as the home buyers who have a majority voting in the Committee of Creditors cast a negative vote. The flat buyers have filed an application in NCLT Delhi seeking to revise their claim amount by including the accrued interest on the amounts paid by them. NCLT Delhi has disposed of the matter vide orders dated May 1, 2024 and has directed the RP to decide on the matter.

NCLT Delhi.vide order dated April 5, 2023 ordered the substitution of the RP in this matter as the registration of the RP was suspended by IBBI. NCLT Delhi further appointed an interim officer on special duty for conduct of a special Committee of Creditors (“**COC**”) meeting for nomination of the new RP. The new RP conducted a further COC meeting on May 30, 2023 to examine the Resolution Plan put forth by the flat buyers and to seek extension of CIRP period by another 9 days besides seeking exclusion of the litigation period from the CIRP period. Pursuant to the COC meeting, the RP filed applications before NCLT Delhi seeking the above reliefs. These applications were allowed by NCLT Delhi. Pursuant to RP issuing fresh notice in Form G, two Exprssion of Interests (“**EOI(s)**”) were received. The COC in its meeting held on August 2, 2024 and subsequent voting, approved one of the resolution plans submitted. The RP is in the process of seeking approval of the NCLT Delhi, of the resolution plan accepted by the COC. Further steps will be initiated as per the orders of NCLT Delhi.

3. Our Company had taken physical possession of the property of Dr. P Mahalingam, mortgaged in favour of MFL as security to the loan sanctioned to Santosh Hospital Private Limited, under the Securitisation and Reconstruction of Financial Assets and Enforcement of Securities Interest Act, 2002 for an amount of ₹3,900 lakhs and accrued interest. Santosh Hospitals approached the Hon’ble High Court, Chennai under writ petition challenging the actions taken by the Company under SARFAESI Act, including the physical possession of the hospital taken through the court commissioner. The said writ petition got dismissed. Thereafter, Santosh Hospitals Pvt Ltd filed securitization application before DRT, Chennai challenging the action of taking possession of the secured asset by MFL which also stands dismissed. Thereafter, Santosh Hospitals Pvt Ltd has filed insolvency proceedings under Insolvency Bankruptcy Code before NCLT, Chennai and Interim Resolution Professional was appointed in the matter. The Interim Resolution Professional demanded MFL to handover the possession of the assets taken by MFL under SARFAESI and the same is objected by MFL contending that the said assets do not belong to the corporate debtor. NCLT Chennai has since ordered liquidation of the said corporate debtor and is yet to dispose of the MA 363/2019 filed by the erstwhile interim resolution professional. The Liquidation orders dated December 4, 2019 was challenged in an appeal before NCLAT Delhi. Further, NCLAT Delhi dismissed the two appeals filed by Dr. Mahalingam on February 14, 2022. The said Dr.

Mahalingam has challenged the orders dated February 14, 2022 in SLP in Supreme Court. Supreme court ordered status quo in May 2022. After several hearings/adjournments SC passed an Interim Orders on 16.12.2022 allowing Dr Mahalingam to utilize the Hospital Building for running the hospital, without infringing the rights of any of the parties. MFL filed an application for the vacation of the said Interim orders in July 2023. The matter posted on August 23, 2023 was adjourned for four weeks at the request of the petitioner. The matter is currently under the final hearing list and the hearing was scheduled on August 22, 2024, however, the matter did not reach the bench. It is now listed for final hearing on January 15, 2025.

4. Our Company had advanced a loan of ₹ 700 lakhs to Ganga Foundations Private Limited (“**Borrower**”) against one security held in the name of the company and two other securities in the name of the guarantors. Since the said borrower has defaulted in payments, our Company initiated recovery proceedings under the Securitisation and Reconstruction of Financial Assets and Enforcement of Securities Interest Act, 2002 and took possession of the securities. SBI had also funded certain other projects of the said Ganga Foundations Pvt Ltd, called Spectrum Mall. SBI initiated insolvency proceedings against the Borrower. The Company joined the COC along with other lenders. As the Corporate Insolvency Resolution Process (“**CIRP**”) period ended and SBI, the Institutional Financial Creditor having about 74 % voting rights, voted against the Resolution Plan submitted by a sole Resolution Applicant, the borrower went into liquidation. MFL stood outside the Liquidation and did not surrender the securities held in the name of the borrower to form part of the Liquidation estate. Despite the above the Liquidator claimed contributions towards the CIRP and Liquidation costs. MFL sought certain clarifications such as the details of the expenses and the reasons as to why the same were not met out of the income of the CD being the rent collected from the tenants in the Spectrum mall. The Liquidator arbitrarily and unilaterally included the security in the name of the CD held by MFL in the Liquidation Estate, and sought surrender of the same. Upon MFL refusing to do so, The Liquidator filed an application in NCLT Chennai seeking a direction to MFL to surrender the security. We have filed counter. The matter is pending. The next date of hearing is scheduled at November 12, 2024.

#### *Economic Offences*

Details of pending proceedings initiated against the issuer for economic offences:

NIL

#### **B. Litigations by the Company**

##### *Criminal Proceedings*

1. Our Company has moved before the Hon'ble High Court of Kerala (“**Kerala HC**”) to quash the proceedings of the protest complaint filed by Ms. Nusaiba Haneef for production of gold ornaments before the Magistrate Court under section 94 of the Code of Criminal Procedure, 1973. The gold was previously seized by the police, which was subsequently released to our Company. The amount involved in the transaction sums up to ₹ 6.77 lakh. While the case has been disposed off by the Kerala HC, the matter is pending before the Magistrate Court.
2. Our Company has moved before the Kerala HC to quash the proceedings of the protest complaint filed by Ms. Subaida for production of gold ornaments before the Magistrate Court under section 94 of the Code of Criminal Procedure, 1973. The gold was previously seized by the police, which was subsequently released to our Company. The amount involved in the transaction sums up to ₹ 4.18 lakh. While the case has been disposed off by the Kerala HC, the matter is pending before the Magistrate Court.
3. Our Company has filed a petition before the Judicial First-Class Magistrate Court against Shine Mon, a customer, for cheating. The customer had availed a loan of ₹0.27 lakh against the security of certain ornaments, the ownership of which was claimed by third party and a cheating case was also filed by such third party against the customer.
4. Mr. Jibu V. Stephen, the accused has pledged gold with our Company which was seized by police in a cheating case. The court had acquitted the accused and had ordered to release the said 39.5 gm gold to him against which our Company had moved before the Kerala HC. An appeal has been filed by the accused before the Principal District and Sessions Judge, Kottayam. The next date of hearing is scheduled on November 1, 2024.
5. Our Company had filed an appeal in the Session Court, Mavelikkara against the order of the magistrate Court in

dismissing application filed by our Company for returning gold valuing ₹ 27.7 lakh on conclusion of trial.

6. Our Company has filed a writ petition 4332/2021 before the Hon'ble High Court of Kerala at Ernakulam ("**High Court**"), against the notice issued by 1st Respondent being Station house officer seeking seizure of gold ornaments worth ₹ 14.41 lakhs pledged with our Company by the 3rd respondent (Shihabudeen P.V.). The 2nd respondent (Dr. Jussalla) had filed a complaint claiming the ownership of gold ornaments which were handed over to 3rd respondent for invocation of magical remedy. However, it is the case of our Company that the pledges made by 3rd respondent were prior to the date of alleged handing over of ornaments by 2nd respondent to 3rd respondent and even in the case of one pledge after the alleged handing over of the ornaments also does not contain any ornaments matching the description provided by the de facto complainant. The High Court vide order dated June 15, 2023 disposed the writ petition. In accordance with the order, the Company is at liberty to move an application under Section 451 of Cr.P.C. for the release of the gold ornaments. Criminal proceedings under Section 420 of the Indian Penal Code, 1860.
7. Our Company has filed numerous complaints, FIRs and cases of fraud and cheating against customers on account of loan defaults, theft, fraud in relation to pledging of spurious gold/cash embezzlement, and against employees on account of cheating, forgery, criminal breach of trust, misrepresentation, and wrongful gain under *inter alia* Sections 342, 365, 387 397, 392, 380, 420 of the Indian Penal Code, 1860 ("**IPC**"). As of the date of this Tranche II Prospectus, there are 416 such matters pending before various courts related to instances of theft and fraud in relation to pledging of spurious gold/cash embezzlement aggregates to ₹ 405.37 lakhs.
8. Company has filed numerous complaints under Section 156(3) of the Code of Criminal Procedure, 1973 read with Section 420 of the Indian Penal Code, 1860 for cheating. As of the date of this Tranche II Prospectus, there are 706 such matters pending before various courts related to instances of cheating and the amount involved in such matters aggregates to ₹ 12.77 lakhs.

#### *Civil Proceedings*

1. Our Company has on October 22, 2020 filed a writ petition bearing no. W.P. (C) No. 22768/ 2020 before the Hon'ble High Court of Kerala against Union of India & others. The Writ Petition has been filed in relation to the directions issued by RBI (RBI/2020-21/20 DOR No. BN.BC/7/21/04.048/2020-21) dated August 06, 2020 ("**Circular**") which directs scheduled commercial banks and payment banks not to open or maintain current accounts for customers who have availed credit facilities in the form of cash credit ("**CC**")/ overdraft ("**OD**") from the banking system and that all transactions are required to be routed through the CC/OD account. Our Company has *inter alia* prayed that RBI should issue clarification on implementation and enforcement of the Circular in light of the representations made by our Company to RBI and SBI and to SBI to seek clarifications on the points urged in representations made to SBI. Further, it has also been prayed that the implementation of Circular, in so far as our Company is concerned, should be kept pending the disposal of the Writ Petition. The Hon'ble High Court of Kerala has disposed of the said Writ Petition on April 9, 2021 wherein SBI was directed to consider the matter and to arrive at a workable solution in 6 months, failing which, SBI was directed to approach RBI. In the meantime, since other banks (where the Company has current accounts for its branches) have issued communications to close such accounts in view of the RBI circular and since SBI was already considering a process for devising an alternate solution to address the issues and such closure of accounts would have been detrimental to the interest of the Company, the Company has filed another Writ Petition before the Hon'ble High Court bearing W. P (C) No. 14854 / 2021 making all the banks party and seeking for the intervention of the court. The Hon'ble court was pleased to order status current account and the next hearing date is December 10, 2021. In the meantime, RBI has issued another circular RBI/2021-22/116 DOR.CRE.REC.63/21.04.048/2021-22 dated October 29, 2021 wherein opening of current accounts have been permitted with one bank which has more than 10% of banking exposure in the Company. Accordingly, the Company has approached SBI and process of opening such current accounts for its branches with SBI is on.

For further information, see "*Risk Factors – Risk Factor #1 – Scheduled commercial banks and payment banks have been directed not to open and maintain current accounts for customers who have availed credit facilities in the form of cash credit (CC)/overdraft (OD) from the banking system. Implementation of the aforesaid direction without providing alternate mechanism for financial institutions transacting with scheduled commercial banks and payment banks to withdraw and deposit cash may adversely affect our business, results of operations and financial Condition.*" on page 19 of the Shelf Prospectus.

*Cases filed by the Company under Section 138 of the Negotiable Instruments Act, 1881*

Our Company has filed various complaints against former employees of our Company under Section 200 of the CrPC read with Sections 138 and 142 of the NI Act, and section 25 of the Payments and Settlement Systems Act. As of the date of this Tranche II Prospectus, there are 398 such complaints pending before various Magistrate courts in Kerala. The total amount involved in such cases is approximately ₹ 329.44 lakhs.

#### *Other Proceedings*

##### *Tax litigations involving our Company*

1. The Company had filed a Writ Petition before the Honourable High Court of Madras on 30th July, 2019 challenging the Order passed by the Income Tax Settlement Commission, Chennai Bench abating the proceedings before it relating to the Settlement Application filed by the Company dated December 17, 2017 (“**Settlement Application**”); and praying for stay on proceedings initiated by the Joint Commissioner of Income Tax (OSD), Central Circle, Thiruvananthapuram post abatement of proceedings by the Settlement Commission. The tax and interest due on the issues forming part of the Settlement Application totaled to ₹ 7,406 lakh. The Settlement Application related to notices received under Section 148 for Assessment Year 2010-11, Section 147 of the Income Tax Act, as per which the income chargeable to tax for the Assessment Years 2011-12 to 2016-17 of MFL has not been assessed, and Section 153A of the Income Tax Act, as per which MFL was required to prepare true and correct return of which MFL was assessable for the Assessment Years 2011-2012 to 2016-2017 and for Assessment Year 2017-18, assessment of which was deemed to be pending by virtue of explanation (iv) to Section 245A(b) as on date of filing the settlement application. The Honourable High Court of Madras has dismissed the petition filed by the Company on June 29, 2022 on the ground that the cause of action of the matter has arisen fully in Kerala and not within the territorial jurisdiction of the Honourable Madras High Court, thereby ousting its jurisdiction to entertain the petition. Accordingly, Company filed a writ petition before the High Court of Kerala, wherein the High Court passed an order on April 03, 2023 directing the interim board for settlement to reconsider the settlement application and to start afresh. The Interim Board of Settlement has passed an order dated November 15, 2023 opining on the settlement of income under the matter along with the interest to be charged and granting immunity to MFL from prosecution and penalty imposed under the Income Tax Act. The Deputy Commissioner of Income Tax, Central Circle, Thiruvananthapuram has passed Orders giving effect to the Order of the Honorable Interim Board for Settlement for the Assessment Years 2010-11 to 2017-18 with demands aggregating to ₹.13,892.97 lakhs and refunds aggregating to Rs.4,675.93 lakhs. The Company evaluated the Orders passed and identified incorrect computations which has been intimated to the Central Circle, Thiruvananthapuram.
2. The Joint Commissioner of Income Tax/Special Range/Trivandrum had raised a demand notice for AY2010-11 aggregating to ₹ 1728.50 lakh on our Company on the alleged grounds that the Company failed to deduct tax on entire payments made to Muthoot Pappachan Consultancy and Management Services, including reimbursement of expenses made towards the employees of the said firm. The stance of the Company was that the tax deducted at source is required to be made only on professional fees paid to the said firm and not on reimbursement of expenses. The Company had remitted ₹ 265 lakh in FY16-17 against the demand. Collection of the balance demand has been stayed by the ACIT/Circle 1(1)/Trivandrum vide order dated July 21, 2016, pending disposal of appeal by the CIT (Appeals), Trivandrum. Subsequently, the Company was required to pay an additional 5% of the demand amounting to ₹ 80.75 lakh for continuation of stay of demand, which was remitted by the Company on September 30, 2022 and stay of balance demand was granted vide order of the ACIT/Central Circle/Trivandrum dated October 4, 2022.
3. The Joint Commissioner of Income Tax/Special Range/Trivandrum had raised a demand notice aggregating to ₹2,065.20 lakh for AY2013-14 alleging that our Company had not furnished Form 15G/H from the debenture holders for the interest paid to them as well as disallowing reimbursement of expenses made to Muthoot Pappachan Consultancy and Management Services for non-deduction of tax at source. ₹ 1,188.51 lakh was adjusted against refunds due to our Company and ₹ 135 lakh was remitted by our Company in FY2016-17 against the said demand. Collection of demand has been stayed by the ACIT/Circle 1(1)/ Trivandrum vide order dated July 21, 2016, pending disposal of appeal by the CIT (Appeals), Trivandrum. Subsequently, the Company was required to pay an additional 5% of the demand amounting to ₹ 40.35 lakh for continuation of stay of demand, which was remitted by the Company on September 30, 2022 and stay of balance demand was granted vide order of the ACIT/Central Circle/Trivandrum dated 04/10/2022.
4. The Assistant Commissioner of Income Tax, Trivandrum had raised a demand notice for payment of tax deducted at

source (“TDS”) for alleged short-furnishing of details of Form 15G/H collected from customers pertaining to AY2015-16 with a demand aggregating to ₹3,860.60 lakh. A total of ₹ 786.9 lakh for stay of demand was remitted and an appeal before the Commissioner of Income Tax (Appeals)/Trivandrum was filed. The Commissioner of Income Tax (Appeals)-3, Kochi, has vide order dated December 10, 2021, partly allowed the appeal for the AY2015-16 by directing the Assessing Officer to reconsider the demand made. Accordingly, vide order dated February 11, 2022, the original demand was modified and quantified at ₹ 270.37 lakhs by the Deputy Commissioner of Income Tax (TDS), Trivandrum. The Company has filed a rectification application for giving credit to amounts remitted during the course of the proceedings which has been denied by the Assessing Officer in the last Order issued. The Department had filed an Appeal before the ITAT, Cochin bench against the order passed by the Commissioner of Income Tax (Appeals)-3, Kochi. The ITAT, Cochin bench has passed an order dated August 4, 2022 received by the Company on November 5, 2022, remanding the matter to the files of CIT (Appeals) for giving an opportunity to the Assessing Officer for providing additional details.

5. The Service Tax department had raised demands on certain revenues of our Company for the periods prior to FY12-13. Out of the total demand of ₹ 1,263.21 lakh, the Company had remitted ₹ 384.69 lakhs, the balance of which is pending as disputed. The Commissioner of Central GST & Central Excise vide Order dated October 31, 2017 confirmed a demand of Rs.1,051.71 lakh, appropriated the amount paid of ₹ 384.69 lakhs and imposed a penalty of ₹ 784.56 lakhs. The pending demand relates to the assignment of receivables, wherein the department has stated that the entire receipts are liable to tax. The Company, based on opinions received from its consultants has filed its appeal before the Customs Excise and Service Tax Appellate Tribunal (“CESTAT”), Bangalore, which is pending hearing. Pre-deposit fee of ₹ 50 lakh has been remitted.
6. The Service Tax department had raised demands on our Company on notional consideration arrived on support services provided by the Company to its group concerns aggregating to ₹2,132.10 lakh (including penalty of ₹846.34 lakh). The demand also consisted of disallowance of Central Value Added Tax (“CENVAT”) credit. The Company had availed CENVAT credit pertaining to 5 years together in FY 2012-13. Citing that the credit was reported in the returns as Opening balance and not as credit availed during the period, the department has sought to disallow the entire credit, stating that the returns did not show any closing balance of credit as at the end of FY2011-12. Our Company, based on opinions received from its consultants have filed its appeal before the Customs Excise and Service Tax Appellate Tribunal (“CESTAT”), Bangalore, which is pending hearing. ₹ 96.60 lakh has been paid as pre-deposit fee.
7. The Commissioner of Central GST & Central Excise has issued Order-In-Original No. TVM-EXCUS-000-COM-04-20-21 dated August 28, 2020 (issued on September 3, 2020) and TVM-EXCUS-000-COM-05-20-21 dated August 28, 2020 (issued on September 3, 2020) (“Order”), demanding tax amounting to ₹264.34 lakhs and ₹571.94 lakhs and interest thereon, and penalty amounting to ₹264.44 lakhs and ₹57.29 lakhs for the periods 2014-15 to 2016-17 and for the period April 2016 to June 2017 respectively relating to taxability of the amount received as collection agent towards assignment of loan receivables. The demand has been made on the ground that the activity of selling loan portfolios to other financial institutions is taxable and that the differential interest between the interest payable to the assignee and the interest charged to the borrowers is service charges, and hence is liable to tax under Section 66B of the Act. The Company has filed an appeal before the Honorable CESTAT, Bangalore on December 30, 2020.
8. The Deputy Commissioner of Commercial Taxes (Audit) (“DCCT”) had issued an order dated December 19, 2023 demanding tax aggregating to ₹ 13,045 lakhs and subsequently issued a revised order dated December 26, 2023 demanding tax aggregating to ₹776.18 lakhs, including interest thereon, and penalty for the period July 2017 to March 2018, alleging short declaration of outward supply, short payment of output tax, excesses claim of outward supplies as exempted and nil GST supply and non-payment of output tax, short declaration on reverse charge mechanism in GSTR-3B. The Company is in the process of filing an appeal. The Company has filed an appeal dated March 28, 2024 against the Order before the Joint Commissioner of Commercial Taxes (Appeals-5).
9. The Assistant Commissioner, Arumbakkam has vide Order passed u/s. 73 of the CGST / TNGST Act, 2017 dated May 24, 2024 demanded tax of ₹566.13 lakhs along with interest and penalty aggregating to ₹530.11 lakhs alleging claim of excess / ineligible input tax credit by the Company. The Company has filed an appeal against the order on July 2, 2024.

## **II. Litigations involving the Directors**



#### *Civil proceedings involving any director of the Company*

1. M. Mathew has filed a suit before the district court at Kottayam, against the Muthoot Pappachan Group and others alleging infringement of the trademark "MUTHOOT". The mark "MUTHOOT" has been registered as a trademark by M. Mathew, Chairman and Managing Director of Muthoot Mercantile Limited. Thomas John Muthoot, Thomas George Muthoot and Thomas Muthoot on behalf of "Muthoot Pappachan Group", have contended that "Muthoot" is a family name and they have the right to use the same for their business and also that the Muthoot Pappachan Group was using the same much prior to M. Mathew. The matter is currently pending.
2. Thomas John Muthoot, Thomas George Muthoot and Thomas Muthoot have filed an application before the Intellectual Property Appellate Board, Chennai ("IPAB"), to remove/cancel/rectify the trademark "MUTHOOT". The mark "MUTHOOT" has been registered as a trademark by M. Mathew, Chairman and Managing Director of Muthoot Mercantile Limited. After the abolition of IPAB, the matter has been transferred to the High Court of Madras and is currently pending before the High Court.

#### *Criminal proceedings involving any director of the Company*

1. The service tax department has initiated prosecution against Thomas John Muthoot consequent to a tax claim made on another concern. Technically such prosecution will not lie as no claim was made by the department against Thomas John Muthoot. Also, all actions on the assessment made by the department are currently stayed by the appellate tribunal. However, based on a departmental circular, wherein it is mentioned that they can even initiate criminal action in cases which are stayed by the Tribunal, the department has initiated prosecution before the Chief Judicial Magistrate, Kochi. However, the same is challenged before the high court and the court was pleased to grant a stay in the matter.
2. Legal Metrology Department had filed a complaint under the sections 190 and 200 of the Criminal Procedure Code before the Judicial First Class Magistrate Court, Manjeri against the Company in 2019. Thereafter summons was issued to the Directors of the Company as well. The offence alleged is that lesser weight is mentioned in the pledge card as against the original weight and hence the allegation is that the customer will get cheated since the company is liable to return only the weight mentioned in the pledge card. However, in reality we mention both the gross and net weight of the ornaments and for the purpose of considering the weight of ornaments for pledge we rely upon the net weight which is after nominal deduction towards impurities and / stones. As the allegation is baseless. We have moved the Kerala High Court for quashing the proceedings and the matter has been stayed. The stay was extended by an interim order dated February 19, 2020. Our Company has filed a counter petition before the Judicial First Class Magistrate, Manjeri for quashing of the complaint filed by the Senior Inspector. The matter is currently pending.
3. Abdul Kahder ("Complainant") filed an FIR on April 28, 2016 under Sections 457 and 380 of the Indian Penal Code for recovery of gold ornaments that were allegedly stolen from his residence. The charge sheet on the matter was submitted by an investigating officer before the Chief Metropolitan Magistrate, Hyderabad on September 16, 2020 against Mohammed Sameer for allegedly stealing the gold ornaments and mortgaging the same with MFL, which were subsequently sold through an auction. This matter is currently pending. Subsequently we have filed W.P. No. 536/20 and procured favourable order whereby CMD and BM are dispensed from attendance of trial court proceedings on filing appropriate application. This matter is currently pending.
4. Complainant third party Mr. Ranjith C H filed private complaint against CMD and MFL staff in CMM court Secunderabad, Court directed Police station Marredpally to register crime and investigate. We have filed petition to quash the FIR against CMD and staff wide CRLP Nos. 15856 /14 and 15830 /2014 and have obtained stay. Both CRLP's are pending for final hearing.

#### *Tax proceedings involving any director of the Company*

##### *Tax related disputes*

1. Thomas John Muthoot

Sr. No.	Assessment Year	Amount Involved (₹)	Nature of Demand	Status
1.	2005-06	1,37,05,006	Penalty under Section 271 C of the Income Tax Act.	Penalty was dismissed by ITAT Kochi vide order dated September 24, 2014. The Income Tax Department had gone on appeal before the Honourable High Court of Kerala. The High Court of Kerala allowed the appeal filed by the department. In this regard, Special Leave Petition has been filed by the assessee and the same has been admitted by the Supreme Court of India.
2.	2005-06	7,43,50,423	Order under Section 143(3) and disallowance under Section 40(a)(ia) of the Income Tax Act.	The appeal was dismissed by the ITAT Kochi and the Honourable High Court of Kerala by orders dated August 28, 2014 and July 03, 2015 respectively. In this regard, the assessee has filed a special leave petition in the Supreme Court of India and the same has been admitted by the Supreme Court.
3.	2006-07	70,49,302	Penalty under Section 271C of the Income Tax Act.	The Honourable High Court of Kerala by way of order dated July 03, 2015 allowed the appeal filed by the Revenue against order of the ITAT. In this regard, the assessee has filed a Special Leave Petition in the Supreme Court of India and the same has been admitted.
4.	2006-07	3,56,55,872	Order under Section 143(3) and disallowance under Section 40(a)(ia) of the Income Tax Act.	The appeal was dismissed by the ITAT Kochi and the Honourable High Court of Kerala by orders dated August 28, 2014 and July 03, 2015 respectively. Special Leave Petition has been filed by the assessee in this regard and the same has been admitted by Supreme Court of India.
5.	2007-08	69,09,500	Penalty under Section 271 C of the Income Tax Act.	Penalty was dismissed by ITAT Kochi vide order dated September 24, 2014. The Income Tax Department had gone on appeal before the Honourable High Court of Kerala. The High Court of Kerala allowed the said appeal (order dated February 02, 2015). In this regard, the assessee has filed a Special Leave Petition and the same has been admitted by Supreme Court of India.
6.	2007-08	3,04,68,287	Order under Section 143(3) and disallowance under Section 40(a)(ia) of the Income Tax Act.	The appeal was dismissed by the ITAT Kochi and the Honorable High Court of Kerala by orders dated August 28, 2014 and July 03, 2015 respectively. Special Leave Petition has been filed by the assessee in this regard and the same has been admitted by Supreme Court of India.
7.	2008-09	8,37,750	Order under Section 143 (3) of the Income Tax Act.	Appeal before CIT (Appeals) / Kochi was dismissed by Order of The CIT(Appeals)-3/Kochi dated November 20, 2023. An appeal has been filed before the ITAT, Kochi.
8.	2009-10	16,97,280	Order under Section 143 (3) of the Income Tax Act and disallowance under Section 40(a)(ia) of the Income Tax Act.	ACIT /Circle -I /Tvla completed the Assessment making a disallowance of ₹ 46.78 lakhs u/s 40(a) (ia). Appeal against this order was dismissed by CIT(A)/, Kottayam, dated December 12, 2015. Appeal against this order was filed in the Income Tax, Appellate Tribunal, Cochin bench, Cochin. The same was dismissed by way of order dated April 28, 2016. Appeal against the said order was filed in the High Court of Kerala at Ernakulam. The said appeal has been dismissed by the High Court of Kerala vide its order dated July 13, 2016. SLP filed before the Hon. Supreme Court.
9.	2011-12	69,73,170	Tax under Section 143(3) of the Income	The Appeal was dismissed by Order of the CIT(Appeals)-3/Kochi dated November 20, 2023. An

Sr. No.	Assessment Year	Amount Involved (₹)	Nature of Demand	Status
			Tax Act and penalty under Section 271(1)(c).	appeal has been filed before the ITAT, Kochi.
10.	2012-13	1,63,72,070	Order u/s 143(3) - disallowance u/s 14 A	The Appeal was dismissed by Order of the CIT(Appeals)-3/Kochi dated November 20, 2023. An appeal has been filed before the ITAT, Kochi.
11.	2013-14	-	Order u/s 143(3) - disallowance u/s 14 A	The Appeal was dismissed by Order of the CIT(Appeals)-3/Kochi dated November 20, 2023. An appeal has been filed before the ITAT, Kochi.
12.	2014-15	1,50,76,100	Order u/s 143(3) rws 153A of the Income Tax Act (Block Assessment)	Appeal filed was dismissed by Order of the CIT(Appeals)-3/Kochi dated November 20, 2023. An appeal has been filed before the ITAT, Kochi. ₹ 8,19,880/- was remitted on August 27, 2024 as directed by the Honourable High Court of Kerala granting stay vide order dated August 9, 2024.
13.	2015-16	2,15,71,830	Order u/s 143(3) rws 153A of the Income Tax Act (Block Assessment)	Appeal filed was dismissed by Order of the CIT(Appeals)-3/Kochi dated October 31, 2023. An appeal has been filed before the ITAT, Kochi. ₹17,25,690/- was remitted on August 27, 2024 as directed by the Honourable High Court of Kerala granting stay vide order dated August 9, 2024.
14.	2016-17	-	Order u/s 143(3) rws 153A of the Income Tax Act (Block Assessment)	Appeal filed was dismissed by Order of the CIT(Appeals)-3/Kochi dated October 31, 2023. An appeal has been filed before the ITAT, Kochi.
15.	2017-18	-	Order u/s 143(3) rws 153A of the Income Tax Act (Block Assessment)	Appeal filed was dismissed by Order of the CIT(Appeals)-3/Kochi dated October 31, 2023. An appeal has been filed before the ITAT, Kochi.
16.	2020-21	16,74,02,536	Order under Section 143 (3) rw Order under Section 154 of the Income Tax Act.	The Appeal was dismissed by Order of the CIT(Appeals)-3/Kochi dated October 31, 2023. The Company filed a writ petition bearing case no. WP(C) No. 10359 of 2024 before the High Court of Kerala. The court allowed the writ petition vide order dated 14 March 2024 directing the Appellate Authority to pass fresh orders after affording to the petitioner an opportunity to be heard and the matter is currently pending. ₹ 3,34,80,510/- was remitted on 27/08/2024 as directed by the Honourable High Court of Kerala granting stay vide order dated August 9, 2024.

2. Thomas George Muthoot

Sr. No.	Assessment Year	Amount Involved (₹)	Nature of Demand	Status
1.	2003-04	1,11,59,820	Demand under Section 30 of the Wealth Tax Act, 1957	Appeal was disposed off by CIT (Appeals) 3/ Kochi by order dated 28/09/2023 confirming the fair market value of the properties arrived at by the AO in the Remand Report. The proceedings of the AO giving effect to the above order has been received. Appeal filed before the ITAT has been disposed off vide Order dated May 28, 2024 directing the assessing officer to rework the fair market value as per directions in the Order. The Assessing Officer has passed an Order dated July 9, 2024 and served on 30/08/2024 giving effect to the Order of the ITAT reducing the demand to ₹ 1,11,59,820/-.
2.	2004-05	1,14,58,730	Demand under	Appeal was disposed off by CIT (Appeals)3 / Kochi

Sr. No.	Assessment Year	Amount Involved (₹)	Nature of Demand	Status
			Section 30 of the Wealth Tax Act.	by order dated 28/09/2023 confirming the fair market value of the properties arrived at by the AO in the Remand Report. The proceedings of the AO giving effect to the above order has been received. Appeal filed before the ITAT has been disposed off vide Order dated 28/05/2024 directing the assessing officer to rework the fair market value as per directions in the Order. The Assessing Officer has passed an Order dated 10/07/2024 and served on 30/08/2024 giving effect to the Order of the ITAT reducing the demand to Rs.1,14,58,730/-
3.	2005-06	1,20,50,000	Demand under Section 30 of the Wealth Tax Act.	Appeal was disposed off by CIT (Appeals)3 / Kochi by order dated 28/09/2023 confirming the fair market value of the properties arrived at by the AO in the Remand Report. The proceedings of the AO giving effect to the above order has been received. Appeal filed before the ITAT has been disposed off vide Order dated 28/05/2024 directing the assessing officer to rework the fair market value as per directions in the Order. The Assessing Officer has passed an Order dated 10/07/2024 and served on 30/08/2024 giving effect to the Order of the ITAT reducing the demand to ₹1,20,50,000/-.
4.	2005-06	9,53,71,446	Order under Section 143 (3) of the Income Tax Act and disallowance under Section 40(a)(ia) of the Income Tax Act.	Appeal dismissed by ITAT / Kochi Bench by order dated August 12, 2011
5.	2006-07	1,18,74,830	Demand under Section 30 of the Wealth Tax Act.	Appeal was disposed off by CIT (Appeals)3/ Kochi by order dated 28/09/2023 confirming the fair market value of the properties arrived at by the AO in the Remand Report. The proceedings of the AO giving effect to the above order has been received. Appeal filed before the ITAT has been disposed off vide Order dated 28/05/2024 directing the assessing officer to rework the fair market value as per directions in the Order. The Assessing Officer has passed an Order dated 10/07/2024 and served on 30/08/2024 giving effect to the Order of the ITAT reducing the demand to Rs.1,18,74,830/-.
6.	2006-07	1,43,54,083	Penalty under Section 271 C of the Income Tax Act.	Penalty was dismissed by the ITAT Kochi vide its order dated September 24, 2014. The department appealed before the High Court of Kerala and the same was allowed. Special Leave Petition has been filed by Thomas George Muthoot in this regard and the same has been admitted by Supreme Court.
7.	2006-07	7,53,51,608	Order under Section 143(3) and 143(4) and disallowance under Section 40(a)(ia) of the Income Tax Act.	Appeal was dismissed by ITAT/ Kochi and the Honorable High Court of Kerala vide orders dated August 28, 2014 and July 03, 2014 respectively. Special Leave Petition has been filed by the assessee in this regard and the same has been admitted by Supreme Court of India.
8.	2007-08	1,19,69,530	Wealth tax	Appeal was disposed off by CIT (Appeals) 3/ Kochi by order dated 28/09/2023 confirming the fair market value of the properties arrived at by the AO in the Remand Report. The ACIT, Central Circle,

Sr. No.	Assessment Year	Amount Involved (₹)	Nature of Demand	Status
				Trivandrum vide Order dated 05/12/2023 received on 25/12/2023, determined the tax payable giving effect to the Order of the CIT, Appeals. Appeal filed before the ITAT has been disposed off vide Order dated 28/05/2024 directing the assessing officer to rework the fair market value as per directions in the Order The Assessing Officer has passed an Order dated 10/07/2024 and served on 30/08/2024 giving effect to the Order of the ITAT reducing the demand to ₹ 1,19,69,530/-.
9.	2007-08	2,69,12,085	Order under Section 143(3) and 143(4) and disallowance under Section 40(a)(ia) of the Income Tax Act.	Appeal was dismissed by ITAT/ Kochi and the Honorable High Court of Kerala vide orders dated August 28, 2014 and July 03, 2014 respectively. Special Leave Petition has been filed by the assessee in this regard and the same has been admitted by Supreme Court of India.
10.	2011-12	99,71,610	Order under Section 143(3) of the Income Tax Act.	The Appeal was dismissed by Order of The CIT(Appeals)-3/Kochi dated November 20, 2023. Appeal has been filed before the ITAT, Kochi.
11.	2012-13	2,61,68,000	Order u/s 143 (3) - Disallowance u/s 14 A	The Appeal was dismissed by Order of The CIT(Appeals)-3/Kochi dated November 20,2023. Appeal has been filed before the ITAT, Kochi.
12.	2013-14	60,02,360	Order u/s 143 (3) - Disallowance u/s 14 A	The Appeal was dismissed by Order of The CIT(Appeals)-3/Kochi dated November 20,2023. Appeal has been filed before the ITAT, Kochi.
13.	2014-15	3,28,62,750	Order u/s 143(3) rws 153A of the Income Tax Act (Block Assessment)	Appeal filed was dismissed by Order of The CIT(Appeals)-3/Kochi dated October 31, 2023. Appeal has been filed before the ITAT, Kochi. ₹ 13,32,870/- was remitted on 27/08/2024 as directed by the Honourable High Court of Kerala granting stay vide order dated 09/08/2024.
14.	2015-16	2,84,92,810	Order u/s 143(3) rws 153A of the Income Tax Act (Block Assessment)	Appeal filed was dismissed by Order of The CIT(Appeals)-3/Kochi dated October 31, 2023. Appeal has been filed before the ITAT, Kochi. ₹ 22,78,790/- was remitted on 27/08/2024 as directed by the Honourable High Court of Kerala granting stay vide order dated 09/08/2024.
15.	2016-17	12,01,195	Order u/s 143(3) rws 153A of the Income Tax Act (Block Assessment)	Appeal filed was dismissed by Order of The CIT(Appeals)-3/Kochi dated October 31, 2023. Appeal has been filed before the ITAT, Kochi. ₹ 95,520/- was remitted on 27/08/2024 as directed by the Honourable High Court of Kerala granting stay vide order dated 09/08/2024.
16.	2017-18	-	Order u/s 143(3) rws 153A of the Income Tax Act (Block Assessment)	Appeal filed was dismissed by Order of The CIT(Appeals)-3/Kochi dated October 31, 2023. Appeal has been filed before the ITAT, Kochi.
17.	2020-21	18,22,27,006	Order under Section 143 (3) rw Order under Section 154 of the Income Tax Act.	The Appeal was dismissed by Order of The CIT(Appeals)-3/Kochi dtd 31.10.2023. Giving effect to the Order of the CIT, Appeals-33, Kochi, the ACIT, Central Circle, Trivandrum vide order dated 21/12/2023 received on 26/12/2023 determined the tax payable. A writ petition bearing case no. WP(C) No. 10108 of 2024 was filed before the High Court of Kerala. The court Vide order dated 14 March 2024 held that its findings in case no. WP(C) No. 10359 of 2024 order dated March 14, 2024 would apply to this case and accordingly, directed the Appellate

Sr. No.	Assessment Year	Amount Involved (₹)	Nature of Demand	Status
				Authority to pass fresh orders after affording to the petitioner an opportunity to be heard and the matter is currently pending. ₹ 3,64,45,410/- was remitted on 27/08/2024 as directed by the Honourable High Court of Kerala granting stay vide order dated 09/08/2024.

3. Thomas Muthoot

Sr. No.	Assessment Year	Amount Involved (₹)	Nature of Demand	Status
1.	2005-06	18,18,200	Penalty under Section 271 C of the Income Tax Act.	Penalty was dismissed by ITAT Kochi vide order dated August 24, 2014. The department had appealed before the Honorable High Court of Kerala and the same was allowed. In this regard, Special Leave Petition has been filed in Supreme Court of India and the same has been admitted.
2.	2005-06	1,06,17,873	Order under Section 143(3) of the Income Tax Act and disallowance under Section 40(a)(ia) of the Income Tax Act.	Appeal was dismissed by ITAT /Kochi and Honorable High Court of Kerala by orders dated August 28, 2014 and July 03, 2015 respectively. In this regard, Special Leave Petition has been filed in the Supreme Court of India and the same has been admitted.
3.	2006-07	15,69,664	Penalty under Section 271 C of the Income Tax Act.	The Honorable High Court by order dated July 03, 2015 allowed the appeal filed by the Revenue against the order of the ITAT Kochi. In this regard Special Leave Petition has been filed by the assessee in the Supreme Court of India and the same has been admitted.
4.	2006-07	83,09,102	Order under Section 143(3) of the Income Tax Act.	Appeal was dismissed by ITAT /Kochi and Hon. High Court of Kerala by orders dated August 28, 2014 and July 03, 2015 respectively. In this regard, Special Leave Petition has been filed in the Supreme Court of India and the same has been admitted.
5.	2007-08	30,60,400	Penalty under Section 271 C of the Income Tax Act.	Penalty was dismissed by ITAT Kochi by order dated September 09, 2014. The department had gone on appeal before the Honorable High Court of Kerala and the same was allowed. In this regard, Special Leave Petition has been filed in the Supreme Court of India and the same has been admitted.
6.	2007-08	1,29,78,162	Order under Section 143(3) of the Income Tax Act.	Appeal was dismissed by ITAT /Kochi and Honorable High Court of Kerala by orders August 28, 2014 and July 03, 2015 respectively. In this regard, Special Leave Petition has been filed in the Supreme Court of India and the same has been admitted.
7.	2008-09	9,29,923	Order under Section 271(1) C of the Income Tax Act.	Appeal was dismissed by the CIT (A) / Kochi. The ITAT, Kochi has vide order dated 08/12/2022 allowed the appeal and deleted the penalty and the Assessing Officer vide order dated 28/06/2023 has given effect to the Order of the ITAT and deleted the demand.
8.	2011-12	92,99,010	Order under Section 143(3) of the Income Tax Act.	The Appeal was dismissed by Order of the CIT(Appeals)-3/Kochi dated November 20, 2023. Appeal has been filed before the ITAT, Kochi.
9.	2012-13	2,49,66,580	Order u/s 143(3) - Disallowance u/s.14 A of the Income Tax Act, 1961.	The Appeal was dismissed by Order of the CIT(Appeals)-3/Kochi November 20, 2023. Appeal has been filed before the ITAT, Kochi.

Sr. No.	Assessment Year	Amount Involved (₹)	Nature of Demand	Status
10.	2013-14	1,65,83,600	Order u/s 143(3) - Disallowance u/s.14 A of Income Tax Act, 1961.	The Appeal was dismissed by Order of the CIT(Appeals)-3/Kochi November 20, 2023. Appeal has been filed before the ITAT, Kochi. ₹ 93,520/- was remitted on 27/08/2024 as directed by the Honourable High Court of Kerala granting stay vide order dated 09/08/2024.
11.	2014-15	3,11,48,770	Order u/s 143(3) rws 153A of the Income Tax Act (Block Assessment)	Appeal filed was dismissed by Order of the CIT(Appeals)-3/Kochi dated October 31, 2023. Appeal has been filed before the ITAT, Kochi.
12.	2015-16	3,14,11,810	Order u/s 143(3) rws 153A of the Income Tax Act (Block Assessment)	Appeal filed was dismissed by Order of the CIT(Appeals)-3/Kochi dated October 31, 2023. Appeal has been filed before the ITAT, Kochi.
13.	2016-17	3,76,50,585	Order u/s 143(3) rws 153A of the Income Tax Act (Block Assessment)	Appeal filed was dismissed by Order of the CIT(Appeals)-3/Kochi dated October 31, 2023. Appeal has been filed before the ITAT, Kochi. ₹ 30,00,020/- was remitted on 27/08/2024 as directed by the Honourable High Court of Kerala granting stay vide order dated 09/08/2024.
14.	2017-18	54,84,474	Order u/s 143(3) rws 153A of the Income Tax Act (Block Assessment)	Appeal filed was dismissed by Order of the CIT(Appeals)-3/Kochi dated October 31, 2023. Appeal has been filed before the ITAT, Kochi. ₹ 4,38,750/- was remitted on 27/08/2024 as directed by the Honourable High Court of Kerala granting stay vide order dated 09/08/2024.
15.	2020-21	7,96,04,592	Order under Section 143 (3) rw Order under Section 154 of the Income Tax Act.	The Appeal was dismissed by Order of the CIT(Appeals)-3/Kochi dtd 31.10.2023. Giving effect to the Order of the CIT, Appeals-3, Kochi, the ACIT, Central Circle, Trivandrum vide order dated December 21, 2023 received on January 2, 2024 determined the tax payable. A writ petition bearing case no. WP(C) No. 10497 of 2024 was filed before the High Court of Kerala. The court vide order dated 14 March 2024 held that its findings in case no. WP(C) No. 10359 of 2024 order dated March 14, 2024 would apply to this case and accordingly, directed the Appellate Authority to pass fresh orders after affording to the petitioner an opportunity to be heard and the matter is currently pending. ₹ 1,59,20,920/- was remitted on 27/08/2024 as directed by the Honourable High Court of Kerala granting stay vide order dated 09/08/2024.

### III. Litigations involving Subsidiaries

Except as disclosed under “*Litigations involving Group Companies – Criminal proceedings involving the Group Companies – Muthoot Microfin Limited*” and “*Litigations involving Group Companies – Regulatory proceedings involving the Group Companies – Muthoot Microfin Limited*”, there are no litigations involving the subsidiaries.

### IV. Litigations involving Group Companies

Except as disclosed below, there are no civil, criminal, regulatory or tax proceedings involving our Group Companies.

#### A. Civil proceedings involving the Group Companies

##### **MPG Hotels & Infrastructure Ventures Private Limited (“MPG Hotels”)**

1. The Company issued a purchase order to R K Sales, a proprietary concern for the supply of doors, wardrobe, etc. for its 5 star hotel at Trivandrum. The said party supplied defective goods which it agreed to replace as per communications with MPG Hotels. However, the replaced goods were also defective and hence MPG Hotels procured the goods from other suppliers. Since the party supplied inferior quality goods, MPG Hotels did not pay for the said goods. The party filed a claim petition before UP State Micro & Small Enterprises Facilitation Council and preliminary objection was filed by MPG Hotels. However, pending conciliation, the Council passed an order directing to pay an amount of ₹ 92,69,453 and an interest of ₹ 97,89,300.41, aggregating to a total of ₹ 1,90,58,753.41. Aggrieved by the said award, MPG Hotels has filed the Writ Petition. The order of the council is stayed by the Allahabad, High Court. The matter is pending for hearing and disposal.
2. MPG Hotels built a software complex Muthoot Technopolis within the Cochin Special Economic Zone Authority (“CSEZA”), wherein software companies are the occupants. CSEZA is the distribution licensee for electricity supply. MPG Hotels was to provide electricity supply connections to sub-lessee/purchasers in Muthoot Technopolis and to collect charges. At all times the MPG Hotels performed as per the conditions laid down by CSEZA. This licensee CSEZA has no case that, MPG Hotels violated any of the conditions stipulated therein. As required by the licensee and as insisted, MPG Hotels shared electricity from High Tension (“HT”) electric connection with the subleases/purchasers of Muthoot Technopolis. The licensee never asked MPG Hotels to collect electricity duty @ 10% of energy charges from the subleases / purchasers and never required MPG Hotels to remit it to the licensee or to the state government. The licensee collected electricity duty at HT rates for the entire consumption of electricity metered at the point of supply. As a consumer of HT electricity under CSEZA distribution licensee, MPG Hotels did everything as required by the licensee only. Thereby, MPG Hotels is not at all liable to pay electricity duty applicable to Low Tension (“LT”) electricity supply which was never used by MPG Hotels and which was used by others as required by the licensee. A demand notice for ₹ 91,09,820.00 towards electricity duty arrears for the period from April, 2011 to March, 2016 dated March 2, 2017 has been issued to MPG Hotels. A writ petition has been filed by MPG Hotels praying to quash the demand notice and notice of disconnection. The court has stayed the operation of the notice of disconnection. Matter is currently pending.

## **B. Tax Litigation**

### **MPG Security Group Pvt Ltd (“MPGSG”)**

1. MPGSG has availed various services from OM Security and Services, Ideas Innovation Squared Technologies Pvt Limited and Softcall Cust-O-Care Pvt. Ltd in their regular course of business. Further, MPGSG has availed GST input credit against such services availed and charges paid to such service providers. It appears that these service providers have filed their GST returns after their respective due dates and therefore, the department has taken a stand that MPGSG is ineligible for the credit claimed. The State Tax Officer, Central Tax, Thane, Maharashtra (“**State Tax Officer**”) issued a show-cause notice to MPGSG dated March 11, 2022, for an amount of ₹ 13,16,326. The matter has been closed *vide* order dated November 11, 2022.
2. The Superintendent of CGST & Central Excise, Range IV, Purasawalkam Division, Chennai North Commissionerate, Tamilnadu has passed an order dated April 16, 2024 demanding tax and penalty aggregating to ₹ 2,26,756/- and interest thereon alleging non-reversal of Input Tax Credit against credit notes issued by suppliers. The Company has decided to contest the matter and has filed an appeal against the order on July 11, 2024.

### **Muthoot Exim Pvt. Ltd. (“MEPL”)**

1. MEPL was the consignment agent of M/s. Rajesh Exports Ltd. (“**REL**”). MEPL sold the gold ornaments supplied by REL on commission basis. MEPL had not paid the Service Tax on commission earlier but remitted along with interest before the issuance of the show cause notice. But department imposed 100% penalty of ₹ 82,04,594 under section 78 with an additional penalty of ₹ 10,000 under section 77 of the Finance Act, 1994 even after remitting the Service Tax with interest. The provisions of Section 78 provide that where penalty demanded has been paid within 30 days from the date of receipt of the Order, 25% of the demanded amount may be paid along with interest to conclude the demand. MEPL has remitted 25% of the demanded amount of ₹ 20,51,150 and ₹ 10,000 within the said 30 days and filed an appeal before CESTAT against the order. The matter is pending.



2. MEPL received a notice (33871122485/2020/A3 dated 14/02/2020) from the commercial tax department, Tamil Nadu towards the CST assessment FY 2015-16 and 2016-17 with a demand amount of ₹ 22,34,708. Department asked us to produce the books of accounts along with F Form. We have submitted all the documents and cleared all the queries except F Form as it must be issued from the Maharashtra commercial tax department. We have forwarded a request to the MVAT department to get the F Form. But they have not yet given the timeline to issue the F Form as they will consider the request based on the FIFO method. We have intimated the same to the Tamil Nadu commercial tax department, but the assessing officer denied giving extension and also, they have withheld the demand amount of ₹22,34,708 in Current Account.
3. We have filed a writ petition on 25/02/2020 before hon'ble high court of Madras by paying 25% of the demand amount (₹5,58,800) to the Tamil Nadu VAT department and successfully released the lien amount from the bank. Considering the delay in receiving the Form F from Maharashtra, our consultant advised to pay the balance liability amount of ₹ 18,40,567/- and we can apply for refund once we get the required forms. Thereby we have fulfilled the liability and now awaiting the Form F from Maharashtra to proceed further.
4. MEPL received a demand order (MUM-VAT-E-822/27450710371C/CST/CST/2020-21/2521131 dated 30/06/2020) from the commercial tax department of Maharashtra towards the CST assessment FY 2015-16 with a demand amount of ₹ 29,50,565. Department asked us to produce the books of accounts along with F form and C form. We have submitted all the documents and cleared all the queries except F form and C form as it must be issued from the Commercial tax department of various states. We have co-ordinated with our consultants to get the required forms from respective states. But they have not yet given the timeline to issue the F form and C forms considering the pandemic situation (Lockdown). We have intimated the same with the Maharashtra commercial tax department, but the assessing officer denied giving extension and they have withheld the demand amount of ₹29,50,565 in Current Account.

We have filed an appeal to Maharashtra VAT department on April 17, 2021 for getting extension towards the submission of required documents and also to release the withheld amount. Now awaiting revert from the MVAT department to know the status of our appeal application and way forward.

MEPL Bank Account (SBI) has been frozen by Delhi Commercial Tax Department on October 31, 2022 by considering Delhi VAT assessment FY 2016-17 & 2017-18 which we have filed an appeal on November 10, 2022 by highlighting the Tax Computation error against the demand of ₹ 28,84,654 and we have successfully released the bank attachment. The appeal is pending.

#### **Muthoot Automotive (India) Private Limited ("MAIPL")**

1. Kerala VAT has taken the position that MAIPL's turnover is not liable for VAT and service tax was added back to VAT liability. The matter is pending before the Appellate Tribunal.
2. Sales made by MAIPL to various canteen stores ordinarily taxable at a rate of 7.25%, have been assessed by the Kerala VAT at 14.5%. The matter is pending before the Appellate Tribunal.
3. Office of the Deputy Commissioner, Central Tax and Central Excise has passed an order against the excess availment of input tax credit for FY 2019-2020. Instead of reducing from the Input tax, MAIPL paid tax for the same and the tax effect is NIL. The Appeal is pending to be filed against the Order of Dy. Commissioner.

#### **Muthoot Hotels Private Limited**

1. KGST demands relating to the A.Y 2007-08 and 2008-09 & 2013-14 aggregating to ₹34,05,551/- are pending final disposal by the assessing authorities as per directions of the appellate authority. The company is hopeful of getting the demand cancelled by producing the requisite documentary evidences and the amount remitted under protest against the above is amounting to ₹11,77,240/-.
2. Luxury tax demand relating to A.Y.2005-06, 2007-08, 2012-13 & 2013-14 amounting to ₹29,96,071 which are disputed by the company on appeal before Kerala Sales Tax Appellate Tribunal. Since the company is confident of succeeding on the appeal, this is not provided for. Amount of ₹3,23,981/- remitted under protest against the above demand is carried forward under long term loans and advances.

3. VAT demands relating to the A.Y.2014-15 & 2015-16 aggregating to ₹77,47,095/- are pending final disposal by the assessing authorities. The company is hopeful of getting the demand cancelled by producing the requisite documentary evidences and the amount remitted under protest against the above is amounting to ₹15,49,419/-.

#### **MPG Hotels & Infrastructure Ventures Private Limited (“MPG Hotels”)**

1. Demand of Rs.39,64,662/- raised by the Commissioner of Central Excise and Customs, Thiruvananthapuram, towards Service-tax and also for the penalty of Rs.29,41,928/- imposed u/S.78 of the Finance Act for the default on remittance of Service-tax which is disputed on appeal before the higher authorities. The appeal filed by the company before the Customs, Excise and Service Tax Appellate Tribunal against the said order is pending disposal and management hopes to succeed on the appeal.
2. The Thahasildar of Kanayannur Taluk has raised a demand of Rs.56,07,000 towards building tax in respect of the Technopolis building at Kakkanad and the company has obtained stay from the Hon High Court of Kerala against enforcement of the demand. An amount of Rs.28,03,500 has been remitted by the Company based on the interim order of the High Court.

#### **Muthoot Motors (Cochin)**

1. Office of the Deputy Commissioner, Central Tax and Central Excise has passed an order against the excess availment of input tax credit for FY 2019-2020. The adjustment of amount excessively paid in FY 2018-19 with input GST in FY 2019-20 was wrongly disallowed. The adjustment of excess CGST and SGST paid during FY 2018-19 against output GST during FY 2019-20 was wrongly disallowed. The Appeal is pending to be filed against the Order of Dy. Commissioner.

#### **Regulatory proceedings involving Group Companies**

##### **Muthoot Risk Insurance & Broking Services Pvt Ltd (“MRIBS”)**

1. IRDAI has conducted an on-site inspection in MRIBS during the period from 18<sup>th</sup> -22<sup>nd</sup> Nov 2019. Pursuant to the same, Show Cause Notice was issued to the MRIBS to which the company has furnished its response. IRDAI issued its final order on April 7, 2021, levying a penalty of ₹ 100 lakhs on MRIBS alleging that MRIBS has canvassed Insurance Business through engaging unlicensed entities.

Aggrieved by the order, MRIBS has preferred an appeal to Securities Appellate Tribunal (SAT) under Section 110 of the Insurance Act, 1938. MRIBS has clarified in its Appeal that it has appointed the requisite number of Broker Qualified Personnel as required under the IRDAI Regulations and that the allegation w.r.t engagement of unlicensed entities for canvassing insurance business are baseless and uncalled for. The penalty has been duly remitted by MRIBS and the appeal before the SAT stands dismissed.

#### **Criminal proceedings involving the Group Companies**

##### **Muthoot Microfin Limited (“MML”)**

1. Muthoot Microfin Limited has, in the ordinary course of its business, filed 10 complaints against various persons under Sections 190, 200 and 357 of the CrPC read with Sections 138 and 142 of the NI Act in relation to dishonour of cheques and recovery of dues. These matters are currently pending at different stages of adjudication before the Judicial First Class Magistrate, Ernakulam. The aggregate amount involved in these matters is ₹0.25 million.
2. Muthoot Microfin Limited has filed 31 complaints against 31 individuals under Sections 190, 200 and 357 of the CrPC read with Section 25 of the PSSA in relation to recovery of dues. The dues were pertaining to default in the repayment of loans availed. The Complaints are currently pending at different stages of adjudication before the Chief Judicial Magistrate’s Court, Ernakulam. The aggregate amount involved in these matters is ₹0.71 million.
3. Muthoot Microfin Limited has filed 14 complaints against former employees of the Company and 60 complaints against third parties under Sections 190 and 200 of the CrPC read with Sections 138 and 142 of the NI Act. These matters are currently pending at different stages of adjudication before the Judicial First Class Magistrate, Ernakulam. The aggregate amount involved in these matters is ₹10.34million.

4. Muthoot Microfin Limited, in the ordinary course of its business, has filed 231 FIRs, 156 complaints and 20 criminal petitions against its employees and third parties under several Sections of the IPC, before various police authorities and forums alleging offences inter alia relating to robbery, misappropriation of funds, criminal intimidation, assault, forgery and theft committed by certain individuals. The total amount collectively involved in all the complaints, criminal petitions and FIRs is ₹136.2 million.
5. A FIR dated November 17, 2022 was filed by Greeshma (“Complainant”) under Sections 323, 341, 354, 451 read with Section 34 of the IPC against the employees of Muthoot Microfin Limited, namely, Sujesh M S, branch manager, Rohit M G, collection executive and Akshay M.A, assistant branch manager (collectively, the “Respondents”), for assaulting and outraging the modesty of the Complainant. Subsequently, the Respondents filed for an anticipatory bail application bearing number 9398 dated November 18, 2022 before the High Court of Kerala (the “High Court”). The High Court pursuant to its order dated December 5, 2022 granted an anticipatory bail to the Respondents. The matter is currently pending investigation.
6. A criminal revision petition has been filed by Chandan A.C. under Section 397 of CrPC against Muthoot Microfin Limited challenging the criminal complaint filed by Company under Section 406, 420, 426 alleging criminal breach of trust, cheating and dishonestly inducing delivery of property and mischief. The matter is currently pending before the Principal and District Sessions Judge, Hassan.

#### ***Actions taken by Regulatory and Statutory Authorities***

1. The Directorate of Enforcement, Kochi Zonal Office, Ministry of Finance, Government of India (“ED”) has issued a summon dated December 7, 2022, bearing number FEMA/SUMMON/KCZO/2022/365, to our Managing Director, under Sections 37(1) and 37(3) of the Foreign Exchange Management Act, 1999 (“FEMA”) read with Section 131(1) 363 of the IT Act and Section 30 of the Code of Civil Procedure, 1908, each as amended, directing him to make a personal appearance at the office of the ED to provide evidence and to produce books of accounts and other documents, inter alia, details of bank accounts maintained by him, his family members and our Company, details of movable and immovable properties purchased/ sold in their names, copies of income tax returns filed by our Managing Director from financial year 2016-17 onwards, details of companies, firms, concerns, where our Managing Director is a director, partner or a proprietor, source of funds together with supporting documents in relation to cash deposited amounting to ₹ 44,172,643 during the demonetization period and copy of financial statements including balance sheet & profit and loss of our Company from financial year 2016-17 onwards. Subsequently, similar summons dated January 4, 2023 and January 10, 2023 bearing number FEMA/SUMMON/KCZO/2022/377 and FEMA/SUMMON/KCZO/2023/399, respectively, were issued to our Managing Director (collectively referred to “Summons”). Our Company representatives appeared before the ED and submitted the required information and documents as required by ED pursuant to its Summons. Subsequent to the aforesaid personal hearings, neither our Managing Director nor our Company have received any further communication from the ED in this regard.

Please also refer to, “*Risk Factors – Risk Factor # 31 - We and some of our Subsidiaries, Directors and Promoters are involved in various legal and other proceedings that if determined against us could have a material adverse effect on our business, financial condition and results of operations.*” on page 31 of the Shelf Prospectus.

#### **V. Litigations by and against our Promoters**

Except as disclosed below, there are no other outstanding important legal proceedings involving our Promoters.

##### *(a) Criminal Proceedings*

Since our Promoters, Mr. Thomas Muthoot, Mr. Thomas John Muthoot and Mr. Thomas George Muthoot are also directors of our Company, please see “*Criminal proceedings involving any Director of the Company*” on page 81.

##### *(b) Civil proceedings*

Since our Promoters, Mr. Thomas Muthoot, Mr. Thomas John Muthoot and Mr. Thomas George Muthoot are also directors of our Company, please see “*Civil proceedings involving any Director of the Company*” on page 81.

##### *(c) Tax proceedings*

Since our Promoters, Mr. Thomas Muthoot, Mr. Thomas John Muthoot and Mr. Thomas George Muthoot are also directors of our Company, please see “Tax proceedings involving any Director of the Company” on page 81.

**VI. Details of inquiries, inspections or investigations initiated or conducted under the Securities laws, Companies Act, 1956 or the Companies Act, 2013 against our Company and its Subsidiaries in the last three years along with Section wise details of prosecutions filed (whether pending or not), fines imposed or compounding of offences against our Company and its Subsidiaries in the last three years.**

NIL

**VII. Details of litigation or legal action pending or taken by any ministry or government department or statutory authority against our Promoter during the last three years and any direction issued by any such ministry or department or statutory authority upon conclusion of such litigation or legal action, as on date of this Tranche II Prospectus.**

NIL

**VIII. Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of statutory dues; debentures and interests thereon; deposits and interest thereon; and loan from any bank or financial institution and interest thereon.**

NIL

**IX. Details of disciplinary action taken by SEBI or Stock Exchanges against the Promoters in the last three financial years, including outstanding action.**

NIL

**X. Summary of reservations or qualifications or adverse remarks or other observations by auditors in the audit report / CARO by the auditors in the last three financial years i.e. Fiscal 2022 to Fiscal 2024 and limited review report on the Unaudited Standalone Financial Results; and their impact on the financial statements and financial position of the company and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remarks.**

Fiscal Year	Basis of Financial Statements	Summary of Qualifications or reservations or emphasis of matter or adverse remarks or other observations by auditors in the audit report / CARO	Impact on the financial statements and financial position of the Company	Corrective steps taken and proposed to be taken by the Company
For the quarter ended June 30, 2024	Standalone	Nil	Nil	Nil
2023-24	Consolidated	<p><b>Other Matters (Independent Auditors Report)</b></p> <p>(a) We did not audit the financial statements / financial information of the subsidiaries, whose financial statements reflect total assets of Rs.13,89,207.80 lakhs as at 31st March, 2024, total revenues of Rs. 2,60,099.19 lakhs and net cash flows amounting to Rs.31,142.77 lakhs for the year ended on that date, as considered in the consolidated Ind AS financial statements.</p> <p>(b) This financial statements / financial information has been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial</p>	N.A.	N.A.

Fiscal Year	Basis of Financial Statements	Summary of Qualifications or reservations or emphasis of matter or adverse remarks or other observations by auditors in the audit report / CARO	Impact on the financial statements and financial position of the Company	Corrective steps taken and proposed to be taken by the Company
		<p>statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of subsections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.</p> <p>(c) Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information.</p> <p><b>Other Matters (Annexure I to Independent Auditors Report)</b> Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to the subsidiary companies are based solely on the corresponding reports of the auditors of such company. Our opinion is not modified in respect of the above matter.</p>		
	Standalone	Nil	Nil	Nil
2022-23	Consolidated	<p><b>Other Matters (Independent Auditors Report)</b></p> <p>(i) We did not audit the financial statements / financial information of the subsidiaries, whose financial statements reflect total assets of Rs.10,15,110.04 lakhs as at 31st March, 2023, total revenues of ₹ 1,68,773.18 lakhs and net cash flows amounting to Rs.3,667.35 lakhs for the year ended on that date, as considered in the consolidated Ind AS financial statements.</p> <p>(ii) This financial statements / financial information has been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of subsections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.</p> <p>(iii) Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of</p>	N.A.	N.A.

Fiscal Year	Basis of Financial Statements	Summary of Qualifications or reservations or emphasis of matter or adverse remarks or other observations by auditors in the audit report / CARO	Impact on the financial statements and financial position of the Company	Corrective steps taken and proposed to be taken by the Company
		<p>the other auditors and the financial statements / financial information.</p> <p><b>Other Matters (Annexure A to the Independent Auditors Report)</b></p> <p>(i) Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to the subsidiary companies are based solely on the corresponding reports of the auditors of such company</p> <p>(ii) Our opinion is not modified in respect of the above matter.</p>		
	Standalone	Nil	Nil	Nil
2021-22	Consolidated	<p><b>Other Matters (Independent Auditors Report)</b></p> <p>We did not audit the financial statements/ financial information of the subsidiaries, whose financial statements reflect total assets of Rs.7,03,698.65 lakhs as at March 31, 2022, total revenues of Rs.105,236.15 lakhs and net cash flows amounting to ₹ 21,190.62 lakhs for the year ended on that date, as considered in the consolidated Ind AS financial statements. These financial statements/ financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Consolidated Ind AS Financial Statements, in so far as it relates to the amount and disclosures included in respect of this subsidiaries, and our report in terms of sub section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.</p> <p>Our opinion is not modified in respect of the above.</p> <p><b>Other Matters (Annexure A to Independent Auditors Report)</b></p> <p>Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to the subsidiary companies are based solely on the corresponding reports of the auditors of such company.</p> <p>Our opinion is not modified in respect of the above matter.</p>	N.A.	N.A.
	Standalone	Nil	Nil	Nil

**XI. Details of acts of material frauds committed against the Company in the current financial year and last three financial years, if any, and if so, the action taken by the Company in response.**

Sl. No	Year	Gross Amount (₹ in Lakh)	Modus Operandi	Recovery (₹ in Lakh)	Provisions (₹ in Lakh)	Action Taken by the Company
1.	2024-25 (up to September 23, 2024)	285.19	Fraud committed with connivance of staff and stolen gold pledged by customer	9.93	275.26	Complaint/FIR lodged against staff and customer and staff dismissed from service
2.	2023-24	428.55	Loans granted against stolen gold, spurious gold pledged and fraud committed with connivance of staff	29.51	399.04	Complaint/FIR lodged against staff and customer and staff dismissed from service
3.	2022-23	664.83	Loans granted against theft gold, spurious gold and misappropriation of cash committed by personnel of the Company	66.24	598.59	<ol style="list-style-type: none"> <li>1. For misappropriation by staff – Complaint / FIR lodged against the employee and staff dismissed from service</li> <li>2. For Spurious Gold pledged – FIR lodged against customers and UCIC marked freeze</li> <li>3. Stolen gold – The Company verifies if there is any deficiency in KYC submitted and the SOP stipulated by the Company and based on the findings action is initiated. In all cases the KYC was in order and process complied.</li> </ol>
4.	2021-22	614.08	Loans granted against theft gold, spurious gold and misappropriation of cash committed by personnel of the Company	61.94	552.14	<ol style="list-style-type: none"> <li>1. For misappropriation by staff – Complaint / FIR lodged against the employee and staff dismissed from service</li> <li>2. Spurious Gold pledged – FIR lodged against customers</li> <li>3. Stolen gold – The Company verifies if there is any deficiency in KYC submitted and the SOP stipulated by the Company and based on the findings action is initiated</li> <li>4. Burglary – The Company has security and vigilance systems with continuous monitoring mechanisms to prevent and / or to respond to such attempts</li> </ol>
		364.21	Burglary in the Asansol Murgasol branch of the Company	364.21	-	

**XII. A summary of the outstanding proceedings involving our company, subsidiaries, directors, promoter and group companies in accordance with requirements under the Sebi NCS Regulations, as disclosed in this Tranche II Prospectus, to the extent quantifiable, have been set out below:**

Name	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges	Material Civil Litigations	Aggregate amount involved (₹ in lakh)
<b>Company</b>						
By the Company*	1123**	Nil	Nil	Nil	1	484.03
Against the Company	1	9	Nil	Nil	4*	31192.72
<b>Directors</b>						
By the Directors	Nil	Nil	Nil	Nil	1	Nil
Against the Directors	4	48	Nil	Nil	1	12,504.83
<b>Promoters</b>						
By the Promoters	Nil	Nil	Nil	Nil	1	Nil
Against the Promoters	4	48	Nil	Nil	1	12,504.83
<b>Subsidiaries</b>						
By the Subsidiaries	523***	Nil	Nil	Nil	Nil	1413.2
Against the Subsidiaries	Nil	Nil	1	Nil	Nil	441.73

\*The aggregate amount does not include writ petition, W.P. (C) No. 22768/2020 dated October 22, 2020 filed by the Company before the Hon'ble High Court of Kerala against Union of India & others, as there are no monetary amounts involved in the case.

\*\*This number is inclusive of the cases filed by the company under Section 138 of the Negotiable Instruments Act, 1881, Sections 342, 365, 387, 397, 392, 384, 420 of IPC and Section 156(3) of the Code of Criminal Procedure, 1973.

\*\*\*This number is inclusive of the complaints filed under Sections 190, 200 and 357 of the CrPC read with Sections 138 and 142 of the NI Act, Sections 190 and 200 of the CrPC read with Sections 138 and 142 of the NI Act and FIRs and complaints filed in the ordinary course of business.



## OTHER REGULATORY AND STATUTORY DISCLOSURES

### Issuer's Absolute Responsibility

*"The issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Tranche II Prospectus read together with the Shelf Prospectus contains all information with regard to the issuer and this Tranche II Issue which is material in the context of the issue, that the information contained in the Tranche II Prospectus read together with the Shelf Prospectus 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."*

### Authority for the Issue

At the meeting of the Board of Directors of our Company, held on May 20, 2024, the Directors approved the issue of NCDs to the public, upto an amount not exceeding ₹ 2,00,000 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.

The Stock Allotment Committee have, by way of a resolution dated August 8, 2024 approved the Draft Shelf Prospectus. Further, the Stock Allotment Committee has approved the Shelf Prospectus by way of its resolution dated August 23, 2024 and the Tranche II Prospectus *vide* its resolution dated September 25, 2024.

### 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.

None of the promoters or directors of the issuer is a promoter or director of another company which is debarred from accessing the securities market or dealing in securities by SEBI.

### 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 II 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 Tranche II Prospectus.

Further, it is confirmed that:

- i. Our Company is in compliance with applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and any other guidelines so specified by SEBI;

- ii. Our Company has a net worth of at least rupees five hundred crore, as per the audited balance sheet of the preceding financial year i.e. Fiscal 2024;
- iii. Our Company has a consistent track record of operating profits for the last three financial years i.e. Fiscal 2024, Fiscal 2023 and Fiscal 2022;
- iv. securities to be issued have been assigned a rating of **not less than “AA-”** category or equivalent by a credit rating agency registered with SEBI;
- v. No regulatory action is pending against the issuer or its promoters or directors before SEBI or RBI.
- vi. Our Company is not in default for:
  - a. the repayment of deposits or interest payable thereon; or
  - b. redemption of preference shares; or
  - c. redemption of debt securities and interest payable thereon; or
  - d. payment of dividend to any shareholder; or
  - e. repayment of any term loan or interest payable thereon,in the last three financial years and the current financial year.

**VARDHMAN TRUSTEESHIP PRIVATE LIMITED HAS FURNISHED TO STOCK EXCHANGE A DUE DILIGENCE CERTIFICATE DATED AUGUST 8, 2024, AS PER THE FORMAT SPECIFIED IN SEBI DEBENTURE TRUSTEE MASTER CIRCULAR AND SCHEDULE IV OF THE SEBI NCS REGULATIONS WHICH READS AS FOLLOWS:**

1. We have examined documents pertaining to the said issue and other such relevant documents, reports and certifications.
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, reports and certifications:

We confirm that:

- a. The Issuer has made adequate provisions for and/or has taken steps to provide for adequate security for the debt securities to be issued and listed
- b. The Issuer has obtained the permissions / consents necessary for creating security on the said property(ies).
- c. The Issuer has made all the relevant disclosures about the security and also its continued obligations towards the holders of debt securities.
- d. Issuer has adequately disclosed all Consents/ Permissions required for creation of further charge on assets in Offer Document or ~~Placement Memorandum/ Information Memorandum~~ and all disclosures made in the Offer Document or ~~Placement Memorandum/ Information Memorandum~~ with respect to creation of Security are in confirmation with the Clauses of Debenture Trustee Agreement.
- e. Issuer has disclosed all covenants proposed to be included in debenture trust deed (including any side letter, accelerated payment clause etc.), offer document.
- f. Issuer has given an undertaking that charge shall be created in favour of debenture trustee as per terms of issue before filing of listing application.

We have satisfied ourselves about the ability of the Issuer to service the debt securities.

Our Company has submitted the due diligence certificate from Debenture Trustee to the Stock Exchange as per format specified in Annexure II - A of the SEBI Debenture Trustee Master Circular and Schedule IV of the SEBI NCS Regulations.

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

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

The Debenture Trustee has agreed for one time acceptance fees of ₹ 5,00,000 plus applicable taxes, payable one time on acceptance of Offer Letter and an annuity fee of ₹ 5,00,000 plus applicable taxes payable annually in advance from the date of execution till the redemption and satisfaction of charges in full, as disclosed in their offer letter bearing reference number CL/MUM/24-25/DEB/23 dated May 17, 2024.

### **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 and Tranche II 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 Trustees) Regulations, 1993, 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.

#### **Disclaimer Statement from the Issuer and Lead Manager**

**THE ISSUER AND THE LEAD MANAGER ACCEPT NO RESPONSIBILITY FOR STATEMENTS MADE OTHERWISE THAN IN THE ISSUE DOCUMENT OR IN THE ADVERTISEMENT OR ANY OTHER MATERIAL ISSUED BY OR AT THE INSTANCE OF THE ISSUER AND THAT ANYONE PLACING RELIANCE ON ANY OTHER SOURCE OF INFORMATION WOULD BE DOING SO AT THEIR OWN RISK.**

#### **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 NUVAMA WEALTH MANAGEMENT LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 25, 2024, WHICH READS AS FOLLOWS:**

**WITH RESPECT TO THE CAPTIONED ISSUE, WE, THE LEAD MANAGER TO THE ISSUE CONFIRM THAT:**

- 1. NEITHER THE ISSUER NOR ITS PROMOTERS OR DIRECTORS HAVE BEEN PROHIBITED FROM ACCESSING THE CAPITAL MARKET UNDER ANY ORDER OR DIRECTION PASSED BY THE BOARD. WE ALSO CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.**
- 2. ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN THE PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE TRANCHE II ISSUE**

**OR RELATING TO THE TRANCHE II ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE NCDS OFFERED THROUGH THIS TRANCHE II ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE TRANCHE II ISSUE WILL BE GIVEN.**

- 3. THE PROSPECTUS CONTAINS ALL DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, AS AMENDED.**
- 4. ALL RELEVANT PROVISIONS OF THE COMPANIES ACT, 2013, AS AMENDED AND TO THE EXTENT NOTIFIED, SECURITIES CONTRACTS (REGULATION) ACT, 1956, SECURITIES AND EXCHANGE BOARD OF INDIA ACT, 1992 AND THE RULES, REGULATIONS, GUIDELINES, CIRCULARS ISSUED THEREUNDER, EACH AS AMENDED, ARE COMPLIED WITH.**

**WE CONFIRM THAT WE HAVE NOT RECEIVED ANY COMMENTS ON THE DRAFT SHELF PROSPECTUS DATED AUGUST 8, 2024, FILED ON THE WEBSITE OF BSE LIMITED. BSE LIMITED SHALL BE THE DESIGNATED STOCK EXCHANGE FOR THE ISSUE.**

**Disclaimer Clause of BSE**

**BSE LIMITED (“THE EXCHANGE”) HAS GIVEN, VIDE ITS APPROVAL LETTER DATED AUGUST 21, 2024 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 (Industry Report)**

**CRISIL MARKET INTELLIGENCE AND ANALYTICS (MI&A), A DIVISION OF CRISIL LIMITED (“CRISIL”) HAS TAKEN DUE CARE AND CAUTION IN PREPARING THIS REPORT (“REPORT”) BASED**

ON THE INFORMATION OBTAINED BY CRISIL FROM SOURCES WHICH IT CONSIDERS RELIABLE (“DATA”). THIS REPORT IS NOT A RECOMMENDATION TO INVEST / DISINVEST IN ANY ENTITY COVERED IN THE REPORT AND NO PART OF THIS REPORT SHOULD BE CONSTRUED AS AN EXPERT ADVICE OR INVESTMENT ADVICE OR ANY FORM OF INVESTMENT BANKING WITHIN THE MEANING OF ANY LAW OR REGULATION. WITHOUT LIMITING THE GENERALITY OF THE FOREGOING, NOTHING IN THE REPORT IS TO BE CONSTRUED AS CRISIL PROVIDING OR INTENDING TO PROVIDE ANY SERVICES IN JURISDICTIONS WHERE CRISIL DOES NOT HAVE THE NECESSARY PERMISSION AND/OR REGISTRATION TO CARRY OUT ITS BUSINESS ACTIVITIES IN THIS REGARD. MUTHOOT FINCORP LIMITED WILL BE RESPONSIBLE FOR ENSURING COMPLIANCES AND CONSEQUENCES OF NON-COMPLIANCES FOR USE OF THE REPORT OR PART THEREOF OUTSIDE INDIA. CRISIL MI&A OPERATES INDEPENDENTLY OF AND DOES NOT HAVE ACCESS TO INFORMATION OBTAINED BY CRISIL RATINGS LIMITED WHICH MAY, IN THEIR REGULAR OPERATIONS, OBTAIN INFORMATION OF A CONFIDENTIAL NATURE. THE VIEWS EXPRESSED IN THIS REPORT ARE THAT OF CRISIL MI&A AND NOT OF CRISIL RATINGS LIMITED. NO PART OF THIS REPORT MAY BE PUBLISHED/REPRODUCED IN ANY FORM WITHOUT CRISIL’S PRIOR WRITTEN APPROVAL.

#### **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, CATEGORY III AND CATEGORY IV. THE SHELF PROSPECTUS AND THIS TRANCHE II 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 II PROSPECTUS COMES IS REQUIRED TO INFORM HIMSELF OR HERSELF ABOUT, AND TO OBSERVE, ANY SUCH RESTRICTIONS.

#### **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 NCDS 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 THE “*RISK FACTORS*” CHAPTER ON PAGE 19 OF THE SHELF PROSPECTUS AND ON PAGE 19 OF THIS TRANCHE II PROSPECTUS.

OUR COMPANY, HAVING MADE ALL REASONABLE INQUIRIES, ACCEPTS RESPONSIBILITY FOR, AND CONFIRMS THAT THIS TRANCHE II PROSPECTUS CONTAINS ALL INFORMATION WITH REGARD TO THE ISSUER AND THE ISSUE, THAT THE INFORMATION CONTAINED IN THIS TRANCHE II

**PROSPECTUS 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 TRANCHE II PROSPECTUS AS A WHOLE OR ANY OF SUCH INFORMATION OR THE EXPRESSION OF ANY SUCH OPINIONS OR INTENTIONS MISLEADING IN ANY MATERIAL RESPECT.**

**THE COMPANY HAS NO SIDE LETTER WITH ANY DEBT SECURITIES HOLDER EXCEPT THE ONE(S) DISCLOSED IN THIS TRANCHE II PROSPECTUS. ANY COVENANTS LATER ADDED SHALL BE DISCLOSED ON THE STOCK EXCHANGES WEBSITES.**

**OUR COMPANY DECLARES THAT NOTHING IN THIS TRANCHE II PROSPECTUS IS CONTRARY TO THE PROVISIONS OF COMPANIES ACT, 2013 (18 OF 2013), THE SECURITIES CONTRACTS (REGULATION) ACT, 1956 AND THE SECURITIES AND EXCHANGE BOARD OF INDIA ACT, 1992 AND THE RULES AND REGULATIONS MADE THEREUNDER.**

#### **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:

<b>Name of Lead Manager</b>	<b>Website</b>
Nuvama Wealth Management Limited	<a href="http://www.nuvama.com">www.nuvama.com</a>

#### **Listing**

The NCDs proposed to be offered through this Tranche II 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 the 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.

For the avoidance of doubt, it is hereby clarified that in the event of zero subscription to any one or more of the series, such NCDs with series 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 II Prospectus.

The Issuer shall pay interest at 15% (fifteen) per annum or such rate as prescribed under applicable laws, if Allotment is not made and refund orders/allotment letters are not dispatched and/or demat credits are not made to investors within 5 Working Days of the Issue Closing Date or date of refusal of the Stock Exchange(s), whichever is earlier. In case listing permission is not granted by the Stock Exchange(s) to the Issuer and if such money is not repaid within the day the Issuer becomes liable to repay it on such account, the Issuer and every officer in default shall, on and from expiry of such date, be liable to repay the money with interest at the rate of 15% as prescribed under Regulation 35(2) of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with Section 26 of the 2013 Act or such rate as prescribed under applicable laws, whichever is lower, provided that the beneficiary particulars relating to such Applicants as given by the Applicants is valid at the time of the upload of the demat credit.

#### **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; (j) CRISIL for the industry report titled Gold Loans released in July 2024 (k) Public Issue Account Bank and/or Sponsor Bank and Refund Bank, and; (l) Consortium Members; to act in their respective capacities, have been obtained from them and the same will be filed along with a copy of the Shelf Prospectus and Tranche II 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 the Shelf Prospectus and Tranche II Prospectus with the RoC. Our Company has received consents from the relevant lenders, debenture trustees and security trustees for ceding *pari passu*

charge in relation to the NCDs.

The Issuer has received the written consent dated September 25, 2024 from Joint Statutory Auditors of our Company, namely Krishnan Retna & Associates and Rangamani and Co., to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI NCS Regulations, in this Tranche II Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Joint Statutory Auditors, and in respect of the (a) Audited Standalone Financial Statement for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022 and Audited Consolidated Financial Statement for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022; (b) the Unaudited Standalone Financial Results of the Company for the quarter quarter and three months ended June 30, 2024 and (c) the statement of possible tax benefits dated September 25, 2024, which appear in this Tranche II Prospectus, and such consent has not been withdrawn as on the date of this Tranche II Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act, 1993.

Our Company has also received consents from the relevant lenders, debenture trustees and security trustees for ceding subservient charge in relation to the NCDs.

### **Expert Opinion**

The Issuer has received the written consent dated September 25, 2024 from Joint Statutory Auditors of our Company, namely Krishnan Retna & Associates and Rangamani and Co., to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI NCS Regulations, in this Tranche II Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Joint Statutory Auditors, and in respect of the (a) Audited Standalone Financial Statement for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022 and Audited Consolidated Financial Statement for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022; (b) the Unaudited Standalone Financial Results of the Company for the quarter quarter and three months ended June 30, 2024 as included in the Shelf Prospectus; and (c) the statement of possible tax benefits dated September 25, 2024, which appear in this Tranche II Prospectus, and such consent has not been withdrawn as on the date of this Tranche II Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act, 1993.

### **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 was filed with the designated Stock Exchange on August 8, 2024 in terms of Regulation 27 of the SEBI NCS Regulations for dissemination on its website. The Draft Shelf Prospectus has also been displayed on the website of the Issuer and the Lead Manager.

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

Our Company is eligible to file the Shelf Prospectus and this Tranche II Prospectus as per requirements of Regulation 41(1)(c) of SEBI NCS Regulations. A copy of the Shelf Prospectus has been filed with the RoC, and a copy of this Tranche II Prospectus will be filed with the RoC, in accordance with Section 26 and Section 31 of Companies Act, 2013.

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

In accordance with recent amendments to the Companies Act, 2013, and the Companies (Share Capital and Debentures) Rules 2014, read with Regulation 16 of the SEBI NCS Regulations, any non-banking finance company that intends to issue debentures to the public are no longer required to create a DRR for the purpose of redemption of debentures. The Government, in the union budget for the Financial Year 2019-2020 had announced that non-banking finance companies raising funds in public issues would be exempt from the requirement of creating a DRR.

Pursuant to the amendment to the Companies (Share Capital and Debentures) Rules 2014, notified on August 16, 2019, and as on the date of filing of this Tranche II Prospectus, the Company is not required to create DRR for the purpose of redemption of the NCDs. Accordingly, no debenture redemption reserve shall be created by our Company for the purpose of redemption of the NCDs or in connection with the Issue. The Company shall, as per the Companies (Share Capital and



Debentures) Rules 2014 and other laws applicable from time to time, invest or deposit, as the case may be, the applicable amounts, within the specified timelines, in respect of debentures maturing during the year ending on the 31st day of March of the next year, in any one or more methods of investments or deposits stipulated under the applicable law. Provided that the amount remaining invested or deposited, as the case may be, shall not at any time fall below the specified percentage, which is presently stipulated at 15% (fifteen percent) of the amount of the debentures maturing during the year ending on March 31 of the next year, in any of the following instruments or such other instruments as may be permitted under the applicable laws.

1. in deposits with any scheduled bank, free from any charge or lien;
2. in unencumbered securities of the Central Government or any State Government;
3. in unencumbered securities mentioned in sub-clause (a) to (d) and (ee) of section 20 of the Indian Trusts Act, 1882;
4. in unencumbered bonds issued by any other company which is notified under sub-clause (f) of section 20 of the Indian Trusts Act, 1882:

Provided further that the amount invested or deposited as above shall not be used for any purpose other than for redemption of debentures maturing during the year referred above.

### **Recovery Expense Fund**

The Issuer has already created a recovery expense fund in the manner as specified by SEBI in SEBI NCS Master Circular for Debenture Trustees bearing reference no. SEBI/HO/DDHS-PoD3/P/CIR/2024/46 dated May 16, 2024, as amended from time to time and Regulation 11 of the SEBI NCS Regulations with the Designated Stock Exchange and informed the Debenture Trustee regarding the creation of such fund. The recovery expense fund may be utilised by Debenture Trustee, in the event of default by the Issuer under the terms of the Debenture Trust Deed, for taking appropriate legal action to enforce the security.

### **Issue related expenses**

The expenses of this Tranche II Issue include, *inter alia*, lead management fees to the Lead Manager, and selling commission to the Lead Manager, Consortium Members, fees payable to debenture trustees, the Registrar to the Issue, SCSBs' commission/ fees, fees payable to sponsor bank, printing and distribution expenses, legal fees, advertisement expenses and listing fees. The Issue expenses and listing fees will be paid by our Company.

The estimated break-up of the total expenses shall be as specified in the Shelf Prospectus and this Tranche II Prospectus. For further details see "*Objects to the Tranche II Issue*" on page 29.

### **Revaluation of Assets**

Our Company has not revalued its loan assets in the last three Fiscal Years.

### **Reservation**

No portion of this Tranche II Issue has been reserved.

### **Public issue of Equity Shares**

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

Except as stated below, none of our subsidiaries has made a public issue of Equity Shares in the last three years:

<b>Issuer Company</b>	Muthoot Microfin Limited
<b>Date of Opening</b>	December 18, 2023
<b>Date of Closing</b>	December 20, 2023
<b>Total Issue Size (₹ in Lakhs)</b>	96,000 (including OFS)
<b>Amount raised in the issue (₹ in lakhs)</b>	96,000 (including OFS)
<b>Date of listing</b>	December 26, 2023
<b>Date of Allotment</b>	December 21, 2023
<b>Utilisation of Proceeds</b>	The Net Proceeds have been utilised for increasing business of Muthoot Microfin Limited which is towards onward lending, which is expected to arise

	out of growth in the company's business and assets, primarily towards onward lending under the company's lending verticals
--	--

**None of our Group Companies has made a public issue of Equity Shares in the last three years.**

#### **Details of previous public issues of NCDs by the Company**

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 3, 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.

On August 23, 2023, 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 September 1, 2023 and closed on September 14, 2023. The electronic credit of the bonds to investors pursuant to this public offer was completed on September 20, 2023. 99.30% and 0.70% of the issue proceeds were used for on-lending and towards issue expenses, respectively.

On September 28, 2023, the Company issued secured redeemable non-convertible debentures of face value of ₹ 1,000 each for an amount aggregating to ₹ 22,500 lakhs by way of public issue which opened on October 13, 2023 and closed on October 27, 2023. The electronic credit of the bonds to investors pursuant to this public offer was completed on November 1, 2023. 98.65% and 1.35% of the issue proceeds were used for on-lending and towards issue expenses, respectively.

On December 28, 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 January 12, 2024 and closed on January 25, 2024. The electronic credit of the bonds to investors pursuant to this public offer was completed on January 31, 2024. 99.08% and 0.92 % of the issue proceeds were used for on-lending and towards issue expenses, respectively.

On March 28, 2024, the Company issued secured redeemable non-convertible debentures of face value of ₹ 1,000 each for an amount aggregating to ₹ 36,000 lakhs by way of public issue which opened on April 10, 2024 and closed on April 25, 2024. The electronic credit of the bonds to investors pursuant to this public offer was completed on April 30, 2024. 99.29% and 0.71 % of the issue proceeds were used for on-lending and towards issue expenses, respectively.

On August 23, 2024, the Company issued secured redeemable non-convertible debentures of face value of ₹ 1,000 each

for an amount aggregating to ₹ 35,000 lakhs by way of public issue which opened on August 28, 2024 and closed on September 10, 2024. The electronic credit of the bonds to investors pursuant to this public offer was completed on September 16, 2024. 98.44% and 1.56% of the issue proceeds were used for on-lending and towards issue expenses, respectively.

### Delay in listing

There has been no delay in the listing of any non-convertible securities issued by our Company

In the event of failure to list securities issued pursuant to this Tranche II Issue within such days from the date of closure of issue as may be specified by the Board (scheduled listing date), all application moneys received or blocked in the public issue shall be refunded or unblocked forthwith within two working days from the scheduled listing date to the applicants through the permissible modes of making refunds and unblocking of funds. For delay in refund/unblocking of funds beyond the timeline as specified above, the issuer shall be liable to pay interest at the rate of fifteen percent per annum to the investors from the scheduled listing date till the date of actual payment.

### Default in payment

In case of default (including delay) in payment of interest and/ or redemption of principal on the due dates for debt securities issued, additional interest of at least 2% p.a. over the coupon rate shall be payable by the issuer for the defaulting period.

### 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 (except interim dividend), at their discretion, and will depend on a number of factors, including but not limited to our profits, capital requirements and overall financial condition.

Our Company has declared the following dividend over the current financial year as on September 23, 2024 and last three financial years:

On standalone basis:

(₹ in lakhs)

Particulars		For the year ended March 31,			
		From April 1, 2024 till September 23, 2024*	2024 (Audited)	2023 (Audited)	2022 (Audited)
Equity Share Capital (₹ in lakhs)		19,371.35	19,370.56	19,370.56	19,370.56
Face Value Per Equity Share (₹)	(a)	10.00	10.00	10.00	10.00
Dividend on Equity Shares (₹ per Equity Share)	(b)	-	10.78	0.70	6.00
Total dividend on Equity Shares		-	20,881.46	1,355.94	11,622.33
Dividend Declared Rate (in %)	(c=b/a)	-	107.80%	7.00%	60.00%
Dividend Distribution Tax		-	-	-	-

\*The Board of Directors of Muthoot Fincorp Limited at its meeting held on September 19, 2024 has recommended final dividend @ 57.50% (Rs.5.75 per equity share), aggregating to ₹ 11,138.52 lakhs for the financial year ended March 31, 2024, to the shareholders for approval at the ensuing Annual General Meeting of the Company.

On consolidated basis:

(₹ in lakhs)

Particulars		For the year ended March 31,			
		From April 1, 2024 till September 23, 2024*	2024 (Audited)	2023 (Audited)	2022 (Audited)
Equity Share Capital (₹ in lakhs)		19,371.35	19,370.56	19,370.56	19,370.56
Face Value Per Equity Share (₹)	(a)	10.00	10.00	10.00	10.00
Dividend on Equity Shares (₹ per Equity Share)	(b)	-	10.78	0.70	6.00
Total dividend on Equity Shares		-	20,881.46	1,355.94	11,622.33
Dividend Declared Rate (in %)	(c=b/a)	-	107.80%	7.00%	60.00%
Dividend Distribution Tax		-	-	-	-

*\*The Board of Directors of Muthoot Fincorp Limited at its meeting held on September 19, 2024 has recommended final dividend @ 57.50% (Rs.5.75 per equity share), aggregating to ₹ 11,138.52 lakhs for the financial year ended March 31, 2024, to the shareholders for approval at the ensuing Annual General Meeting of the Company.*

## **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 3, 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.

An expense of ₹ 31.10 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 Tranche II prospectus dated August 23, 2023.

An expense of ₹ 212.77 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 ₹ 22,500 lakhs pursuant to the tranche II prospectus dated September 28, 2023.

An expense of ₹ 209.63 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 tranche III prospectus dated December 28, 2023.

An expense of ₹ 120.93 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 ₹ 36,000 lakhs pursuant to the tranche IV prospectus dated March 28, 2024.

An expense of ₹ 385.65 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 ₹ 35,000 lakhs pursuant to the tranche I prospectus dated August 23, 2024.

#### Debt-Equity ratio

On consolidated basis:

(₹ in lakhs, except Debt/Equity ratio)

Particulars	Pre-Issue as at March 31, 2024	Post Issue as at March 31, 2024
Debt		
Debt Securities and Subordinated Liabilities	5,97,394.00	6,22,394.00
Borrowings (Other than Debt Securities)	24,64,326.19	24,64,326.19
Securitisation Liability	-	-
Interest Payable	50,745.24	50,745.24
Total Debt (A)	31,12,465.43	31,37,465.43
Equity		
Equity Share Capital	19,370.56	19,370.56
Other Equity	5,60,275.17	5,60,275.17
Total Equity (B)	5,79,645.73	5,79,645.73
Debt/ Equity (A/B)*	5.37	5.41

\*The debt-equity ratio post Issue is indicative on account of the assumed inflow of ₹ 25,000 lakhs from the proposed Issue. The actual debt-equity ratio post the Issue would depend on the actual position of debt and equity on the Deemed Date of Allotment.

Note:

1. Outstanding liability for Debt Securities and Subordinated Liabilities are net of buyback of secured Non-Convertible Debentures amounting to ₹ Nil lakhs (at face value), held in treasury by the Company.
2. Outstanding liability for Borrowings (Other than Debt Securities) are net of debit balance of Interest payable on term loan of ₹ Nil lakhs.

3. Above outstanding borrowings and securitisation liability are netted off on account of IND-AS adjustment for effective Interest rate on borrowings, debt securities and subordinated liabilities and on Securitization amounting ₹14,111.79 lakhs.

On standalone basis

(₹ in lakhs, except Debt/Equity ratio)

Particulars	Pre-Issue as at June 30, 2024	Post Issue as at June 30, 2024	Pre-Issue as at March 31, 2024	Post Issue as at March 31, 2024
Debt				
Debt Securities and Subordinated Liabilities	5,12,842.69	5,37,842.69	5,01,150.38	5,26,150.38
Borrowings (Other than Debt Securities)	15,95,016.82	15,95,016.82	15,30,597.10	15,30,597.10
Securitisation Liability	-	-	-	-
Interest Payable	45,301.96	45,301.96	44,146.38	44,146.38
Total Debt (A)	21,53,161.47	21,78,161.47	20,75,893.86	21,00,893.86
Equity				
Equity Share Capital	19,371.35	19,371.35	19,370.56	19,370.56
Other Equity	4,51,903.45	4,51,903.45	4,06,750.94	4,06,750.94
Total Equity (B)	4,71,274.8	4,71,274.8	4,26,121.49	4,26,121.49
Debt/ Equity (A/B)*	4.57	4.62	4.87	4.93

\*The debt-equity ratio post Issue is indicative on account of the assumed inflow of ₹ 25,000 lakhs from the proposed Issue. The actual debt-equity ratio post the Issue would depend on the actual position of debt and equity on the Deemed Date of Allotment.

Notes:

1. Outstanding liability for Debt Securities and Subordinated Liabilities are net of buyback of secured Non-Convertible Debentures amounting to ₹ Nil lakhs (at face value), held in treasury by the Company.
2. Outstanding liability for Borrowings (Other than Debt Securities) are net of debit balance of Interest payable on term loan of ₹ Nil lakhs.
3. Above outstanding borrowings and securitisation liability are netted off on account of IND-AS adjustment for effective Interest rate on borrowings, debt securities and subordinated liabilities and on Securitization amounting to ₹9,366.56 as at June 30, 2024 and ₹8,793.63 lakhs as at March 31, 2024.

#### 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 111 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, 2024:

(₹ in lakhs)

Sr. No.	Name of the Borrower	Amount of Advance/ exposure to such borrower (₹ in lakhs) (A)	Percentage of Exposure
1.	Thomas John Muthoot	5,258.08	0.24%
2.	Thomas George Muthoot	5,258.08	0.24%
3.	Thomas Muthoot	5,258.08	0.24%

## Types of loans

### Classification of loans/advances given

The loans given by the Company as on March 31, 2024 is as follows:

Type of Loans	March 31, 2024	
	Amount (₹ in lakhs)	Percentage (%)
Secured	21,59,693.53	99.47
Unsecured	11,540.60	0.53
<b>Total assets under management (AUM) *</b>	<b>21,71,234.13</b>	<b>100.00</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, 2024 is as follows:

Sr. No.	Segment- wise breakup of AUM	Percentage of AUM as on March 31, 2024
1.	<b>Retail</b>	
A	Mortgages (home loans and loans against property)	8.21%
B	Gold loans	89.82%
C	Vehicle Finance	0.00%
D	MFI	0.00%
E	MSME	1.97%
F	Capital market funding (loans against shares, margin funding)	0.00%
G	Others	0.00%
2.	<b>Wholesale</b>	
A	Infrastructure	0.00%
B	Real estate (including builder loans)	0.00%
C	Promoter funding	0.00%
D	Any other sector (as applicable)	0.00%
E	Others	0.00%
	<b>Total</b>	<b>100.0%</b>

### Residual Maturity Profile of Assets and Liabilities as on March 31, 2024

(₹ 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	248,769.68	68,052.26	55,864.56	194,192.47	14,02,624.96	40,487.59	32,284.41	99,229.15	21,41,505.08
Investments	5,279.04	-	-	-	997.61	-	275.38	190,533.72	197,085.75
Borrowings	170,566.23	9,557.92	67,292.54	148,922.07	764,204.09	516,382.28	194,622.08	106,006.99	19,77,554.20
Foreign Currency assets	-	-	-	-	-	-	-	-	-
Foreign Currency liabilities	2,778.00	44,915.29	6,500.00	-	-	-	-	-	54,193.29

### Denomination of loans outstanding by ticket size as on March 31, 2024\*:

Sr. No.	Ticket Size	Percentage of Gold loan
1.	Up to ₹ 2 lakhs	62.54%
2.	2 lakhs to 5 lakhs	13.53%
3.	5 lakhs to 10 lakhs	15.71%
4.	10 lakhs to 25 lakhs	7.58%
5.	25 lakhs to 50 lakhs	0.62%
6.	50 lakhs to 1 crore	0.02%
7.	1 crore to 5 crores	0.00%

Sr. No.	Ticket Size	Percentage of Gold loan
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, 2024\*:**

Sr. No.	LTV	Percentage of AUM
1.	Up to 40%	2.05%
2.	40%-50%	2.44%
3.	50%-60%	5.57%
4.	60%-70%	19.15%
5.	70%-80%	60.91%
6.	80%-90%	9.88%
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, 2024:**

Sr. No.	Top 5 states	Percentage of AUM
1.	Karnataka	16.36%
2.	Tamil Nadu	12.12%
3.	Telangana	10.91%
4.	Andhra Pradesh	10.37%
5.	Maharashtra	9.25%
	<b>Total</b>	<b>59.01%</b>

**Aggregated exposure to top 20 borrowers with respect to concentration of advances as on March 31, 2024:**

Particulars	Amount (₹ in lakhs) as on March 31, 2024
Total Advances to twenty largest borrowers (₹ in lakhs)	28,464
Percentage of Advances to twenty largest borrowers to Total Advances of the NBFC	1.31%

**Aggregated exposure to top 20 borrowers with respect to concentration of exposures as on March 31, 2024:**

Particulars	Amount as on March 31, 2024	
	Secured	Unsecured
Total Exposures to twenty largest borrowers/Customers (₹ in lakhs)	28,464	442
Percentage of Exposures to twenty largest borrowers/Customers to Total Advances of the NBFC on borrowers/Customers	1.31%	0.02%

**Details of loans overdue and classified as non-performing in accordance with RBI's guidelines as on March 31, 2024:**

Movement of gross NPA	Amount (₹ in lakhs)
Opening gross NPA	37,161.13
- Additions during the year	2,67,379.71
- Reductions during the year	2,69,394.34
Closing balance of gross NPA	35,146.50
Movement of net NPA	Amount (₹ in lakhs)
Opening net NPA	10,221.42
- Additions during the year	99,049.74
- Reductions during the year	95,342.18
Closing balance of net NPA	13,928.98



<b>Movement of provisions for NPA</b>	<b>Amount (₹ in lakhs)</b>
Opening balance	26,939.71
- Provisions made during the year	1,68,329.97
- Write-off / write-back of excess provisions	1,74,052.17
Closing balance	21,217.52

#### *Segment-wise gross NPA*

<b>Sr. No.</b>	<b>Segment- wise breakup of gross NPAs</b>	<b>(March 31, 2024) Gross NPA (%)</b>
<b>1.</b>	<b>Retail</b>	
a.	Mortgages (home loans and loans against property)	38.53%
b.	Gold loans	49.81%
c.	Vehicle Finance	0%
d.	MFI	0%
e.	MSME	11.65%
f.	Capital market funding (loans against shares, margin funding)	0%
g.	Others	0%
<b>2.</b>	<b>Wholesale</b>	
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>100.0%</b>

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

<b>Sr. No.</b>	<b>Particulars</b>	<b>Nature of Liability</b>	<b>Amount as on March 31, 2024</b>
1.	Income Tax Demands	Disputed Demands appealed against and pending final judgement	3,679.87
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	-
4.	Goods & Services Tax	Disputed Demands appealed against and pending final judgement	787.09
5.	Bank Guarantees	Bank Guarantees availed by the Company	215.50

#### **Revaluation of assets**

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

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

Agreement dated July 1, 2024 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 the 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**

2<sup>nd</sup> Floor, Kences Towers

No. 1 Ramakrishna Street, North Usman Road

T. Nagar, Chennai – 600 017, Tamil Nadu

**Tel:** +91 44 28140801 to 28140803

**Fax:** +91 44 2814 2479

**Email:** yuvraj@integratedindia.in

**Investor Grievance Email:** mfinipo@integratedindia.in

**Website:** www.integratedindia.in

**Contact Person :** S Yuvaraj

**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:** sachu.sivas@muthoot.com

For more details regarding the Issue, please call 1800 102 1616.

Investors may contact the Registrar to the Issue or the Company Secretary and Compliance Officer in case of any pre-issue or post Issue related issues such as non-receipt of Allotment advice, demat credit, refund orders, non-receipt of debenture certificates, transfers, or interest on application amount etc.

**Details of Auditor to the Issuer:**

Sr. No.	Name of the Auditor	Address	Auditor since
1.	Krishnan Retna & Associates	201 Block A, Nandini Gardens, Fort, Thiruvananthapuram, Kerala – 695 023	March 28, 2022
2.	Rangamani & Co.	Rose Gardens, North of Iron Bridge, Alappuzha, Kerala – 688 011	March 28, 2022

**Change in Auditors of our Company during the last three financial years and the current financial year:**

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

**The summary of reservations or qualifications or adverse remarks of auditors in the three financial years immediately preceding the year of issue of issue document, and of their impact on the financial statements and financial position of the company, and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remarks:**

Except as disclosed in “*Outstanding Litigation - X.Summary of reservations or qualifications or adverse remarks or other observations by auditors in the audit report / CARO by the auditors in the last three financial years i.e. Fiscal 2022 to Fiscal 2024 and their impact on the financial statements and financial position of the company and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remarks*” on page 92, 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 II Prospectus.

### **Trading**

Debt securities issued by our Company, which are listed on BSE’s wholesale debt market are infrequently traded with limited or no volumes. Consequently, there has been no material fluctuation in prices or volumes of such listed debt securities.

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

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 the 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 the Issue.

### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act 2013, our Company will issue a statutory advertisement on or before the Tranche II Issue Opening Date. This advertisement will contain the information as prescribed under SEBI NCS Regulations. Material updates, if any, between the date of filing of this Tranche II Prospectus with ROC and the date of release of the statutory advertisement will be included in the statutory advertisement.

### **Trading**

Debt securities issued by our Company, which are listed on BSE’s wholesale debt market are infrequently traded with limited or no volumes. Consequently, there has been no material fluctuation in prices or volumes of such listed debt securities.

### **Caution**

Attention of the applicants is specifically drawn to the provision 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”*

**Latest ALM statement submitted to stock exchange**

The following table describes the standalone ALM of our Company as on March 31, 2024:

Particulars		0 day to 7 days	8 days to 14 days	15 days to 30/31 days (One month)	Over one month and upto 2 months	Over two months and upto 3 months	Over 3 months and upto 6 months	Over 6 months and upto 1 year	Over 1 year and upto 3 years	Over 3 years and upto 5 years	Over 5 years	Total
		X010	X020	X030	X040	X050	X060	X070	X080	X090	X100	X110
<b>A. OUTFLOWS</b>												
<b>1.Capital (i+ii+iii+iv)</b>	<b>Y010</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	19,370.56	19,370.56
<b>(i) Equity Capital</b>	<b>Y020</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	19,370.56	19,370.56
<b>(ii) Perpetual / Non Redeemable Preference Shares</b>	<b>Y030</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>(iii) Non-Perpetual / Redeemable Preference Shares</b>	<b>Y040</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>(iv) Others</b>	<b>Y050</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>2.Reserves &amp; Surplus (i+ii+iii+iv+v+vi+vii+viii+ix+x+xi+xii+xiii)</b>	<b>Y060</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	4,06,750.94	4,06,750.94
<b>(i) Share Premium Account</b>	<b>Y070</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	38,129.85	38,129.85
<b>(ii) General Reserves</b>	<b>Y080</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>(iii) Statutory/Special Reserve (Section 45-IC reserve to be shown separately below item no.(vii))</b>	<b>Y090</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	76,356.10	76,356.10
<b>(iv) Reserves under Sec 45-IC of RBI Act 1934</b>	<b>20-05-2024</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>(v) Capital Redemption Reserve</b>	<b>Y110</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>(vi) Debenture Redemption Reserve</b>	<b>Y120</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>(vii) Other Capital Reserves</b>	<b>Y130</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>(viii) Other Revenue Reserves</b>	<b>Y140</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>(ix) Investment Fluctuation Reserves/ Investment Reserves</b>	<b>Y150</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>(x) Revaluation Reserves (a+b)</b>	<b>Y160</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>(a) Revl. Reserves - Property</b>	<b>Y170</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>(b) Revl. Reserves - Financial Assets</b>	<b>Y180</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>(xi) Share Application Money Pending Allotment</b>	<b>Y190</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>(xii) Others (Please mention)</b>	<b>Y200</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,02,389.29	1,02,389.29
<b>(xiii) Balance of profit and loss account</b>	<b>Y210</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,89,875.70	1,89,875.70
<b>3.Gifts, Grants, Donations &amp; Benefactions</b>	<b>Y220</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>4.Bonds &amp; Notes (i+ii+iii)</b>	<b>Y230</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>(i) Plain Vanilla Bonds (As per residual maturity of the instruments)</b>	<b>Y240</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>(ii) Bonds with embedded call / put options including zero coupon / deep discount bonds ( As per residual period for the earliest exercise date for the embedded option)</b>	<b>Y250</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>(iii) Fixed Rate Notes</b>	<b>Y260</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

Particulars		0 day to 7 days	8 days to 14 days	15 days to 30/31 days (One month)	Over one month and upto 2 months	Over two months and upto 3 months	Over 3 months and upto 6 months	Over 6 months and upto 1 year	Over 1 year and upto 3 years	Over 3 years and upto 5 years	Over 5 years	Total
		X010	X020	X030	X040	X050	X060	X070	X080	X090	X100	X110
<b>5. Deposits (i+ii)</b>	<b>Y270</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(i) Term Deposits from Public	Y280	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(ii) Others	Y290	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>6. Borrowings (i+ii+iii+iv+v+vi+vii+viii+ix+x+xi+xii+xiii+xiv)</b>	<b>Y300</b>	1,45,533.75	10,241.78	17,542.63	54,479.44	73,781.26	1,48,844.95	7,63,841.79	5,30,989.77	1,95,035.23	1,07,658.87	20,47,949.47
(i) Bank Borrowings (a+b+c+d+e+f)	Y310	1,44,922.07	9,770.50	15,960.24	31,716.69	72,628.51	1,36,256.43	7,19,679.19	3,18,175.58	78,303.30	3,184.59	15,30,597.10
a) Bank Borrowings in the nature of Term Money Borrowings (As per residual maturity)	Y320	922.07	0.00	10,960.24	8,716.69	22,070.18	76,716.03	1,70,742.53	3,06,175.68	78,303.30	3,184.59	6,77,791.31
b) Bank Borrowings in the nature of WCDL	Y330	1,44,000.00	9,000.00	5,000.00	23,000.00	48,440.37	47,501.18	4,99,653.77	11,999.90	0.00	0.00	7,88,595.22
c) Bank Borrowings in the nature of Cash Credit (CC)	Y340	0.00	770.50	0.00	0.00	2,117.96	12,039.22	49,282.89	0.00	0.00	0.00	64,210.57
d) Bank Borrowings in the nature of Letter of Credit (LCs)	Y350	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
e) Bank Borrowings in the nature of ECBs	Y360	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
f) Other bank borrowings	Y370	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(ii) Inter Corporate Deposits (Other than Related Parties) (These being institutional / wholesale deposits, shall be slotted as per their residual maturity)	Y380	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Loans from Related Parties (including ICDs)	Y390	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Corporate Debts	Y400	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(v) Borrowings from Central Government / State Government	Y410	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(vi) Borrowings from RBI	Y420	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(vii) Borrowings from Public Sector Undertakings (PSUs)	Y430	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(viii) Borrowings from Others (Please specify)	Y440	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(ix) Commercial Papers (CPs)	Y450	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Of which; (a) To Mutual Funds	Y460	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(b) To Banks	Y470	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(c) To NBFCs	Y480	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(d) To Insurance Companies	Y490	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(e) To Pension Funds	Y500	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(f) To Others (Please specify)	Y510	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(x) Non - Convertible Debentures (NCDs) (A+B)	Y520	0.00	0.00	0.00	21,479.65	0.00	4,318.02	31,901.71	1,57,672.09	50,944.70	20,716.49	2,87,032.66
A. Secured (a+b+c+d+e+f+g)	Y530	0.00	0.00	0.00	21,479.65	0.00	4,318.02	31,901.71	1,57,672.09	50,944.70	20,716.49	2,87,032.66
Of which; (a) Subscribed by Retail Investors	Y540	0.00	0.00	0.00	19,789.82	0.00	4,231.15	31,481.65	1,46,635.30	47,836.98	20,480.07	2,70,454.97
(b) Subscribed by Banks	Y550	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(c) Subscribed by NBFCs	Y560	0.00	0.00	0.00	11.87	0.00	2.00	14.53	2,884.71	2,786.94	0.00	5,700.05

Particulars		0 day to 7 days	8 days to 14 days	15 days to 30/31 days (One month)	Over one month and upto 2 months	Over two months and upto 3 months	Over 3 months and upto 6 months	Over 6 months and upto 1 year	Over 1 year and upto 3 years	Over 3 years and upto 5 years	Over 5 years	Total
		X010	X020	X030	X040	X050	X060	X070	X080	X090	X100	X110
(d) Subscribed by Mutual Funds	Y570	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(e) Subscribed by Insurance Companies	Y580	0.00	0.00	0.00	0.00	0.00	0.00	0.00	2,720.00	0.00	100.00	2,820.00
(f) Subscribed by Pension Funds	Y590	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(g) Others (Please specify)	Y600	0.00	0.00	0.00	1,677.96	0.00	84.87	405.53	5,432.08	320.78	136.42	8,057.64
<b>B. Un-Secured (a+b+c+d+e+f+g)</b>	<b>Y610</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Of which; (a) Subscribed by Retail Investors</b>	<b>Y620</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(b) Subscribed by Banks	Y630	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(c) Subscribed by NBFCs	Y640	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(d) Subscribed by Mutual Funds	Y650	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(e) Subscribed by Insurance Companies	Y660	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(f) Subscribed by Pension Funds	Y670	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(g) Others (Please specify)	Y680	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>(xi) Convertible Debentures (A+B) (Debentures with embedded call / put options As per residual period for the earliest exercise date for the embedded option)</b>	<b>Y690</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	16,202.00	16,202.00
<b>A. Secured (a+b+c+d+e+f+g)</b>	<b>Y700</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Of which; (a) Subscribed by Retail Investors</b>	<b>Y710</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(b) Subscribed by Banks	Y720	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(c) Subscribed by NBFCs	Y730	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(d) Subscribed by Mutual Funds	Y740	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(e) Subscribed by Insurance Companies	Y750	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(f) Subscribed by Pension Funds	Y760	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(g) Others (Please specify)	Y770	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>B. Un-Secured (a+b+c+d+e+f+g)</b>	<b>Y780</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	16,202.00	16,202.00
<b>Of which; (a) Subscribed by Retail Investors</b>	<b>Y790</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(b) Subscribed by Banks	Y800	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(c) Subscribed by NBFCs	Y810	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(d) Subscribed by Mutual Funds	Y820	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(e) Subscribed by Insurance Companies	Y830	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(f) Subscribed by Pension Funds	Y840	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(g) Others (Please specify)	Y850	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	16,202.00	16,202.00
<b>(xii) Subordinate Debt</b>	<b>Y860</b>	611.68	471.28	1,582.39	1,283.10	1,152.75	8,270.50	12,260.89	55,142.10	65,787.23	0.00	1,46,561.92
<b>(xiii) Perpetual Debt Instrument</b>	<b>Y870</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	67,555.79	67,555.79
<b>(xiv) Security Finance Transactions(a+b+c+d)</b>	<b>Y880</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
a) Repo (As per residual maturity)	Y890	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
b) Reverse Repo (As per residual maturity)	Y900	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
c) CBLO (As per residual maturity)	Y910	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
d) Others (Please Specify)	Y920	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

Particulars		0 day to 7 days	8 days to 14 days	15 days to 30/31 days (One month)	Over one month and upto 2 months	Over two months and upto 3 months	Over 3 months and upto 6 months	Over 6 months and upto 1 year	Over 1 year and upto 3 years	Over 3 years and upto 5 years	Over 5 years	Total
		X010	X020	X030	X040	X050	X060	X070	X080	X090	X100	X110
<b>7.Current Liabilities &amp; Provisions (a+b+c+d+e+f+g+h)</b>	<b>Y930</b>	50.27	221.37	9,403.98	741.92	1,407.89	4,323.83	14,722.26	11,517.62	12,631.12	32,965.81	87,986.07
(a) Sundry creditors	Y940	0.00	0.00	4,016.05	0.00	0.00	0.00	0.00	0.00	0.00	0.00	4,016.05
(b) Expenses payable (Other than Interest)	Y950	0.00	0.00	5,040.28	0.00	0.00	0.00	0.00	0.00	0.00	0.00	5,040.28
(c) Advance income received from borrowers pending adjustment	Y960	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(d) Interest payable on deposits and borrowings	Y970	50.27	221.37	347.65	741.92	1,407.89	4,323.83	9,667.96	11,517.62	12,631.12	3,236.76	44,146.39
(e) Provisions for Standard Assets	Y980	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	12,728.22	12,728.22
(f) Provisions for Non Performing Assets (NPAs)	Y990	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	17,000.83	17,000.83
(g) Provisions for Investment Portfolio (NPI)	Y1000	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(h) Other Provisions (Please Specify)	Y1010	0.00	0.00	0.00	0.00	0.00	0.00	5,054.30	0.00	0.00	0.00	5,054.30
<b>8.Statutory Dues</b>	<b>Y1020</b>	0.00	0.00	0.00	0.00	0.00	0.00	3,368.26	0.00	0.00	0.00	3,368.26
<b>9.Unclaimed Deposits (i+ii)</b>	<b>Y1030</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(i) Pending for less than 7 years	Y1040	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(ii) Pending for greater than 7 years	Y1050	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>10.Any Other Unclaimed Amount</b>	<b>Y1060</b>	3,764.93	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	3,764.93
<b>11.Debt Service Realisation Account</b>	<b>Y1070</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>12.Other Outflows</b>	<b>Y1080</b>	0.00	0.00	0.00	0.00	0.00	0.00	1,813.86	0.00	0.00	1,17,945.40	1,19,759.26
<b>13.Outflows On Account of Off Balance Sheet (OBS) Exposure (i+ii+iii+iv+v+vi+vii)</b>	<b>Y1090</b>	43.86	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	43.86
(i) Loan commitments pending disbursal	Y1100	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(ii) Lines of credit committed to other institution	Y1110	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Total Letter of Credits	Y1120	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Total Guarantees	Y1130	43.86	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	43.86
(v) Bills discounted/rediscounted	Y1140	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(vi) Total Derivative Exposures (a+b+c+d+e+f+g+h)	Y1150	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(a) Forward Forex Contracts	Y1160	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(b) Futures Contracts	Y1170	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(c) Options Contracts	Y1180	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(d) Forward Rate Agreements	Y1190	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(e) Swaps - Currency	Y1200	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(f) Swaps - Interest Rate	Y1210	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(g) Credit Default Swaps	Y1220	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(h) Other Derivatives	Y1230	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(vii) Others	Y1240	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>A. TOTAL OUTFLOWS (A) (Sum of 1 to 13)</b>	<b>Y1250</b>	1,49,392.81	10,463.15	26,946.61	55,221.36	75,189.15	1,53,168.78	7,83,746.17	5,42,507.39	2,07,666.35	6,84,691.58	26,88,993.35
<b>A1. Cumulative Outflows</b>	<b>Y1260</b>	1,49,392.81	1,59,855.96	1,86,802.57	2,42,023.93	3,17,213.08	4,70,381.86	12,54,128.03	17,96,635.42	20,04,301.77	26,88,993.35	26,88,993.35
<b>B. INFLOWS</b>												



Particulars		0 day to 7 days	8 days to 14 days	15 days to 30/31 days (One month)	Over one month and upto 2 months	Over two months and upto 3 months	Over 3 months and upto 6 months	Over 6 months and upto 1 year	Over 1 year and upto 3 years	Over 3 years and upto 5 years	Over 5 years	Total
		X010	X020	X030	X040	X050	X060	X070	X080	X090	X100	X110
1. Cash (In 1 to 30/31 day time-bucket)	Y1270	8,613.95	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,613.95
2. Remittance in Transit	Y1280	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3. Balances With Banks	Y1290	87,844.79	0.00	0.00	0.00	41,488.01	0.00	3,719.00	0.00	0.00	0.00	1,33,051.80
a) Current Account (The stipulated minimum balance be shown in 6 months to 1 year bucket. The balance in excess of the minim balance be shown in 1 to 30 day time bucket)	Y1300	87,844.79	0.00	0.00	0.00	0.00	0.00	3,719.00	0.00	0.00	0.00	91,563.79
b) Deposit Accounts /Short-Term Deposits (As per residual maturity)	Y1310	0.00	0.00	0.00	0.00	41,488.01	0.00	0.00	0.00	0.00	0.00	41,488.01
4. Investments (i+ii+iii+iv+v)	Y1320	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,97,085.75	1,97,085.75
(i) Statutory Investments (only for NBFCs-D)	Y1330	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(ii) Listed Investments	Y1340	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(a) Current	Y1350	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(b) Non-current	Y1360	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Unlisted Investments	Y1370	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(a) Current	Y1380	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(b) Non-current	Y1390	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Venture Capital Units	Y1400	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(v) Others (Please Specify)	Y1410	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,97,085.75	1,97,085.75
5. Advances (Performing)	Y1420	2,05,392.53	13,528.26	30,752.99	62,568.27	55,937.71	2,01,128.76	13,98,987.99	21,688.29	11,953.64	1,34,149.20	21,36,087.64
(i) Bills of Exchange and Promissory Notes discounted & rediscounted (As per residual usance of the underlying bills)	Y1430	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(ii) Term Loans (The cash inflows on account of the interest and principal of the loan may be slotted in respective time buckets as per the timing of the cash flows as stipulated in the original / revised repayment schedule)	Y1440	1,72,356.32	12,072.90	27,498.78	56,439.40	50,583.24	1,86,338.41	13,69,473.68	20,914.04	11,953.64	1,34,149.20	20,41,779.61
(a) Through Regular Payment Schedule	Y1450	7,836.09	256.90	1,749.74	3,238.81	6,382.04	15,171.07	5,508.75	5,795.10	11,953.64	1,34,149.20	1,92,041.34
(b) Through Bullet Payment	Y1460	1,64,520.23	11,816.00	25,749.04	53,200.59	44,201.20	1,71,167.34	13,63,964.93	15,118.94	0.00	0.00	18,49,738.27
(iii) Interest to be serviced through regular schedule	Y1470	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Interest to be serviced to be in Bullet Payment	Y1480	33,036.21	1,455.36	3,254.21	6,128.87	5,354.47	14,790.35	29,514.31	774.25	0.00	0.00	94,308.03
6. Gross Non-Performing Loans (GNPA)	Y1490	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	35,146.50	35,146.50
(i) Substandard	Y1500	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	12,160.39	12,160.39
(a) All over dues and instalments of principal falling due during the next three years (In the 3 to 5 year time-bucket)	Y1510	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

Particulars		0 day to 7 days	8 days to 14 days	15 days to 30/31 days (One month)	Over one month and upto 2 months	Over two months and upto 3 months	Over 3 months and upto 6 months	Over 6 months and upto 1 year	Over 1 year and upto 3 years	Over 3 years and upto 5 years	Over 5 years	Total
		X010	X020	X030	X040	X050	X060	X070	X080	X090	X100	X110
(b) Entire principal amount due beyond the next three years (In the over 5 years time-bucket)	Y1520	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	12,160.39	12,160.39
(ii) Doubtful and loss	Y1530	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	22,986.11	22,986.11
(a) All instalments of principal falling due during the next five years as also all over dues (In the over 5 years time-bucket)	Y1540	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(b) Entire principal amount due beyond the next five years (In the over 5 years time-bucket)	Y1550	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	22,986.11	22,986.11
7. Inflows From Assets On Lease	Y1560	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	83,008.99	83,008.99
8. Fixed Assets (Excluding Assets On Lease)	Y1570	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	39,747.51	39,747.51
9. Other Assets :	Y1580	0.00	0.00	0.00	0.00	0.00	0.00	46,928.48	0.00	0.00	9,278.88	56,207.36
(a) Intangible assets & other non-cash flow items (In the 'Over 5 year time bucket)	Y1590	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	9,278.88	9,278.88
(b) Other items (e.g. accrued income, other receivables, staff loans, etc.) (In respective maturity buckets as per the timing of the cash flows)	Y1600	0.00	0.00	0.00	0.00	0.00	0.00	15,575.49	0.00	0.00	0.00	15,575.49
(c) Others	Y1610	0.00	0.00	0.00	0.00	0.00	0.00	31,352.99	0.00	0.00	0.00	31,352.99
10. Security Finance Transactions (a+b+c+d)	Y1620	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
a) Repo (As per residual maturity)	Y1630	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
b) Reverse Repo (As per residual maturity)	Y1640	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
c) CBLO (As per residual maturity)	Y1650	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
d) Others (Please Specify)	Y1660	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
11. Inflows On Account of Off Balance Sheet (OBS) Exposure (i+ii+iii+iv+v)	Y1670	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(i) Loan committed by other institution pending disbursement	Y1680	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(ii) Lines of credit committed by other institution	Y1690	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Bills discounted/rediscounted	Y1700	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Total Derivative Exposures (a+b+c+d+e+f+g+h)	Y1710	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(a) Forward Forex Contracts	Y1720	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(b) Futures Contracts	Y1730	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(c) Options Contracts	Y1740	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(d) Forward Rate Agreements	Y1750	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(e) Swaps - Currency	Y1760	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(f) Swaps - Interest Rate	Y1770	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(g) Credit Default Swaps	Y1780	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(h) Other Derivatives	Y1790	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(v) Others	Y1800	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

Particulars		0 day to 7 days	8 days to 14 days	15 days to 30/31 days (One month)	Over one month and upto 2 months	Over two months and upto 3 months	Over 3 months and upto 6 months	Over 6 months and upto 1 year	Over 1 year and upto 3 years	Over 3 years and upto 5 years	Over 5 years	Total
		X010	X020	X030	X040	X050	X060	X070	X080	X090	X100	X110
<b>B. TOTAL INFLOWS (B) (Sum of 1 to 11)</b>	<b>Y1810</b>	3,01,851.27	13,528.26	30,752.99	62,568.27	97,425.72	2,01,128.76	14,49,635.47	21,688.29	11,953.64	4,98,416.83	26,88,949.50
<b>C. Mismatch (B - A)</b>	<b>Y1820</b>	1,52,458.46	3,065.11	3,806.38	7,346.91	22,236.57	47,959.98	6,65,889.30	-5,20,819.10	-1,95,712.71	-1,86,274.75	-43.85
<b>D. Cumulative Mismatch</b>	<b>Y1830</b>	1,52,458.46	1,55,523.57	1,59,329.95	1,66,676.86	1,88,913.43	2,36,873.41	9,02,762.71	3,81,943.61	1,86,230.90	-43.85	-43.85
<b>E. Mismatch as % of Total Outflows</b>	<b>Y1840</b>	102.05%	29.29%	14.13%	13.30%	29.57%	31.31%	84.96%	-96.00%	-94.24%	-27.21%	0.00%
<b>F. Cumulative Mismatch as % of Cumulative Total Outflows</b>	<b>Y1850</b>	102.05%	97.29%	85.29%	68.87%	59.55%	50.36%	71.98%	21.26%	9.29%	0.00%	0.00%

## SECTION VII : ISSUE RELATED INFORMATION

### ISSUE STRUCTURE

The following are the key terms of the NCDs. This chapter should be read in conjunction with and is qualified in its entirety by more detailed information in “*Terms of the Issue*” on page 136.

The NCDs being offered as part of this Tranche II Issue are subject to the provisions of the SEBI NCS Regulations, the Debt Listing Agreement, SEBI Listing Regulations, and the Companies Act, 2013, the RBI Act, the terms of the Shelf Prospectus, this Tranche II Prospectus, the Application Form, the terms and conditions of the Debenture Trust Agreement and the Debenture Trust Deed, and other applicable statutory and/or regulatory requirements including those issued from time to time by SEBI, RBI, the GoI, and 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.

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

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

<b>Issuer</b>	Muthoot Fincorp Limited
<b>Type of Instrument</b>	Secured, redeemable, non-convertible debentures
<b>Nature of Instrument</b>	Secured, redeemable, non-convertible debentures
<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 II 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>Eligible Investors</b>	<p><b>Category I</b></p> <ul style="list-style-type: none"> <li>• Public financial institutions, scheduled commercial banks, and Indian multilateral and bilateral development financial institutions which are authorised to invest in the NCDs;</li> <li>• Provident funds with minimum corpus of ₹2,500 lakhs, and pension funds with minimum corpus of ₹2,500 lakhs registered with the Pension Fund Regulatory and Development Authority, 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, as amended;</li> <li>• Resident Venture Capital Funds registered with SEBI;</li> <li>• Insurance Companies registered with IRDA;</li> <li>• State industrial development corporations;</li> <li>• Insurance funds set up and managed by the army, navy, or air force of the Union of India;</li> <li>• Insurance funds set up and managed by the Department of Posts, India;</li> <li>• Systemically important non-banking financial companies registered with RBI</li> <li>• National Investment Fund set up by resolution no. F.No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India; and</li> <li>• Mutual funds registered with SEBI.</li> </ul> <p><b>Category II</b></p>

	<ul style="list-style-type: none"> <li>Companies within the meaning of Section 2(20) of the Companies Act, 2013; statutory bodies/ corporations and societies registered under the applicable laws in India and authorised to invest in the NCDs;</li> <li>Co-operative banks and regional rural banks;</li> <li>Trusts including public/private charitable/religious trusts which are 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>Scientific and/or industrial research organisations, which are authorised to invest in the NCDs;</li> <li>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).</li> <li>Association of Persons; and</li> <li>Any other incorporated and/ or unincorporated body of persons.</li> </ul> <p><b>Category III</b></p> <p>Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating to above ₹ 10,00,000 across all options of NCDs in the Issue.</p> <p><b>Category IV</b></p> <p>Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating up to and including ₹ 10,00,000 across all options of NCDs in the Issue and shall include Retail Individual Investors, who have submitted bid for an amount not more than ₹ 500,000 in any of the bidding options in the Issue (including HUFs applying through their Karta and does not include NRIs) though UPI Mechanism.</p>												
<b>Listing (name of the Stock Exchange where it will be listed and timeline of listing)</b>	The NCDs shall be listed on BSE within six (6) Working Days of Issue Closure												
<b>Rating of the Instrument</b>	<table border="1"> <thead> <tr> <th>Rating agency</th> <th>Instrument</th> <th>Rating symbol</th> <th>Details of credit rating letters and rating rationale</th> <th>Amount rated (₹ in lakhs)</th> <th>Rating Definition</th> </tr> </thead> <tbody> <tr> <td>CRISIL Ratings Limited</td> <td>Non-Convertible Debentures</td> <td>CRISIL AA-/Stable</td> <td> <p>“CRISIL AA-/Stable” (pronounced as CRISIL double A minus rating with a Stable outlook) for an amount of ₹ 1,90,000 lakhs of NCDs by CRISIL Ratings Limited vide its letter no. RL/MUFILT/352560/NCD/0924/98095/16 8550576 dated September 12, 2024, and “CRISIL AA-/Stable” (pronounced as CRISIL double A minus rating with a Stable outlook) for an amount of ₹ 1,10,000 lakhs of NCDs (of which, ₹ 10,900 lakhs is unutilized) by CRISIL Ratings Limited vide its letter no. RL/MUFILT/352560/NCD/0924/98092/15 3695143 dated September 12, 2024, along with the rating rationale dated September 11, 2024.</p> </td> <td> <p>₹ 1,90,000 lakhs</p> <p>₹ 1,10,000 lakhs (of which, ₹ 10,900 lakhs is unutilized)</p> </td> <td> <p>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.</p> </td> </tr> </tbody> </table>	Rating agency	Instrument	Rating symbol	Details of credit rating letters and rating rationale	Amount rated (₹ in lakhs)	Rating Definition	CRISIL Ratings Limited	Non-Convertible Debentures	CRISIL AA-/Stable	<p>“CRISIL AA-/Stable” (pronounced as CRISIL double A minus rating with a Stable outlook) for an amount of ₹ 1,90,000 lakhs of NCDs by CRISIL Ratings Limited vide its letter no. RL/MUFILT/352560/NCD/0924/98095/16 8550576 dated September 12, 2024, and “CRISIL AA-/Stable” (pronounced as CRISIL double A minus rating with a Stable outlook) for an amount of ₹ 1,10,000 lakhs of NCDs (of which, ₹ 10,900 lakhs is unutilized) by CRISIL Ratings Limited vide its letter no. RL/MUFILT/352560/NCD/0924/98092/15 3695143 dated September 12, 2024, along with the rating rationale dated September 11, 2024.</p>	<p>₹ 1,90,000 lakhs</p> <p>₹ 1,10,000 lakhs (of which, ₹ 10,900 lakhs is unutilized)</p>	<p>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.</p>
Rating agency	Instrument	Rating symbol	Details of credit rating letters and rating rationale	Amount rated (₹ in lakhs)	Rating Definition								
CRISIL Ratings Limited	Non-Convertible Debentures	CRISIL AA-/Stable	<p>“CRISIL AA-/Stable” (pronounced as CRISIL double A minus rating with a Stable outlook) for an amount of ₹ 1,90,000 lakhs of NCDs by CRISIL Ratings Limited vide its letter no. RL/MUFILT/352560/NCD/0924/98095/16 8550576 dated September 12, 2024, and “CRISIL AA-/Stable” (pronounced as CRISIL double A minus rating with a Stable outlook) for an amount of ₹ 1,10,000 lakhs of NCDs (of which, ₹ 10,900 lakhs is unutilized) by CRISIL Ratings Limited vide its letter no. RL/MUFILT/352560/NCD/0924/98092/15 3695143 dated September 12, 2024, along with the rating rationale dated September 11, 2024.</p>	<p>₹ 1,90,000 lakhs</p> <p>₹ 1,10,000 lakhs (of which, ₹ 10,900 lakhs is unutilized)</p>	<p>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.</p>								
<b>Tranche II Issue</b>	Public issue by our Company of up to 25,00,000 secured, redeemable, non-convertible debentures of face value ₹ 1,000 each, amounting up to ₹ 7,500 lakhs (“ <b>Base Issue Size</b> ”) with an option to retain oversubscription of up to ₹ 17,500 lakhs (“ <b>Green Shoe Option</b> ”) aggregating up to ₹ 25,000 lakhs (“ <b>Tranche II Issue Size</b> ” or “ <b>Tranche II Issue</b> ”). The Tranche II Issue Size is within the shelf limit of ₹ 2,00,000 lakhs and is being offered by way of this Tranche II Prospectus dated September 25, 2024 containing inter alia the terms and conditions of Tranche II Issue (“ <b>Tranche II Prospectus</b> ”), which should be read together with the Shelf Prospectus.												
<b>Tranche II Issue Size</b>	₹ 25,000 lakh												
<b>Minimum Subscription</b>	Minimum subscription is 75% of the Base Issue, i.e. ₹ 5,625 lakh												
<b>Base Issue Size</b>	₹ 7,500 lakh												

<b>Option to Retain Oversubscription Amount/ Green Shoe Option</b>	Upto ₹ 17,500 lakh
<b>Objects of the Issue</b>	Please see “ <i>Objects of the Tranche II Issue</i> ” on page 29.
<b>Coupon rate</b>	See “ <i>Issue Procedure – Terms of Payment</i> ” on page 169.
<b>Step up/ Step Down Interest rates</b>	Please see “ <i>Issue Structure - Specific Terms of NCDs</i> ” on page 131
<b>Coupon payment frequency</b>	Please see “ <i>Issue Structure - Specific Terms of NCDs</i> ” on page 131
<b>Coupon payment date</b>	Please see “ <i>Issue Structure - Specific Terms of NCDs</i> ” on page 131
<b>Coupon Type</b>	Please see “ <i>Issue Structure - Specific Terms of NCDs</i> ” on page 131
<b>Coupon Reset Process</b>	Please see “ <i>Issue Structure - Specific Terms of NCDs</i> ” on page 131
<b>Day Count basis</b>	Actual/Actual
<b>Interest on Application Money</b>	Please see “ <i>Terms of the Issue</i> ” on page 136
<b>Default Interest Rate</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.  Our Company shall pay at least two percent per annum to the debenture holder, over and above the agreed coupon rate, till the execution of the trust deed if our Company fails to execute the trust deed within such period as prescribed under applicable law.
<b>Tenor</b>	Please see “ <i>Issue Structure - Specific Terms of NCDs</i> ” on page 131
<b>Redemption Date</b>	Please see “ <i>Issue Structure - Specific Terms of NCDs</i> ” on page 131
<b>Redemption Amount</b>	Please see “ <i>Issue Structure - Specific Terms of NCDs</i> ” on page 131
<b>Redemption Premium/Discount</b>	Not Applicable
<b>Issue Price</b>	₹ 1,000
<b>Discount at which security is issued and the effective yield as a result of such discount</b>	Not Applicable
<b>Premium/Discount at which security is redeemed and the effective yield as a result of such premium/discount</b>	Not Applicable
<b>Put Price</b>	Not Applicable
<b>Put Date</b>	Not Applicable
<b>Call Date</b>	Not Applicable
<b>Call Price</b>	Not Applicable
<b>Put Notification Time</b>	Not Applicable
<b>Call Notification Time</b>	Not Applicable
<b>Face Value</b>	₹ 1,000
<b>Minimum Application size and in multiples of NCD thereafter</b>	₹ 10,000 (10 NCD) and in multiple of ₹ 1,000 (1 NCD) thereafter.
<b>Issue Timing</b>	Tranche II Issue Opening Date: Friday, October 11, 2024 Tranche II Issue Closing Date: Thursday, October 24, 2024
<b>Tranche II Issue Opening Date</b>	Friday, October 11, 2024
<b>Tranche II Issue Closing Date</b>	Thursday, October 24, 2024
<b>Date of earliest closing of the Issue, if any</b>	The Tranche II Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. (Indian Standard Time) during the period indicated in the Tranche II Prospectus, except that the Issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company or the Stock Allotment Committee, subject to compliance with Regulation 33A of the SEBI NCS Regulations and receipt of necessary approvals. In the event of an early closure or extension of the Issue, our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in in all the newspapers in which pre-issue advertisement and advertisement for opening or closure of the Issue have been given on or before such earlier or extended date of Tranche II Issue closure. On the Tranche II Issue Closing Date, the Application Forms will be accepted only between 10 a.m. and 3 p.m. (Indian Standard

	Time) and uploaded until 5 p.m. or such extended time as may be permitted by the BSE. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5 p.m. (Indian Standard Time) on one Working Day post the Tranche II Issue Closing Date
<b>Pay-in Date</b>	Application Date. The entire Application Amount is payable on Application
<b>Deemed Date of Allotment</b>	The date on which the Board of Directors or the Stock Allotment Committee approves the Allotment of the NCDs for the Issue or such date as may be determined by the Board of Directors or the Stock Allotment Committee 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>Settlement Mode of the Instrument</b>	Please see “ <i>Terms of the Issue</i> ” on page 136.
<b>Depository</b>	NSDL and CDSL
<b>Disclosure of coupon/ redemption dates</b>	Please see “ <i>Issue Structure - Specific Terms of NCDs</i> ” on page 131
<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 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 to 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 disclosed below under “ <i>Issue Structure - Key covenants to the Tranche II Issue</i> ” on page 133 and more specifically set out in the Debenture Trust Deed. Any covenants later added shall be disclosed on the websites of the Stock Exchange, where the NCDs are proposed to be listed.
<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 to the debenture holder over and above the coupon rate as specified in the Trust Deed and disclosed in the Offer Document/ Information Memorandum.</b>	The principal amount of the NCDs to be issued in terms of the Shelf Prospectus and this Tranche II 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 <i>pari passu</i> 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 on page 136.
<b>Security Cover</b>	Our Company shall maintain a minimum security cover of 1.00 times on the outstanding balance of the NCDs plus accrued interest thereon.
<b>Transaction Documents</b>	Transaction Documents shall mean the Draft Shelf Prospectus, the Shelf Prospectus, this Tranche II Prospectus read with any notices, corrigenda, addenda thereto, Abridged Prospectus, the Issue Agreement, Registrar Agreement, Debenture Trustee Agreement, Debenture Trust Deed, Consortium Agreement, Public Issue Account and Sponsor Bank Agreement, Tripartite Agreements and Application Form, executed or to be our Company, as the case may be. For further details see, “ <i>Material Contracts and Documents for Inspection</i> ” on page 181.

<p><b>Conditions Precedent to Disbursement</b></p>	<p>The company shall fulfil the following conditions precedent, to the satisfaction of the debenture trustee, prior to disbursement, and shall submit and provide to the Debenture Trustee:</p> <ol style="list-style-type: none"> <li>1. within 1 (one) day from the Deemed Date of Allotment, certified true copy of all corporate actions for approving and allotting the NCDs;</li> <li>2. within 2 (two) days of each of the Deemed Date of Allotment, the Company shall ensure that the NCDs are allotted to the respective NCD Holders and are credited into the demat accounts of the relevant NCD Holders;</li> <li>3. within 6 (six) Business days from each of the Issue Closing Date, copy of application for listing the NCDs on the Stock Exchange;</li> <li>4. the Company shall make the application for listing of the NCDs and obtain listing of the NCDs within the time period prescribed under the SEBI Listing Timelines Requirements; and</li> <li>5. details of the Recovery Expense Fund created by the Company in terms of the Regulation 11 of the SEBI NCS Regulations, in the manner as may be specified by the SEBI from time to time.</li> </ol> <p>The shall submit and provide to the Debenture Trustee:</p> <p>A. Constitutional Documents and Authorisations</p> <ol style="list-style-type: none"> <li>a. A copy of the Company's Constitutional Documents certified as correct, complete and in full force and effect by an appropriate officer of the Company;</li> <li>b. A copy of resolution of the Company's board of directors/committee of the Company's board of directors: (i) authorising the execution, delivery and performance of the Transaction Documents; (ii) appointing Vardhman Trusteeship Limited as the Debenture Trustee; (iii) authorising the creation of Security Interest over Hypothecated Properties in relation to the Issue; and (iv) authorising the issue and allotment of the NCDs and authorising certain officials of the Company named therein to execute all documents in relation to the Issue, certified as correct, complete and in full force and effect by an appropriate officer of the Company;</li> <li>c. A copy of resolution of the Company's board of directors/committee of the Company's board of directors: authorizing the specific terms of the Issue and the Prospectus in accordance with the Board resolution referred to above; and</li> <li>d. Copies of the resolutions of the shareholders of the Company under Sections 180(1)(c) and 180(1)(a) of the Act, certified as correct, complete and in full force and effect by an appropriate officer of the Company;</li> </ol> <p>B. Transaction Documents</p> <p>Execution, delivery and stamping of the Tranche II Prospectus and the other Transaction Documents in a form and manner satisfactory to the Debenture Trustee;</p> <p>C. Intermediary Documents</p> <ol style="list-style-type: none"> <li>a. A copy of the credit rating letters and/or the rating rationale issued in relation to the NCDs;</li> <li>b. A copy of the consent from the Debenture Trustee to act as the debenture trustee for the Issue;</li> <li>c. A copy of the consent of Integrated Registry Management to act as the registrar and transfer agent for the Issue;</li> <li>d. A copy of the Tripartite Agreement;</li> <li>e. Appointment of the Registrar to the Issue; and</li> <li>f. Appointment of the Debenture Trustee to the Issue;</li> </ol> <p>D. Others</p> <ol style="list-style-type: none"> <li>a. The audited financial statements of the Company for the Financial Year ended March 31, 2024;</li> </ol>
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	<ul style="list-style-type: none"> <li>b. A certificate from the authorised signatory(ies) of the Company addressed to the Debenture Trustee confirming that the relevant Identified Book Debts are free from any Encumbrances, in a form and manner satisfactory to the Debenture Trustee;</li> <li>c. Copy of the in-principle approval provided by the BSE in respect of the listing of the NCDs;</li> <li>d. Receipt of the ISIN from the Depository for the issuance of the NCDs;</li> <li>e. Independent auditor’s certificate indicating Security Cover ratio;</li> <li>f. Passport size photographs of all signatories executing any of the Transaction Documents in relation to Issue;</li> <li>g. Specimen signature of all the signatories executing any of the documentation in relation to the Issue, duly certified by a director or the authorised signatory;</li> <li>h. Filing of certified true copy of the resolutions of the board of directors/committee of board of directors with the Registrar of Companies by the Company; and</li> <li>i. Such other information, documents, certificates, opinions and instruments as the NCD Holders/Debenture Trustee may reasonably request.</li> </ul>
<p><b>Conditions subsequent to disbursement</b></p>	<p>The company shall fulfil the following conditions subsequent, to the satisfaction of the Debenture Trustee:</p> <ul style="list-style-type: none"> <li>a. within 15 (fifteen) days of the allotment of the NCDs, file a return of allotment of securities under Form PAS-3 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 with the ROC along with a list of the NCD Holders and with the prescribed fee;</li> <li>b. the Company shall in respect of the Transaction Security, file Form CHG-9 with the relevant registrar of companies and shall ensure and procure that the Debenture Trustee files the prescribed Form I with CERSAI, each within 30 (thirty) days from the date of creation of the Transaction Security;</li> <li>c. within 1 (one) day of the filing of charges by way of CHG-9 above, a copy of the payment challan issued by the Registrar of Companies;</li> <li>d. entry of names of the NCD Holders into the register of debenture holders maintained by the Company in accordance with Section 88 of the Act;</li> <li>e. a certificate of the Company (signed by an authorized signatory of the Company) confirming, inter alia, that as on the Deemed Date of Allotment: (i) no event of default (as may be defined in the Transaction Documents) has occurred and/or is continuing;</li> <li>f. the Company is and will be, after issuance of the NCDs, in full compliance with all provisions of the Transaction Documents, its Constitutional Documents, any document to which it is a party or by which it is bound, and any Applicable Law and regulations applicable to it; and (iii) the proceeds of the NCDs are within the authorized borrowing limits of the Company specified under the special resolution of the shareholders of the Company passed under Section 180(1)(a) and Section 180(1)(c) of the Act, and are needed by the Company for the purpose specified in the Transaction Documents;</li> <li>g. confirmation on payment of stamp duty in connection with the issuance of NCDs;</li> <li>h. confirmation from the bank with which the public issue account is being maintained that the proceeds from the issue of NCDs have been transferred to Company’s account only after receipt of confirmation in this regard from Debenture Trustee, together with the certified true copy of the account statement;</li> <li>i. Upon complete utilisation of all proceeds of the Issue, a certificate from the statutory auditors confirming such complete utilization of the Issue proceeds, and until such complete utilisation, a certificate from an independent chartered accountant confirming status of utilisation of funds on a quarterly basis; and</li> <li>j. comply with such other condition and provide such other information and documents as the NCD Holders/Debenture Trustee may reasonably request, or as may be required under Applicable Law.</li> </ul>
<p><b>Event of Default (including manner of voting / conditions of joining Inter Creditor</b></p>	<p>Please see “<i>Terms of the Issue – Events of Default (including manner of voting/conditions of joining Inter Creditor Agreements)</i>” on page 140.</p>

<b>Agreement)</b>	
<b>Creation of Recovery Expense Fund</b>	The issuer has already created a recovery expense fund in the manner as specified by SEBI in SEBI NCS Master Circular for Debenture Trustees bearing reference no. SEBI/HO/DDHS-PoD3/P/CIR/2024/46 dated May 16, 2024, as amended from time to time and Regulation 11 of the SEBI NCS Regulations with the Designated Stock Exchange and informed the Debenture Trustee regarding the creation of such fund. The recovery expense fund may be utilised by Debenture Trustee, in the event of default by the Issuer under the terms of the Debenture Trust Deed, for taking appropriate legal action to enforce the security.
<b>Conditions for breach of covenants (as specified in the Debenture Trust Deed)</b>	Upon occurrence of any default in the performance or observance of any term, covenant, condition or provision contained in the Summary Term Sheet, the Debenture Trustee shall take necessary actions as mentioned in the Debenture Trust Deed
<b>Provisions related to Cross Default Clause</b>	Any material indebtedness of the Company for funds raised or availed by the Company, that is, material indebtedness for and in respect of monies borrowed or raised by the Company (whether or not for cash consideration) by whatever means (including acceptance, credits, deposits and leasing) becomes due prior to its stated maturity by reason of default of the terms thereof or if any such indebtedness is not paid at its stated maturity (in the reasonable opinion of the Debenture Trustee), or there is a default in making payments due under any guarantee or indemnity given by the Company in respect of the material indebtedness of borrowed monies of any person, and proceedings are initiated by the relevant lender or creditor in connection with such default, for recovery of such indebtedness or for enforcement or invocation of such guarantee or indemnity. For further details, please refer to the Debenture Trust Deed.
<b>Role and Responsibilities of Debenture Trustee</b>	Please see “ <i>Terms of the Issue – Debenture Trustees for the Debenture Holders</i> ” on page 138.
<b>Risk Factors pertaining to the Issue</b>	Please see “ <i>Risk Factors</i> ” on page 19 of the Shelf Prospectus and on page 19 of this Tranche II Prospectus.
<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 Trivandrum

**Notes:**

\* In terms of Regulation 7 of the SEBI NCS Regulations, our Company will undertake this Tranche II 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 II 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 II Prospectus. Our Company may, in consultation with the Lead Manager, consider closing this Tranche II Issue on such earlier date or extended date (subject to a minimum period of two working days and a maximum period of 10 working days from the date of opening of this Tranche II Issue and subject to not exceeding thirty days from filing of this Tranche II Prospectus with ROC, including any extensions), as may be decided by the Board of Directors or Stock Allotment 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 II 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 or electronic modes such as online newspapers or websites of the Issuer or the stock exchange in which pre-issue advertisement for opening of this Tranche II Issue has been given on or before such earlier or initial date of Tranche II Issue closure). On the Tranche II 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 II Issue Closing Date. For further details please see “General Information” on page 20.

#Participation by any of the above-mentioned Investor classes in this Tranche II 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.

If there is any change in coupon rate pursuant to any event including lapse of certain time period or downgrade in rating, then such new coupon rate and the events which lead to such change should be disclosed.

For the list of documents executed/ to be executed, please see “Material Contracts and Documents for Inspection” on page 181.

Debt securities shall be considered as secured only if the charged asset is registered with Sub-registrar and Registrar of Companies or CERSAI or Depository etc., as applicable, or is independently verifiable by the debenture trustee.

Please refer to Annexure C for details pertaining to the cash flows of the Company in accordance with the SEBI NCS Master Circular.

**Participation by any of the above-mentioned Investor classes in this Tranche II 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 II Issue.**

For further details, please see “Issue Procedure” on page 153.

### Terms of the NCDs

Options	I	II	III	IV	V**	VI	VII	VIII	IX	X	XI	XII	XIII*
Nature	Secured												
Tenure	24 Months	36 Months	60 Months	72 Months	24 Months	36 Months	60 Months	72 Months	24 Months	36 Months	60 Months	72 Months	92 Months
Frequency of Interest Payment	Monthly	Monthly	Monthly	Monthly	Annual	Annual	Annual	Annual	Cumulative	Cumulative	Cumulative	Cumulative	Cumulative
Minimum Application	₹ 10,000 (10 NCDs)												
In multiples, of	1 NCD after minimum application												
Face Value of NCDs (₹/NCD)	₹ 1,000 (1 NCD)												
Issue Price (₹/NCD)	₹ 1,000 (1 NCD)												
Mode of Interest Payment/ Redemption	Through various options available												
Coupon (%) per annum for all Categories	9.00%	9.25%	9.45%	9.65%	9.40%	9.65%	9.90%	10.10%	NA	NA	NA	NA	NA
Coupon Type	Fixed												
Redemption Amount (₹/NCD) on maturity for Debenture Holders for all Categories***	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,196.84	1,318.34	1,603.62	1,781.72	2,006.00
Effective Yield (%) (per annum) for all Categories	9.38%	9.65%	9.87%	10.09%	9.40%	9.65%	9.89%	10.10%	9.40%	9.65%	9.90%	10.10%	9.50%
Maturity/Redemption Date (Months from the Deemed Date of Allotment)	24 Months	36 Months	60 Months	72 Months	24 Months	36 Months	60 Months	72 Months	24 Months	36 Months	60 Months	72 Months	92 Months
Put and Call Option	NA												
Deemed date of Allotment	October 30, 2024												

\* maximum 75 crore

\*\* Our Company would allot the Option V of NCDs, as specified in the Tranche II Prospectus to all valid Applications, wherein the Applicants have not indicated their choice of the relevant Option of NCDs

\*\*\*Subject to applicable tax deducted at source, if any.

Please refer to Annexure C for details pertaining to the cash flows of the Company in accordance with the SEBI Master Circular.

## Specific Terms of NCDs

### Interest and Payment of Interest

#### 1. Monthly interest payment options

Interest would be paid monthly under Options I, II, III and IV 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:

Category of Debenture Holder	Coupon (%) per annum			
	I	II	III	IV
Options				
All categories	9.00%	9.25%	9.45%	9.65%

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 V, VI, VII and VIII 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:

Category of Debenture Holder	Coupon (%) per annum			
	V	VI	VII	VIII
Options				
All categories	9.40%	9.65%	9.90%	10.10%

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

#### 3. Cumulative interest payment options

Options IX, X, XI, XII and XIII of the NCDs shall be redeemed as below:

Category of Debenture Holder	Redemption Amount (₹ per NCD)				
	IX	X	XI	XII	XIII*
Options					
All categories	₹ 1,196.84	₹ 1,318.34	₹ 1,603.62	₹ 1,781.72	₹ 2,006.00

\*maximum ₹75 crore

### Day count convention

Interest shall be computed on an actual/actual basis i.e. on the principal outstanding on the NCDs as per the SEBI Master Circular. 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 II 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 146.

**Participation by any of the above-mentioned Investor classes in this Tranche II 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.**

The NCDs have not been and will not be registered, listed or otherwise qualified in any jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. In particular, the NCDs have not been and will not be registered under the U.S. Securities Act, 1933, as amended (the “**Securities Act**”) or the securities laws of any state of the United States and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. The Issuer has not registered and does not intend to register under the U.S. Investment Company Act, 1940 in reliance on section 3(c)(7) thereof. This Tranche II Prospectus may not be forwarded or distributed to any other person and may not be reproduced in any manner whatsoever, and in particular, may not be forwarded to any U.S. Person or to any U.S. address.

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 Tranche II Issue. For further details, please see the chapter titled “*Issue Procedure*” on page 153.

## Key Covenants of the Tranche II Issue

The Company shall comply with the representations and warranties, general covenants, negative covenants, reporting covenants and financial covenants listed out below and as more specifically set out in the Debenture Trust Deed. An illustrative list of covenants is listed below:

### A. *Financial Covenants:*

- a. The Company shall maintain a capital adequacy ratio in compliance with the minimum levels stipulated by RBI, at all points in time;
- b. The covenant set out in sub-clause (a) above would be tested on a half yearly basis for the Company, i.e. as on 31st March and 30th September every year, on standalone balance sheet of the Company for the relevant financial half year, till the redemption of the Debentures.

### B. *Rating Covenants:*

Company to ensure that the Credit Rating of the NCDs should not fall below two notches from current Credit Rating provided by the Rating Agencies.

**C. Reporting Covenants:**

Until the Final Settlement Date, the Company shall ensure that all the reporting covenants are complied with.

- a. The Company shall submit on quarterly basis to the Debenture Trustee a report confirming /certificate confirming the following:
  - i. Updated list of names and addresses of all the NCD Holders and the number of NCDs held by the NCD Holders;
  - ii. Details of interest due but unpaid, if any, and reasons for the same;
  - iii. Details of payment of interest made on the NCDs in the immediately preceding calendar quarter;
  - iv. A statement indicating material deviations, if any in utilisation of the proceeds of the Debentures;
  - v. Any events of default;
  - vi. all grievances received from the NCD Holders;
  - vii. any major or significant change in composition of its Board, which may amount to change in control as defined in the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - viii. any amalgamation, demerger, merger or corporate restructuring or reconstruction scheme proposed by the Company;
  - ix. any authorisation required under any law or regulation to enable it to perform its obligations under the Transaction Documents;
  - x. quarterly financial results within 45 (forty five) days from the end of each quarter;
  - xi. any change in the constitutional documents of the Company;
  - xii. details of all the material orders, directions, notices, of any court/tribunal affecting the security;
  - xiii. promptly, and in any event within 2 (two) Business Days of receiving any notice of any application for winding up/insolvency having been made; a certificate certifying maintenance of security cover;
  - xiv. provide relevant documents/ information, as applicable, to enable the Debenture Trustee to conduct continuous and periodic due diligence and monitoring of the security interest over the hypothecated assets;
  - xv. the number of grievances pending at the beginning of the quarter, the number and nature of grievances received from the NCD Holders during the quarter, resolved/disposed of by the Company in the quarter and those remaining unresolved by the Company and the reasons for the same; and
  - xvi. statement that the hypothecated assets is sufficient to discharge the claims of the NCD Holders as and when they become due and as mentioned in the asset cover certificate.
- b. The Company shall ensure that all the reporting covenants as per the provisions of SEBI LODR Regulations are complied with including but not limited to the following:
  - i. promptly submit to the Debenture Trustee any information, as required by the Debenture Trustee in order to discharge its obligations under the DTD;
  - ii. inform the Stock Exchange and the Debenture Trustee all information having bearing on the performance/operation of the Company, any price sensitive information or any action that may affect the payment of interest or Redemption of the NCDs in terms of Regulation 51(2) of the SEBI (LODR) Regulations.

- iii. give prior intimation to the Stock Exchange with a copy to the Debenture Trustee at least 11 (eleven) Business Days before the date on and from which the interest on NCDs, and the Redemption Amount of NCDs becomes payable or within such timelines as prescribed under Applicable Law.
  - iv. provide an undertaking to the Stock Exchange on annual basis that all documents and intimations required to be submitted to Debenture Trustees in terms of this Deed and SEBI NCS Regulations have been complied with and furnish a copy of such undertaking to the Debenture Trustee for records.
  - v. inform the Debenture Trustee the status of payment (whether in part or full) of NCDs within 1 (one) Business Day of the payment/redemption.
- c. The Company shall promptly inform the Debenture Trustee the following details (if any) including but not limited to corporate debt restructuring; fraud/defaults by promoter or key managerial personnel or by Company or arrest of key managerial personnel or promoter; and/or reference to National Company Law Tribunal or insolvency petitions (if any) filed by any creditor of the Company.
- d. The Company shall submit to the stock exchange for dissemination, along with the quarterly/half yearly/ annual financial results, all information required under Regulation 52(4) of the SEBI (LODR) Regulations and submit the financial statements to the Debenture Trustee on the same day.
- e. The Company shall ensure compliance with the provisions of the Applicable Law, including but not limited to the SEBI Debenture Trustees Regulations, the SEBI Debenture Trustee Circular and the Companies (Share Capital and NCDs) Rules, 2014.

## TERMS OF THE ISSUE

### Authority for the Issue

The Issue has been authorised by the Board of Directors of our Company pursuant to a resolution passed at their meeting held on May 20, 2024 and the Stock Allotment Committee has approved the Shelf Prospectus *vide* its resolution dated August 23, 2024 and this Tranche II Prospectus *vide* its resolution dated September 25, 2024. 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 II 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 II 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 II 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 II 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 II 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 II 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 II 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**

In accordance with recent amendments to the Companies Act, 2013, and the Companies (Share Capital & Debentures) Rules 2014, read with Rule 16 of the SEBI NCS Regulations, a listed company that intends to issue debentures to the public are no longer required to create a DRR for the purpose of redemption of debentures. Pursuant to the amendment to the Companies (Share Capital & Debentures) Rules 2014, notified on August 16, 2019, and as on the date of filing of this Tranche II Prospectus, our Company is not required to create DRR for the purpose of redemption of the NCDs. Accordingly, no debenture redemption reserve shall be created by our Company for the purpose of redemption of the NCDs or in connection with the Issue. Our Company shall, as per the Companies (Share Capital & Debentures) Rules 2014 and other laws applicable from time to time, invest or deposit, as the case may be, the applicable amounts, within the specified timelines, in respect of debentures maturing during the year ending on the 31st day of March of the next year, in any one or more methods of investments or deposits stipulated under the applicable law. Provided that the amount remaining invested or deposited, as the case may be, shall not at any time fall below the specified percentage, which is presently stipulated at 15% (fifteen percent) of the amount of the debentures maturing during the year ending on March 31 of the next year, in any of the following instruments or such other instruments as may be permitted under the applicable laws..

1. in deposits with any scheduled bank, free from any charge or lien;
2. in unencumbered securities of the Central Government or any State Government;
3. in unencumbered securities mentioned in sub-clause (a) to (d) and (ee) of section 20 of the Indian Trusts Act, 1882;
4. in unencumbered bonds issued by any other company which is notified under sub-clause (f) of section 20 of the Indian Trusts Act, 1882:

Provided further that the amount invested or deposited as above shall not be used for any purpose other than for redemption of debentures maturing during the year referred above.

### **Face Value**

The face value of each NCD to be issued under this Tranche II 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 Tranche II 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 Tranche II 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 Shelf Prospectus, Tranche II Prospectus and 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 ₹5,00,000, as agreed between the Company and the Debenture Trustee.

##### **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 II 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 II Issue will be in Demat form in multiples of one NCD. For details of allotment, see "*Issue Procedure*" on page 153.

### **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 Tranche II 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 II Issue is with the competent courts of jurisdiction in Cochin, Kerala India.

### **Application in the Issue**

Applicants shall apply in this Tranche II Issue in dematerialised form only, through a valid Application Form filled in by the Applicant along with attachment, as applicable. Further, Applications in this Tranche II 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 Tranche II 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 153.

### **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 Tranche II 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 Tranche II 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. However, any trading of the NCDs issued pursuant to this Tranche II Issue shall be compulsorily in dematerialized form only.

## 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 the Stock Allotment Committee, subject to necessary approvals. In the event of such early closure of this Tranche II 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>Tranche II Issue Opening Date</b>	Friday, October 11, 2024 <sup>#</sup>
<b>Tranche II Issue Closing Date</b>	Thursday, October 24, 2024 <sup>*</sup>
<b>PAY IN DATE</b>	Application Date. The entire Application Amount is payable on Application.
<b>DEEMED DATE OF ALLOTMENT</b>	The date on which the Board of Directors or the Stock Allotment Committee approves the Allotment of the NCDs for this Tranche II Issue or such date as may be determined by the Board of Directors or the Stock Allotment Committee 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.

<sup>#</sup> This Tranche II 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 II Prospectus. Our Company may, in consultation with the Lead Manager, consider closing this Tranche II Issue on such earlier date or extended date (subject to a minimum period of two working days and a maximum period of 10 working days from the date of opening of this Tranche II Issue and subject to not exceeding thirty days from filing of this Tranche II Prospectus with ROC, including any extensions), as may be decided by the Board of Directors or the Stock Allotment Committee, 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 II 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 or electronic modes such as online newspapers or websites of the Issuer or the stock exchange in which pre-issue advertisement for opening of this Tranche II Issue has been given on or before such earlier or initial date of Tranche II Issue closure). On the Tranche II 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 II Issue Closing Date. For further details please see "General Information" on page 20.

<sup>\*</sup>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 II Issue Period as mentioned above by the Members of the Syndicate, Trading Members and Designated Branches of SCSBs, except that on this Tranche II 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 II Issue Closing Date, the Applicants are advised to submit their Applications one day prior to this Tranche II Issue Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Tranche II Issue Closing Date. All times mentioned in this Tranche II Prospectus are Indian Standard Time. Applicants are cautioned that in the event a large number of Applications are received on the Tranche II 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 II 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 II Issue will be on date priority basis, however, from the date of oversubscription and thereafter, the allotments will be made to the applicants on proportionate basis.

## 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 146.

## **Taxation**

Income Tax is deductible at source at the rate of 10% on interest on debentures held by resident Indians (other than insurance companies), at the time of credit/ payment, as per the provisions of section 193 of the IT Act. Further, Tax will be deducted at source at reduced rate or no tax will be deducted at source in the following cases:

- a. When the Assessing Officer issues a certificate on an application by a Debenture Holder on satisfaction that the total income of the Debenture holder justifies no/lower deduction of tax at source as per the provisions of section 197(1) of the IT Act; and that a valid certificate is filed with the Company before the prescribed date of closure of books for payment of debenture interest;
- b. When the resident Debenture Holder with Permanent Account Number (“**PAN**”) (not being a company or a firm) submits a declaration as per the provisions of section 197A(1A) of the IT Act in the prescribed Form 15G verified in the prescribed manner to the effect that the tax on his estimated total income of the financial year in which such income is to be included in computing his total income will be Nil. However, under section 197A(1B) of the IT Act, Form 15G cannot be submitted nor considered for exemption from tax deduction at source if the dividend income referred to in section 194 of the IT Act, interest on securities, interest, withdrawal from NSS and income from units of mutual fund or of Unit Trust of India, as the case may be, or the aggregate of the amounts of such incomes credited or paid or likely to be credited or paid during the financial year in which such income is to be included exceeds the maximum amount which is not chargeable to income tax;
- c. Senior citizens, who are 60 or more years of age at any time during the financial year, enjoy the special privilege to submit a self-declaration in the prescribed Form 15H for non-deduction of tax at source in accordance with the provisions of section 197A(1C) of the IT Act even if the aggregate income credited or paid or likely to be credited or paid exceeds the maximum amount not chargeable to tax, provided that the tax due on the estimated total income of the year concerned will be Nil; and
- d. In all other situations, tax would be deducted at source as per prevailing provisions of the IT Act.

Form No.15G with PAN/ Form No.15H with PAN/ Certificate issued under section 197(1) of the IT Act has to be filed with the Company before the prescribed date of closure of books for payment of debenture interest without any withholding tax.

The aforesaid documents, as may be applicable, should be submitted at the office of the Registrar to the Issue quoting 7 (seven) days prior to the Record Date to ensure non-deduction/lower deduction of tax at source from interest on the NCD. The investors need to submit Form 15H/ 15G/certificate in original with the Assessing Officer for each Fiscal during the currency of the NCD to ensure non-deduction or lower deduction of tax at source from interest on the NCD.

Tax exemption certificate/document, if any, must be lodged at the office of the Registrar to the Issue at least 7 (seven) days prior to the Record Date or as specifically required, failing which tax applicable on interest will be deducted at source on accrual thereof in our Company’s books and/or on payment thereof, in accordance with the provisions of the IT Act and/or any other statutory modification, enactment or notification as the case may be. A tax deduction certificate will be issued for the amount of tax, so deducted.

For further details, please see the section “*Statement of Possible Tax Benefits*” on page 33.

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 as stated in the section titled “*Issue Procedure*” on page 153. Please note that in case the NCDs are transferred and/or transmitted in accordance with the provisions of this Tranche II Prospectus read with the provisions of the Articles of Association of our Company, the transferee of such NCDs or the transferee of 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 is disclosed in Annexure C of Tranche II Prospectus.

### **Maturity and Redemption**

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

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

### **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 Tranche II 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 143.

The mode of payment of interest/redemption/ refund 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.

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

Please note that our Company shall not be responsible to the holder of NCD, for any delay in receiving credit of interest /

refund / redemption so long as our Company has initiated the process of such request in time.

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

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

### **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 149.

### ***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).

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

### **Right to reissue 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 subject to the stipulated minimum security cover being maintained, and no event of default has occurred and is continuing 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. However, if consent and/or intimation is required under applicable law, then the Company shall obtain such consents and/or intimation in accordance with such law.

## **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 Tranche II Issue at any time prior to the Tranche II Issue Closing Date, subject to receipt of minimum subscription (75% of the Base Issue, i.e. ₹ 5,625 lakh). 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 Tranche II 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 II Issue Closing Date for this Tranche II Issue, as applicable, through advertisement(s) in all those newspapers in which pre-issue advertisement and advertisement for opening or closure of this Tranche II Issue have been given.

### **Minimum Subscription**

If our Company does not receive the minimum subscription of 75% of Base Issue Size i.e. ₹ 5,625 lakh, prior to the Tranche II 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 II 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 II 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 II 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 this Tranche II 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 Draft Shelf Prospectus, the Shelf Prospectus and this Tranche II 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/16/24-25 dated August 21, 2024. 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 II 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 II 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 II 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 II Issue. Our Company will disclose in the Company's financial statements for the relevant financial year commencing from Financial Year 2025, the utilisation of the proceeds of this Tranche II Issue under a separate head along with details, if any, in relation to all such proceeds of this Tranche II Issue that have not been utilised thereby also indicating investments, if any, of such unutilised proceeds of this Tranche II 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.

## **Register of NCD Holders**

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

## **Put / Call Option**

Not Applicable.

## **Record Date**

The record date for payment of interest in connection with the NCDs or repayment of principal in connection therewith shall be 15 Days prior to the date on which interest is due and payable, and/or the date of redemption. Provided that trading in the NCDs shall remain suspended between the aforementioned Record Date in connection with redemption of NCDs and the date of redemption or as prescribed by the Stock Exchange, as the case may be.

In case Record Date falls on a day when Stock Exchange is having a trading holiday, the immediate subsequent trading day will be deemed as the Record Date.

## **Recovery Expense Fund**

The Company has created a recovery expense fund and deposited an amount of ₹ 25 lakhs towards recovery expense fund ("**Recovery Expense Fund**" / "**REF**") with the Designated Stock Exchange in the manner as specified by SEBI from time to time and informed the Debenture Trustee about the same. The Recovery Expense fund may be utilised by Debenture Trustee, in the event of default by the Company, for taking appropriate legal action to enforce the security.

## **Right to recall or redeem prior to maturity**

Not Applicable



## 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 II 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 170.*

*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 Tranche II 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 Consortium Member do not accept any responsibility for any adverse occurrence consequent to the implementation of the UPI Mechanism for application in this Tranche II 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 II 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 II 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 Manager are not liable for any amendment or modification or changes in applicable laws or regulations, which may occur after the date of the Tranche II Prospectus.

### PROCEDURE FOR APPLICATION

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

The Physical copies of the Abridged Prospectus containing the salient features of the Shelf Prospectus and Tranche II 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/ Offices of the Consortium Members;
- c. the CRTA at the Designated RTA Locations;
- d. the CDPs at the Designated CDP Locations;

- e. Trading Members at the Broker Centres;
- f. Designated Branches of the SCSBs; and
- g. Office of the Consortium Member

Electronic copies of the Shelf Prospectus and this Tranche II 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 Tranche II Issue:

#### **Category I – Institutional Investors**

- Public financial institutions, scheduled commercial 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, registered with the Pension Fund Regulatory and Development Authority 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; as amended
- Resident venture capital funds registered with SEBI;
- Insurance Companies registered with the IRDAI;
- State industrial development corporations;
- 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;
- Insurance funds set up and Department of Posts, India;
- Systemically important non-banking financial companies registered with RBI;
- 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); and
- Mutual Funds registered with SEBI;

#### **Category II – Non Institutional Investors**

- Companies falling within the meaning of Section 2(20) of the Companies Act 2013; statutory bodies corporation and societies registered under the applicable laws in India and authorised to invest in the NCDs;
- Co-operative banks and regional rural banks;
- Trust including public/private charitable/religious trusts which are 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;
- Scientific and/or industrial research organisations, which are authorised to invest in the NCDs;
- Partnership firms in the name of the partners; Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009);
- Association of persons; and
- Any other incorporated and/ or unincorporated body of persons

### **Category III - High Net-worth Individual, (“HNIs”), Investors**

Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating to above ₹ 10,00,000 across all options of NCDs in the Issue.

### **Category IV - Retail Individual Investors**

Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating up to and including ₹ 10,00,000 across all options of NCDs in the Issue and shall include Retail Individual Investors, who have submitted bid for an amount not more than ₹ 500,000 in any of the bidding options in the Issue (including HUFs applying through their Karta and does not include NRIs) through 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.*

**Please note that it is clarified that Persons Resident outside India shall not be entitled to participate in the Issue and any applications from such persons are liable to be rejected.**

**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 II Issue.**

The Lead Manager or Consortium Member 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 Tranche II Issue and any Application from such persons and entities are liable to be rejected:

- i. 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);
- ii. 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;
- iii. Persons resident outside India and other foreign entities;
- iv. Foreign Portfolio Investors;
- v. Foreign Venture Capital Investors;
- vi. Qualified Foreign Investors;
- vii. Overseas Corporate Bodies; and
- viii. 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 Tranche II Issue.

Please see “*Issue Procedure - Rejection of Applications*” on page 172 for information on rejection of Applications.

### **Method of Application**

In terms of the SEBI Master Circular, an eligible Investor desirous of applying in this Tranche II 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 II Issue either through:

1. the ASBA process (including UPI Investors). Applicants intending to subscribe in this Tranche II 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 II 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 II 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 II ISSUE, THROUGH THE ‘BSE DIRECT’ PLATFORM, CAN ONLY BE MADE BY UPI INVESTORS, I.E., APPLICANTS WHO MAKE AN APPLICATION IN THIS TRANCHE II 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 II 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 159.
- 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 the Shelf Prospectus and this Tranche II Prospectus and the Tranche II Issue related details available on its website under the ‘Forthcoming Issues’ a day prior to the Tranche II Issue Opening Date and the details of this Tranche II Issue shall also be made available on this Tranche II 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 II 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 164.

**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 II Issue Period or any other modified closure date of the Tranche II 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 II Issue prior to the Tranche II Issue Closing Date, hence 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 II 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.
- ix. If the Applicant fails to accept the mandate within stipulated timelines, their Application will not be considered for allocation.

- x. 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 II 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 II Issue Period if the Applicant has made an Application in this Tranche II 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 II 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 II Issue, during this Tranche II 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 II 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 II Issue.
- vii. Applicants must check this Tranche II 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 164.

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 II Issue Period and for the last day of this Tranche II 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 158.

**Our Company, the Directors, affiliates, associates and their respective directors and officers, Lead Manager, the Registrar to this Tranche II 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 Tranche II 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 Tranche II 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 Tranche II 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 Tranche II 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 Tranche II 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 II 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 Tranche II 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 II 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 II 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 II 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 II 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 Tranche II 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 II 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 Shelf Prospectus and Tranche II 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 II Issue Period. The SCSBs shall not accept any Application Forms directly from Applicants after the closing time of acceptance of Applications on this Tranche II 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 II Issue Closing Date, if the Applications have been uploaded. For further information on this Tranche II Issue programme, please see "*General Information – Issue Programme*" on page 27.

**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 Tranche II 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 V of NCDs, as specified in the Tranche II 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 V 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 II 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 II 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 II 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 II Issue except in relation to this Tranche II 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 II 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 Tranche II 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 Tranche II 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 Tranche II Prospectus and in multiples of thereafter as specified in the Tranche II 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 Tranche II 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 Shelf Prospectus and Tranche II 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 Tranche II 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 II Issue Closing Date. For further information on this Tranche II Issue programme, please see "*General Information – Issue Programme*" on page 27.
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 II 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 II 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 and 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 Tranche II 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 II 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 158.

**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 172 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 II Issue shall instruct the SCSBs or the Sponsor Bank (as the case maybe) 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 II 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 Tranche II 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 II 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 Tranche II 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	<ul style="list-style-type: none"> <li>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</li> <li>ii. If using <u>electronic Application Form</u>, to the SCSBs, electronically through internet banking facility, if available.</li> </ul>
Applications under the UPI Mechanism	<ul style="list-style-type: none"> <li>i. Through the Designated Intermediary, physically or electronically, as applicable; or</li> <li>ii. Through BSE Direct.</li> </ul>

**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 II 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 Tranche II Issue. This facility will be available on the terminals of Designated Intermediaries and the SCSBs during this Tranche II 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 Tranche II Issue Closing Date. On this Tranche II 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 II 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 II Issue programme, please see “*General Information – Issue Programme*” on page 27.
- 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 Tranche II 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 II Issue Closing Date to modify/ verify certain selected fields uploaded in the online system during this Tranche II 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 II 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 Tranche II Prospectus and as per the instructions in the Application Form and the Tranche II 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 II 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 II Issue for finalization of the Basis of Allotment, please see “*Information for Applicants*” below.

### **Information for Applicants**

Upon the closure of this Tranche II Issue, the Registrar to this Tranche II 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 II 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 II 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 to the Issue 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. Grouping of the application received will be then done in the manner stated below.

- a. *Applications received from Category I Investors:* Applications received from the Applicants belonging to Category I, shall be grouped together, (“**Institutional Portion**”);
- b. *Applications received from Category II Investors:* Applications received from the Applicants belonging to Category II, shall be grouped together, (“**Non-Institutional Portion**”);
- c. *Applications received from Category III Investors:* Applications received from the Applicants belonging to Category III, shall be grouped together, (“**High Net-worth Individual Category Portion**”).
- d. *Applications received from Category IV Investors:* Applications received from Applicants belonging to Category IV shall be grouped together, (“**Retail Individual Category Portion**”).

For removal of doubt, “**Institutional Portion**”, “**Non-Institutional Portion**”, “**High Net-worth Individual Category Portion**” and “**Retail Individual Category Portion**” are individually referred to as “**Portion**” and collectively referred to as

**“Portions”.**

<b>Particulars</b>	<b>Institutional Portion</b>	<b>Non-Institutional Portion</b>	<b>High Net-worth Individual Category Portion</b>	<b>Retail Individual Investors Portion</b>
% of Issue Size	5%	10%	35%	50%
Base Issue Size (₹ in lakhs)	375	750	2,625	3,750
Total Issue Size (₹ in lakhs)	1,250	2,500	8,750	12,500

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 II Issue up to this Tranche II Issue Limit i.e. aggregating up to ₹ 25,000 lakhs. 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 II 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**

a. Allotments in the first instance:

- i. Applicants belonging to the Institutional Portion, in the first instance, will be allocated NCDs up to 5% of Tranche II Issue Limit on first come first serve basis which would be determined on the date of upload of their Applications in to the electronic platform if the Stock Exchange;
- ii. Applicants belonging to the Non Institution Portion, in the first instance, will be allocated NCDs up to 10% of Tranche II Issue Limit on first come first serve basis which would be determined on the date of upload of their Applications in to the electronic platform if the Stock Exchange;
- iii. Applicants belonging to the High Net Worth Individual Investors Portion, in the first instance, will be allocated NCDs up to 35% of Tranche II Issue limit on first come first serve basis which would be determined on the date of upload of their Applications in to the electronic platform if the Stock Exchange;
- iv. Applicants belonging to the Retail Individual Investors Portion, in the first instance, will be allocated NCDs up to 50% of Tranche II Issue Limit on first come first serve basis which would be determined on the date of upload of their Applications in to the electronic platform of the Stock Exchange

As per the SEBI Master Circular, in consultation with the Designated Stock Exchange, the allotment in this Tranche II Issue is required to be made on date priority basis, i.e., first come first serve basis, based on the date of upload of each application into the electronic book of the Stock Exchange, in each portion subject to the Allocation Ratio indicated herein above. However, from the date of oversubscription and thereafter, the allotments will be made to the applicants on proportionate basis.

- b. *Under Subscription:* If there is any under subscription in any Category, priority in Allotments will be given to the Retail Individual Investors Portion, High Net Worth Individual Investors Portion, and balance, if any, shall be first made to applicants of the Non-Institutional Portion, followed by the Institutional Portion on a first come first serve basis, on proportionate basis. If there is under subscription in the overall Tranche II Issue Limit due to undersubscription in each Portion, all valid Applications received till the end of last day of the Issue Closure day shall be grouped together in each Portion and full and firm Allotments will be made to all valid Applications in each Portion.

For each Category, all Applications uploaded on the same day onto the electronic platform of the Stock Exchange would be treated at par with each other. Allotment would be on proportionate basis, where NCDs uploaded into the platform of the Stock Exchanges on a particular date exceeds NCDs to be Allotted for each portion respectively.

- c. Minimum allotment of 1 (one) NCD and in multiples of 1 (one) NCD thereafter would be made in case of each valid Application to all applicants.
- d. *Allotments in case of oversubscription:* In case of an oversubscription, allotments to the maximum extent, as possible, will be made on a first-come first-serve basis and thereafter on proportionate basis, i.e. full allotment of the NCDs to the Applicants on a first come first basis up to the date falling 1 (one) day prior to the date of oversubscription and proportionate allotment of NCDs to the applicants from the date of oversubscription and thereafter (based on the date of upload of each Application on the electronic platform of the Stock Exchange, in each Portion).

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 II 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). The date of oversubscription for each category will be determined as per the bucket size based on the allocation ratio stated above not taking into account any spill overs due to undersubscription in other categories.
- ii. In case there is oversubscription in this Tranche II 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 II 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 High Net Worth Individual Investors Portion, next 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 II Issue Period.
  - c. For the sake of clarity, once full and firm allotment has been made to all the valid Applications in the undersubscribed portion, the remaining balance in the undersubscribed Portion will be Allocated to the oversubscribed Portion(s) and proportionate allotments shall be made to all valid Applications in the oversubscribed Portion(s) uploaded on the date of oversubscription and thereafter on the remaining days of the Tranche II Issue Period.

- e. Proportionate Allotments: *For each Portion, on the date of oversubscription and thereafter:*

Allotments to the Applicants shall be made in proportion to their respective Application size, rounded off to the nearest integer.

If the process of rounding off to the nearest integer results in the actual allocation of NCDs being higher than the Tranche II Issue Limit, 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.

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.

- f. 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. Options I, II, III and IV;
- ii. followed by annual interest payment in order of least tenor i.e. Options V, VI, VII and VIII;
- iii. followed by payment on cumulative Option in order of least tenor i.e. Options IX, X, XI, XII and XIII. However, the allotment in option XIII shall not exceed ₹ 75 crores each.

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



forementioned provisions of this Tranche II Prospectus.

Our Company would Allot Option V 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 V 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 II 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 Tranche II Prospectus. Any other queries / issues in connection with the Applications will be appropriately dealt with and decided upon by our Company in consultation with the Lead Manager.

### **Retention of oversubscription**

Our Company shall have an option to retain over-subscription up to this Tranche II 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 II 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 II Issue Closing Date.

Allotment Advices shall be issued or Application Amount shall be unblocked within 6 (six) Working Days from this Tranche II 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 II Issue.

### **OTHER INFORMATION**

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

Applicants can withdraw their Applications until this Tranche II Issue Closing Date. In case an Applicant wishes to withdraw the Application during this Tranche II 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 II Issue Period**

In case an Applicant wishes to withdraw the Application after this Tranche II 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 II 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 II 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 II 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 II Issue Closing Date to modify/ verify certain selected fields uploaded in the online system during this Tranche II 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 158.

### **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 II Issue as per the provisions of the Companies Act, 2013 and the Depositories Act.

**Communications**

All future communications in connection with Applications made in this Tranche II 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 Tranche II 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 19 of the Shelf Prospectus 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 II 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 Tranche II 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 Tranche II 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 II Issue proceeds only upon execution of the Debenture Trust Deed as stated in this Tranche II Prospectus, on receipt of the minimum subscription of 75% of the Base Issue i.e. ₹ 5,625 lakh and receipt of listing and trading approval from the Stock Exchange;
- g. This Tranche II 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 Tranche II 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 Tranche II 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 Tranche II 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 II Issue;
- e. Our Company will forward details of utilisation of the proceeds of this Tranche II 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 Tranche II Issue as contained in this Tranche II Prospectus;
- g. Our Company will disclose the complete name and address of the Debenture Trustee in its annual report and website; 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. In case of an oversubscription, allotments to the maximum extent, as possible, will be made on a first-come first-serve basis and thereafter on proportionate basis, i.e. full allotment of the NCDs to the Applicants on a first come first basis up to the date falling 1 (one) day prior to the date of oversubscription and proportionate allotment of NCDs to the applicants from the date of oversubscription and thereafter (based on the date of upload of each Application on the electronic platform of the Stock Exchange, in each Portion). On the successful allotment of the NCDs, this Tranche II Issue proceeds will be released to the issuer to use in pursuance of the objects specified in this Tranche II Prospectus.

## SECTION VIII : 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 Tranche II Prospectus until the date of closure of this Tranche II Issue.

### I. Material Contracts

1. Issue Agreement dated August 8, 2024 between the Company and the Lead Manager.
2. Registrar Agreement dated July 1, 2024, between the Company and the Registrar to the Issue.
3. Debenture Trustee Agreement dated July 1, 2024, between the Company and the Debenture Trustee for the NCD Holders.
4. Agreed form of Debenture Trust Deed to be executed between our Company and the Debenture Trustee.
5. Public Issue Account and Sponsor Bank Agreement dated September 25, 2024 amongst the Company, the Lead Manager, the Registrar, the Public Issue Account Bank, Sponsor Bank and the Refund Bank.
6. Consortium Agreement dated September 25, 2024 between the Company and the Consortium Members.
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 September 12, 2024 issued by CRISIL Ratings Limited assigning a rating of “CRISIL AA-/Stable” for an amount of ₹ 1,90,000 lakhs of NCDs.
7. Credit rating letter dated September 12, 2024 issued by CRISIL Ratings Limited assigning a rating of “CRISIL AA-/Stable” for an amount of ₹ 1,10,000 lakhs of NCDs (of which, ₹ 10,900 lakhs is unutilized) along with rating rationale dated September 11, 2024.
8. Board resolution dated May 20, 2024 approving the Issue and related matters including authorised signatories.
9. Shareholders’ resolution dated September 28, 2022 pursuant to Section 180 of the Companies Act, 2013.
10. Copy of the resolution of the Stock Allotment Committee dated July 1, 2024, approving the Issue.
11. Copy of the resolution of the Stock Allotment Committee dated August 8, 2024, approving the Draft Shelf Prospectus.
12. Copy of the resolutions of the Stock Allotment Committee dated August August 23, 2024, approving the Shelf Prospectus.

13. Copy of the resolutions of the Stock Allotment Committee dated August September 25, 2024, approving this Tranche II Prospectus.
14. Consents of each of the Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Joint Statutory Auditors, Lead Manager, Legal Advisors to the Issue, Public Issue Account Bank(s), Sponsor Bank, Refund Bank, Bankers to the Issue, Consortium Member, the Debenture Trustee, Registrar to the Issue, experts and the Credit Rating Agency to act in their respective capacities and consents from the relevant lenders and debenture trustee.

The Issuer has received the written consent dated September 25, 2024, from Joint Statutory Auditors of our Company, namely Krishnan Retna & Associates and Rangamani and Co., to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI NCS Regulations, in this Tranche II Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Joint Statutory Auditors, and in respect of the (a) Audited Standalone Financial Statement for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022 and Audited Consolidated Financial Statement for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022; (b) the Unaudited Standalone Financial Results of the Company for the quarter quarter and three months ended June 30, 2024 as included in the Shelf Prospectus; and (c) the statement of possible tax benefits dated September 25, 2024, which appear in this Tranche II Prospectus, and such consent has not been withdrawn as on the date of this Tranche II Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act, 1993.

15. Industry report titled “*Gold Loans*” released in July 2024.
16. Consent of CRISIL Ratings Limited dated July 22, 2024 with respect to the industry report titled ‘*Gold Loans*’ released in July 2024.
17. Annual Reports of the Company for the three Fiscals.
18. Statement of possible tax benefits dated September 25, 2024, issued by the Statutory Auditors.
19. In-principle listing approval from BSE, through letter no. DCS/BM/PI-BOND/16/24-25 dated August 21, 2024.
20. Due Diligence Certificate dated September 25, 2024, filed by the Lead Manager with SEBI.
21. Due Diligence Certificate dated August 8, 2024, through letter no. 713/OPR/VTPL/2024-25 from the Debenture Trustee to the Issue.

## DECLARATION

We, the Directors of the Company, hereby certify and declare that all relevant provisions of the Companies Act, 2013 as amended, and the rules prescribed thereunder, to the extent applicable, 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 Contracts (Regulation) Rules, 1957, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 II 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 II Prospectus are true, accurate and correct in all material respects are in conformity with 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 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 II 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 II Prospectus. No information material to the subject matter of this form has been suppressed or concealed and whatever is stated in this Tranche II Prospectus thereto is true, correct and complete and is as per the original records maintained by the Promoter(s) subscribing to the Memorandum of Association and Articles of Association. The contents of the document have been perused by the Board of Directors, and the final and ultimate responsibility of the contents mentioned herein shall also lie with Board of Directors.

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

\_\_\_\_\_  
Mr. Thomas John Muthoot, Managing Director  
DIN: 00011618

\_\_\_\_\_  
Mr. Thomas George Muthoot, Director  
DIN: 00011552

\_\_\_\_\_  
Mr. Thomas Muthoot, Executive Director and Chief Financial Officer  
DIN: 00082099

\_\_\_\_\_  
Mr. Anthony Abraham Thomas, Independent Director  
DIN: 07749806

\_\_\_\_\_  
Ms. Preethi John Muthoot, Director  
DIN: 00483799

\_\_\_\_\_  
Mr. Arrattukulam Peter Kurian, Independent Director  
DIN: 00008022

\_\_\_\_\_  
Mr. Vikraman Ampalakkat, Independent Director  
DIN: 01978341

\_\_\_\_\_  
Mr. Badal Chandra Das, Independent Director  
DIN: 09758076

\_\_\_\_\_  
Mr. Ravi Ramchandran, Independent Director  
DIN: 10048011

Date: September 25, 2024  
Place: Trivandrum

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

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RUMUFILT/352560/NCD/0924/98095/168550576  
September 12, 2024

**Mr. Thomas John Muthoot**  
Managing Director  
**Muthoot Finco1·p Limited**  
Muthoot Centre,  
Punnen Road,  
Tiiimvananthapuram - 695034  
9773378717



Dear Mr. Thomas John Muthoot,

**Re: Review of CRISIL Rating on the Rs.1900 Crore Non Convertible Debentures\* of Muthoot Finco1·p Limited**

All ratings assigned by CRISIL Ratings are kept under continuous surveillance and review.

CRISIL Ratings has, after due consideration, reaffirmed its CRISIL AA-/Stable (pronounced as CRISIL double A minus rating with Stable outlook) rating on the captioned debt instrument. 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.

In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL Ratings will be necessary.

As per our Rating Agreement, CRISIL Ratings would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL Ratings reserves the right to withdraw, or revise the rating/ outlook assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information, or other circumstances which CRISIL Ratings believes may have an impact on the rating. Please visit [www.crisilratings.com](http://www.crisilratings.com) and search with the name of the rated entity to access the latest rating/s.

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

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

With warm regards,

Yours sincerely,

Prashant Pratap Mane  
Associate Director - CRISIL Ratings

Nivedita Shibu  
Director - CRISIL Ratings



\*Unutilised

**Disclaimer:** A rating by CRISIL Ratings reflects CRISIL Ratings' current opinion on the likelihood of timely payment of the obligations under the rated instrument, and does not constitute an audit of the rated entity by CRISIL 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 or 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 or users or transmitters or distributors of its ratings. CRISIL Ratings' criteria are available without charge to the public on the web site, [www.crisilratings.com](http://www.crisilratings.com). CRISIL Ratings or its associates may have other commercial transactions with the company/entity. For the latest rating information on any instrument of any company rated by CRISIL Ratings, please visit [www.crisilratings.com](http://www.crisilratings.com) or contact Customer Service Helpdesk at CRJS/1..Jatin sk [crisil.comorat](mailto:crisil.comorat) 1800-267-1301

**CRISIL Ratings Limited**

A subsidiary of CRISIL Limited, an S&P Global Company  
Corporate Identity Number: U67100MH2019PLC326247

RL/MUFILT/352560/NCD/0924/98092/153695143  
 September 12, 2024

**Mr. Thomas John Muthoot**  
 Managing Director  
**Muthoot Fincorp Limited**  
 Muthoot Centre,  
 Punnen Road,  
 Tiiimvananthapuram - 695034  
 9773378717



Dear Mr. Thomas John Muthoot,

**Re: Review of CRISIL Rating on the Non Convertible Debentures Aggregating Rs.1100 Crore<sup>2</sup> of Muthoot Fincorp Limited**

All ratings assigned by CRISIL Ratings ru-e kept under continuous surveillance and review.

CRISIL Ratings has, after due consideration, reaffirmed its CRISIL AA-/Stable (pronounced as CRISIL double A minus rating with Stable outlook) rating on the captioned debt instrument. Securities with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such securities truly vely low credit risk.

In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL Ratings -will be necessary.

As per our Rating Agreement, CRISIL Ratings would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL Ratings reserves the right to withdraw, or revise the rating/ outlook assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information, or other circumstances which CRISIL Ratings believes may have an impact on the rating. Please visit [www.crisilratings.com](http://www.crisilratings.com) and search with the name of the rated entity to access the latest rating/s.

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

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

With warm regards,

Yours sincerely,

Prashant Pratap Mane  
 Associate Director - CRISIL Ratings

Nivedita Shi bu  
 Director - CRISIL Ratings



*2Rs.109 Crore wintilised*

**Disclaimer:** A rating by CRISIL Ratings reflects CRISIL Ratings' current opinion on the likelihood of timely payment of the obligations under the rated instrument, and does not constitute an audit of the rated entity by CRISIL 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 or 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 or users or transmitters or distributors of its ratings. CRISIL Ratings' criteria are available without charge to the public on the web site, [www.crisilratings.com](http://www.crisilratings.com). CRISIL Ratings or its associates may have other commercial transactions with the company/entity. For the latest rating information on any instrument of any company rated by CRISIL Ratings, please visit [www.crisilratings.com](http://www.crisilratings.com) or contact Customer Service Helpdesk at [CRISIL@crisil.com](mailto:CRISIL@crisil.com) or [1800-267-1301](tel:1800-267-1301).

**CRISIL Ratings Limited**

A subsidiary of CRISIL Limited, an S&P Global Company  
 Corporate Identity Number: U67100MH2019PLC326247

**Rating Rationale**

September 11, 2024 | Mumbai

**Muthoot Fincorp Limited**

*Perpetual bonds rating upgraded to 'CR/SIL A+/Stable'; 'CR/SIL AA-/Stable' assigned to Subordinated Debt; 'CR/SIL A+/Stab/e' assigned to Perpetual Bonds*

**Rating Action**

<b>Total Bank Loan Facilities Rated</b>	<b>Rs.18200 Crore</b>
<b>Long Term Rating</b>	<b>CRISIL AA-/Stable Reaffirmed</b>

<b>Rs.100 Crore Perpetual Bonds"</b>	<b>CRISIL A+/Stable</b>	<b>Assigned)</b>
<b>Rs.100 Crore Perpetual Bonds</b>	<b>CRISIL A+/Stable</b>	<b>Upgraded from CRISIL A/Stable</b>
<b>Rs.75 Crore Perpetual Bonds</b>	<b>CRISIL A+/Stable</b>	<b>Upgraded from CRISIL A/Stable</b>
<b>Rs.95 Crore Perpetual Bonds</b>	<b>CRISIL A+/Stable</b>	<b>Upgraded from CRISIL A/Stable</b>
<b>Rs.25 Crore Perpetual Bonds</b>	<b>CRISIL A+/Stable</b>	<b>Upgraded from CRISIL A/Stable</b>
<b>Perpetual Bonds Aaregating Rs.404 Crore</b>	<b>CRISIL A+/Stable</b>	<b>Upgraded from CRISIL A/Stable</b>
<b>Rs.50 Crore Subordinated Debt</b>	<b>CRISIL AA-/Stable (Assigned)</b>	
<b>Rs.150 Crore Subordinated Debt</b>	<b>CRISIL AA-/Stable (Reaffirmed)</b>	
<b>Rs.200 Crore Non Convertible Debentures-&amp;</b>	<b>CRISIL AA-/Stable (Reaffirmed)</b>	
<b>Rs.1900 Crore Non Convertible Debentures</b>	<b>CRISIL AA-/Stable (Reaffirmed)</b>	
<b>Non Convertible Debentures Aggregating Rs.400 Crore<sup>1</sup></b>	<b>CRISIL AA-/Stable (Reaffirmed)</b>	
<b>Non Convertible Debentures Aaregating Rs.1100 Crore<sup>2</sup></b>	<b>CRISIL AA-/Stable (Reaffirmed)</b>	
<b>Rs.1000 Crore Commercial Pacer</b>	<b>CRISIL A1+ (Reaffirmed)</b>	
<b>Non Convertible Debentures Aggregating Rs.2025.18 Crore (Reduced from Rs.2068.49 Crore)<sup>3</sup></b>	<b>CRISIL AA-/Stable (Reaffirmed)</b>	
<b>Subordinated Debt Aaregating Rs.450 Crore</b>	<b>CRISIL AA-/Stable (Reaffirmed)</b>	
<b>Rs.100 Crore Subordinated Debt</b>	<b>CRISIL AA-/Stable (Reaffirmed)</b>	

\*Private placement

-unutilised

<sup>1</sup>Rs.100 Crore unutilised

<sup>2</sup>Rs.109 Crore unutilised

<sup>3</sup>Rs.52.16 Crore unutilised

Note: None of the Directors on CR/SIL 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 upgraded its rating on the perpetual bonds of Muthoot Fincorp Limited (MFL; flagship company of the Muthoot Pappachan group [MPG]) to '**CRISIL A+/Stable**' from 'CRISIL NStable'. CRISIL Ratings has also assigned its '**CRISIL AA-/CRISIL A+/Stable**' rating to Rs.50 crore subordinated debt and Rs.100 crore perpetual bonds of MFL. The rating on other debt instruments and bank facilities of MFL has been reaffirmed at 'CRISIL AA-/Stable/CRISIL A1+'.

The upgrade in the rating of perpetual bonds primarily factors in the higher buffer in capital adequacy above the regulatory requirement maintained by MFL in recent years. Over the past 3 years, tier 1 and overall capital adequacy has improved on account of steady accruals from business. The company's tier-1 ratio and overall CRAR stood at 15.6% and 18.9% respectively on June 30, 2024, as compared to 12.1% and 16.9% respectively as on March 31, 2021. Further, the company has maintained tier 1 and overall capital adequacy at above 14.7% and 19.4% respectively over the last 3 financial years. CRISIL Ratings expects the company to continue to maintain comfortable cushion in its capital adequacy (over regulatory minimum) over the medium term.

The ratings continue to reflect the healthy performance and strong market position of MFL in the core gold loan portfolio, as indicated by steady growth in its assets under management (AUM); and sound asset quality. The ratings are further supported by promoters' extensive experience in the loan-against-gold jewellery business, established market position in the gold Financing business, and diversified product profile of MPG. These strengths are partially offset by geographical concentration in portfolio and potential challenges associated with the non-gold loan segments.

Gold loan portfolio accounted for around 54% of the group's overall AUM as on June 30, 2024, and stood at Rs 22,772 crore (including co-lending of Rs 2,354 crore). Out of the remaining 46% non-gold portfolio, microfinance business accounted for majority i.e. 29% and Rs 12,210 crore AUM as on June 30, 2024, while the AUM of vehicle and housing finance stood at 5% each and Rs 2,179 crore and Rs 2,157 crore, respectively.

As far as gold loan portfolio is concerned, CRISIL Ratings has taken note of the recent news concerning disbursement of loans in cash by non-banking financial companies (NBFCs) engaged in the gold loan business. During 01 of fiscal 2025, the company has smoothly transitioned to digital channels due to its existing infrastructure and technology, which already supported online disbursements for larger loan amounts.. CRISIL Ratings, however, will continue to monitor the impact of the guidelines on the growth in gold loan portfolio of MPG group.

Capital position has been supported by the internal accruals and the recent capital infusion in the microfinance subsidiary during December 2023 through an IPO with fresh equity of Rs 760 crore and Rs 200 crore through offer for sale. Consequently, consolidated networth increased to Rs 6,570 crore in fiscal 2024 from Rs 4,904 crore (adjusted for real estate and cash) in fiscal 2023. Moreover, consolidated gearing stood at -5 times as on March 31, 2024, from 5.7 times (adjusted for real estate and cash) as on March 31, 2023. During 01 of fiscal 2024, the standalone PAT of MFL stood at Rs 181 crore translating into ROMA of 2.5% (one of its highest since last 4-5 years).

## **Analytical Approach**

For arriving at the ratings, CRISIL Ratings has combined the business and financial risk profiles of MFL (engaged in financing against gold jewellery, and financing micro and small and medium enterprises [MSMEs]), Muthoot Microfin Ltd (MML; microfinance), Muthoot Capital Services Ltd (MCSL; two-wheeler finance and MSME loans), and Muthoot Housing Finance Company Ltd (MHFCL; housing finance). This is because all these companies, collectively referred to as 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.

The rating on the perpetual debt instruments reflects the subordinated nature of instruments and factors in the extent of comfortable buffer consistently maintained by MFL over the regulatory capital adequacy requirements and adequate financial flexibility. The ratings on the perpetual bonds additionally takes into account restriction to MFL from servicing these instruments if it breaches the minimum regulatory capital requirement, or if the regulator denies permission to the company to make payments of interest and principal, if it reports losses.

*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 the extensive experience of the promoters**

MFL has an established market position in gold financing. The promoters have spent over seven decades in 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. Gold loan business registered a steady 2.3% compound annual growth rate over fiscals 2021-2024, despite increase in competition from banks. The company's gold loan ALIM stood at Rs 22,772 crore as of June 2024 in comparison to Rs 20,484 crore in the fiscal 2024. The total gold holding stood at around 48.2 tonnes as on March 31, 2024 (48.09 tonnes as on March 31, 2023). As far as disbursements are concerned, company maintained average monthly disbursement rate of close to Rs 4951 crore during Q1 of fiscal 2025 (as against Rs 3931 crore during fiscal 2024). The ALIM per branch accordingly has improved to around Rs 6.2 crore as on March 31, 2024, against -Rs 4.4 crore in fiscal 2020.

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

The 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 ALIM of the group was around Rs 42,378 crore as on June 30, 2024 (Rs 39,170 crore as on March 31, 2024). The proportion of gold loans remained high at 54% in June 2024. The microfinance portfolio is the second-largest with around 29% of the group's overall portfolio as on June 30, 2024. CRISIL Ratings believes that the gold loans will continue to hold the largest share in the consolidated ALIM over the medium term.

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

Networth at standalone level stood at Rs 4,875 crore (including CCCPS) as on June 30, 2024, against Rs 4,423 crore as on March 31, 2024. 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, networth stood at Rs 6,570 crore (including CCCPS) as on March 31, 2024, against Rs 4,904 crore (adjusted for real estate and cash) as on March 31, 2023, which was bolstered by recent capital infusion in the microfinance subsidiary during December 2023 through an IPO with fresh equity of Rs 760 crore and Rs 200 crore through offer for sale. Moreover, gearing at the standalone level stood at 4.2 times as on June 2024 as compared to 4.5 times in fiscal 2024 and at consolidated level improved to 5 times in fiscal 2024 as compared to 5.8 (adjusted for real estate and cash) times in fiscal 2023. The management is expected to maintain gearing at the 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**

Gross non-performing assets (GNPAs) for MFL stood at 1.5% as of June 2024 against 1.6% in March 2024. Furthermore, there is 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 are due for payment at the end of the tenure. Nevertheless, during the last 6-8 quarters, the company steadily commenced lending to the MSME, retail outlets and has also been offering LAP loans to salaried customers (against collateral of property). The non-gold portfolio stood at Rs 3,060 crore as of June 30, 2024, and the company is planning to steadily expand the same. MFL is doing regular auctions of gold loans, which would help in reducing GNPA below 2% in gold loans. In the gold loan segment, the company has maintained healthy asset quality over the years, backed by strong collection efficiency. Asset quality, as measured by credit costs, has also been under control (within 0.5%) during this period for gold loans. In fiscal 2024, credit cost stood at 0.1%. After the second wave of Covid, the company has been doing regular auctions since June 2021. Furthermore, company is focusing on short-tenure (less than 12 months) gold loan product which should help MFL to de-risk the portfolio from any sharp movements in gold prices in the near term.

#### **Improving earnings profile**

Profitability, both at consolidated and standalone level, has seen substantial improvement during last 1-2 years. On a standalone basis, RoMA improved to 2.5% during Q1 of fiscal 2025 (one of its highest since last 4-5 years) as against 2.1% during fiscal 2024 (1.9% during fiscal 2023). If we adjust for cash and cash equivalents, profitability improves to 2.6% in Q1 of fiscal 2025. The company has maintained its focus on regular interest collections in its gold loan portfolio in order to avoid for any higher delinquencies and reduce loss, if any, post auctions. On a consolidated level, the earnings profile benefitted from improvement in its key businesses i.e. microfinance and vehicle finance. RoMA, at group level, improved to 2.8% in fiscal 2024 from 2.0% in fiscal 2023. The profitability in the microfinance portfolio, in particular, has improved substantially owing to steady growth and limited asset quality challenges faced during last 4-6 quarters. The RoMA within microfinance stood at 3.6% during fiscal 2024 as against 1.8% during fiscal 2023. As far as vehicle finance segment is concerned (which is housed in MCSL), it had been carrying a huge provision buffer of Rs 393 crore (18.7% of the on-book portfolio as of March 2023). Of this Rs 139 crore was written back during the first half of fiscal 2024. As a result, the company's profitability improved owing to this one-time impact; RoMA for MCSL stood at 5.1% during fiscal 2024 as against 3.5% during fiscal 2023. Nevertheless, given decent portion of group is towards unsecured segment, its ability to maintain on credit costs and thereby keep improving on its earnings profile will remain key monitorable.

### **Weakness:**

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

High geographical concentration persists, with South India accounted for around 55% of the gold loan portfolio as on June 30, 2024, though it improved from 70% as on March 31, 2019. This was achieved by increase in per branch business from branches other than those in southern India; opening of new branches in North, East and South; and closure or merger of non-viable branches in South India. While concentration has been declining, it is higher than that of peers. Presently, since demand for gold loans has been high in the region, the proportion of ALIM from the South may not decline further in subsequent fiscals.

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

The non-gold segments accounted for 48% of the overall portfolio as on March 31, 2024. 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 2024, microfinance and housing finance portfolios registered a double-digit growth of 33% and 36%, respectively, while vehicle loan portfolio degrew by 4%.

However, asset quality in both the microfinance and vehicle finance segments has improved. The 90+ dpd (days past due) for MML stood at 4.3% as of March 2024 (5.1% as on March 31, 2023). The GNPA in case of MCSL stood at 10.2% (20.55% as on March 31, 2023) against 25.9% as on March 31, 2022. The 90+ dpd for MHFCL stood at 0.78% as on March 31, 2024 (0.8% as on March 31, 2023). Nevertheless, CRISIL Ratings will continue to closely monitor the delinquency trend and collection efficiencies in the non-gold loan segments over the medium term. Additionally, sufficiency of capital buffers to withstand asset-side shocks remains a key rating sensitivity factor.

#### **Liquidity: Strong**

As per the asset liability management statement of June 30, 2024, MFL, on a standalone basis, had cumulative positive gaps in the up to 1 year bucket. As on same date, it had liquidity of Rs 1,540 crore (Rs 1063 crore of cash and equivalent and Rs 477 crore of cash credit [CC]/working capital demand loan [WCDL]). Against this, it had total debt repayment (including operating expense) of Rs 1,328 crore in the next three months. This excludes CC/WCDL limits, which are typically rolled over. CRISIL Ratings notes that MFL has been able to roll over the CC/WCDL limits in the past and also during the previous three months and expects to be able to roll over the balance limits falling due in the coming months.

Average monthly collection stood at around Rs 4,530 crore during the Q1 of fiscal 2025. In terms of additional funding, in Q1 of fiscal 2025, MFL raised Rs 2,160 crore in the form of terms loans and CP. While a larger proportion of borrowing has been sourced as funding lines from banks and financial institutions such as term loans (38.2%) and CC/WCDL (40%), resource profile remained diversified across avenues such as NCDs (14.3%) and subordinated debt (6.9%) as on June 30, 2024.

#### **Outlook: Stable**

CRISIL Ratings believes MFL's business risk profile of MFL 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 of MFL, resulting in a similar reduction in adjusted gearing at the group level
- Improvement in consolidated profitability with RoMA at over 3% on a steady state basis
- Improvement in asset quality of the 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 Com12anY. and Grou12**

Set up in 1997, MFL is a non-deposit-taking, systemically important NBFC engaged in lending against gold jewellery. The company has diversified into Secured and Unsecured MSME segment. It is the flagship company of the MPG, which has diverse businesses 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 and foreign exchanges through its branches. MFL (on a standalone basis) had an ALIM of Rs 22,888 crore. MML had an ALIM of Rs 12,194 crore, MCSL had Rs 2,018 crore, and Muthoot Housing had Rs 2,070 crore as on March 31, 2024. The microfinance business accounted for majority i.e. 31%, while the ALIM of vehicle and housing finance stood at 5% each.

#### **Key Financial Indicators- Standalone**

As on/for the period ended March 31		June 2024	2024	2023	2022	2021
Total managed assets#	Rs crore	30,804	27,746	24,852	24,275	22,969
Total income	Rs crore	1,244	4,011	3,491	3,328	3,233
Profit after tax	Rs crore	181	563	460	346	370
Gross NPA	%	1.5	1.6	2.1	2.9	1.9
Gearina	Times	4.2	4.5	4.2w	4.9w	6.2w
Return on managed assets#	%	2.5	2.1	1.9	1.5	1.7

#including off balance sheet assets and co-lending; annualised for June 2024

\*net gearing is adjusted for off balance sheet assets and real estate exposure and cash

#### **Key financials for MPG**

As on/ for the period ended March 31		2024	2023	2022	2021
Total managed assets	Rs crore	44,754	37,753	33,748	30,973
Total assets under management	Rs crore	39,170	31,587	28,308	27,371
Total income	Rs crore	6,981	5,596	4,753	4,606
Profit after tax	Rs crore	1,166	725	241	449
Gross NPA	%	2.2	3.3	5.5	3.6
Net gearing/Gearing	Times	5	5.8w	6.0w	7.4w
Return on managed assets\$	%	2.8	2.0	0.8	1.6

\*net gearing is adjusted for off balance sheet assets and real estate exposure and cash

\$including off balance sheet assets

**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.Crore)	Complexity Levels	Rating Outstanding with Outlook
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NA	Commercial Paper	NA	NA	7 to 365 Days	1000	Simple	CRISILA1+
INE549K07543	Non Convertible Debentures	7-Feb-20	9.50%	7-Feb-25	26.32	Simple	CRISIL AA-/Stable
INE549K07576	Non Convertible Debentures	7-Feb-20	10.00%	7-Feb-25	8.91	Simple	CRISIL AA-/Stable
INE549K07618	Non Convertible Debentures	7-Feb-20	Zero Coupon	7-Feb-25	55.6	Simple	CRISIL AA-/Stable
INE549K07683	Non Convertible Debentures	17-Jul-20	9.25%	17-Jul-25	13.96	Simple	CRISIL AA-/Stable
INE549K07717	Non Convertible Debentures	17-Jul-20	9.75%	17-Jul-25	5.81	Simple	CRISIL AA-/Stable
INE549K07741	Non Convertible Debentures	17-Jul-20	Zero Coupon	17-Jul-25	28.07	Simple	CRISIL AA-/Stable
INE549K07824	Non Convertible Debentures	29-Oct-20	9.15%	29-Oct-25	47.85	Simple	CRISIL AA-/Stable
INE549K07857	Non Convertible Debentures	29-Oct-20	9.60%	29-Oct-25	19.01	Simple	CRISIL AA- <b>I</b> Stable
INE549K07881	Non Convertible Debentures	29-Oct-20	Zero Coupon	29-Oct-25	49.43	Simple	CRISIL AA-/Stable
INE549K07949	Non Convertible Debentures	29-Jan-21	8.75%	29-Jan-26	29.12	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	9.00%	29-Jan-27	32.02	Simple	CRISIL AA- <b>I</b> 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- <b>I</b> Stable
INE549K07AB2	Non Convertible Debentures	15-Mar-21	8.75%	15-Mar-26	22.43	Simple	CRISIL AA-/Stable
INE549K07AE6	Non Convertible Debentures	15-Mar-21	Zero Coupon	15-Mar-26	11.74	Simple	CRISIL AA- <b>I</b> Stable
INE549K08202	Non Convertible Debentures	15-Mar-21	9.00%	15-Mar-27	26.89	Simple	CRISIL AA-/Stable
INE549K08210	Non Convertible Debentures	15-Mar-21	9.40%	15-Mar-27	7.65	Simple	CRISIL AA- <b>I</b> Stable
INE549K08228	Non Convertible Debentures	15-Mar-21	Zero Coupon	15-Mar-27	24.62	Simple	CRISIL AA-/Stable
INE549K07AJ5	Non Convertible Debentures	7-May-21	8.75%	7-May-26	21.22	Simple	CRISIL AA- <b>I</b> Stable
INE549K07AO5	Non Convertible Debentures	7-May-21	Zero Coupon	7-May-26	13.06	Simple	CRISIL AA- <b>I</b> Stable
INE549K08236	Non Convertible Debentures	7-May-21	9.50%	7-May-27	20.18	Simple	CRISIL AA-/Stable
INE549K08244	Non Convertible Debentures	7-May-21	9.75%	7-Aug-28	30.23	Simple	CRISIL AA-/Stable
INE549K08251	Non Convertible Debentures	7-May-21	Zero Coupon	7-Aug-28	38.85	Simple	CRISIL AA- <b>I</b> Stable
INE549K07AT4	Non Convertible Debentures	29-Oct-21	8.50%	28-Dec-24	39.4	Simple	CRISIL AA- <b>I</b> Stable
INE549K07AU2	Non Convertible Debentures	29-Oct-21	8.75%	29-Oct-26	34.71	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- <b>I</b> Stable
INE549K08285	Non Convertible Debentures	29-Oct-21	9.50%	29-Oct-27	32.27	Simple	CRISIL AA- <b>I</b> Stable
INE549K08293	Non Convertible Debentures	29-Oct-21	9.75%	29-Jan-29	57.48	Simple	CRISIL AA-/Stable
INE549K08301	Non Convertible Debentures	29-Oct-21	<b>fio</b>	29-Jan-29	60.67	Simple	CRISIL AA-/Stable
INE549K07BA2	Non Convertible Debentures	2-Feb-22	8.25%	3-Apr-25	39.15	Simple	CRISIL AA- <b>I</b> Stable
INE549K07BB0	Non Convertible Debentures	2-Feb-22	8.50%	2-Feb-27	28.03	Simple	CRISIL AA- <b>I</b> Stable
INE549K07BC8	Non Convertible Debentures	2-Feb-22	8.75%	2-Feb-28	19.57	Simple	CRISIL AA-/Stable
INE549K07BD6	Non Convertible Debentures	2-Feb-22	9.00%	2-Feb-30	56.39	Simple	CRISIL AA-/Stable
INE549K07BF1	Non Convertible Debentures	2-Feb-22	Zero Coupon	3-Apr-25	30.39	Simple	CRISIL AA- <b>I</b> Stable
INE549K07BG9	Non Convertible Debentures	2-Feb-22	Zero Coupon	2-Feb-27	12.71	Simple	CRISIL AA- <b>I</b> Stable
INE549K07BH7	Non Convertible Debentures	2-Feb-22	Zero Coupon	2-Feb-28	8.26	Simple	CRISIL AA-/Stable
INE549K07BI5	Non Convertible Debentures	2-Feb-22	Zero Coupon	2-Feb-30	40.9	Simple	CRISIL AA-/Stable
INE549K07BJ3	Non Convertible Debentures	6-Sep-22	Zero Coupon	6-Sep-30	40.08	Simple	CRISIL AA- <b>I</b> Stable
INE549K07BK1	Non Convertible Debentures	6-Sep-22	Zero Coupon	6-Sep-26	28.74	Simple	CRISIL AA- <b>I</b> Stable
INE549K07BL9	Non Convertible Debentures	6-Sep-22	Zero Coupon	5-Nov-25	35.95	Simple	CRISIL AA-/Stable
INE549K07BM7	Non Convertible Debentures	6-Sep-22	Zero Coupon	5-Dec-24	85.02	Simple	CRISIL AA-/Stable
INE549K07BN5	Non Convertible Debentures	6-Sep-22	8.35%	6-Sep-26	89.95	Simple	CRISIL AA- <b>I</b> Stable
INE549K07BO3	Non Convertible Debentures	6-Sep-22	8.25%	5-Nov-25	43.1	Simple	CRISIL AA- <b>I</b> Stable
INE549K07BP0	Non Convertible Debentures	6-Sep-22	8.00%	5-Dec-24	76	Simple	CRISIL AA-/Stable
INE549K07BQ8	Non Convertible Debentures	2-Feb-23	Zero Coupon	2-Apr-26	69.47	Simple	CRISIL AA-/Stable
INE549K07BR6	Non Convertible Debentures	2-Feb-23	Zero Coupon	2-May-25	74.83	Simple	CRISIL AA-/Stable
INE549K07BS4	Non Convertible Debentures	2-Feb-23	8.70%	2-Feb-27	11.74	Simple	CRISIL AA- <b>I</b> Stable
INE549K07BT2	Non Convertible Debentures	2-Feb-23	8.25%	2-Apr-26	19.57	Simple	CRISIL AA-/Stable
INE549K07BU0	Non Convertible Debentures	2-Feb-23	8.50%	2-Feb-28	40.32	Simple	CRISIL AA-/Stable
INE549K07BV8	Non Convertible Debentures	2-Feb-23	8.10%	2-May-25	40.38	Simple	CRISIL AA-/Stable
INE549K07BW6	Non Convertible Debentures	2-Feb-23	8.80%	2-Feb-28	15.06	Simple	CRISIL AA-/Stable
INE549K07BX4	Non Convertible Debentures	2-Feb-23	8.40%	2-Feb-27	11.81	Simple	CRISIL AA-/Stable
INE549K07BY2	Non Convertible Debentures	2-May-23	Zero Coupon	2-May-30	14.75	Simple	CRISIL AA-/Stable
INE549K07BZ9	Non Convertible Debentures	2-May-23	Zero Coupon	2-Nov-26	21.43	Simple	CRISIL AA-/Stable
INE549K07CA0	Non Convertible Debentures	2-May-23	Zero Coupon	2-Aug-25	46.27	Simple	CRISIL AA- <b>I</b> Stable
INE549K07CB8	Non Convertible Debentures	2-May-23	9.15%	2-May-28	13.7	Simple	CRISIL AA-/Stable
INE549K07CC6	Non Convertible Debentures	2-May-23	9.00%	2-May-30	22.15	Simple	CRISIL AA-/Stable

INE549K07CD4	Non Convertible Debentures	2-May-23	8.80%	2-May-28	11	Simple	CRISIL AA-/Stable
INE549K07CE2	Non Convertible Debentures	2-May-23	8.65%	2-Nov-26	13.18	Simple	CRISIL AA-/Stable
INE549K07CF9	Non Convertible Debentures	2-May-23	8.40%	2-Aug-25	29.62	Simple	CRISIL AA-/Stable
INE549K07CG7	Non Convertible Debentures	9-Aug-23	9.10%	9-Aug-26	100	Simple	CRISIL AA-/Stable
INE549K07CH5	Non Convertible Debentures	20-Sep-23	Zero Coupon	20-Sep-31	13.6	Simple	CRISIL AA-/Stable
INE549K07CJ3	Non Convertible Debentures	20-Sep-23	8.65%	20-Sep-25	27.72	Simple	CRISIL AA-/Stable
INE549K07CJ1	Non Convertible Debentures	20-Sep-23	Zero Coupon	20-Sep-26	23.88	Simple	CRISIL AA-/Stable
INE549K07CK9	Non Convertible Debentures	20-Sep-23	Zero Coupon	20-Sep-25	49.53	Simple	CRISIL AA-/Stable
INE549K07CL7	Non Convertible Debentures	20-Sep-23	9.44%	20-Sep-28	13.35	Simple	CRISIL AA-/Stable
INE549K07CM5	Non Convertible Debentures	20-Sep-23	Zero Coupon	20-Sep-28	9.37	Simple	CRISIL AA-/Stable
INE549K07CN3	Non Convertible Debentures	20-Sep-23	9.27%	20-Sep-26	13.27	Simple	CRISIL AA-/Stable
INE549K07CO1	Non Convertible Debentures	20-Sep-23	9.00%	20-Sep-25	13.95	Simple	CRISIL AA-/Stable
INE549K07CP8	Non Convertible Debentures	20-Sep-23	9.05%	20-Sep-28	35.54	Simple	CRISIL AA-/Stable
INE549K07CQ6	Non Convertible Debentures	20-Sep-23	8.90%	20-Sep-26	28.17	Simple	CRISIL AA-/Stable
INE549K07CR4	Non Convertible Debentures	1-Nov-23	8.65%	1-Nov-25	27.11	Simple	CRISIL AA-/Stable
INE549K07CS2	Non Convertible Debentures	1-Nov-23	8.90%	1-Nov-26	44.23	Simple	CRISIL AA-/Stable
INE549K07CT0	Non Convertible Debentures	1-Nov-23	9.05%	1-Nov-28	20.43	Simple	CRISIL AA-/Stable
INE549K07CU8	Non Convertible Debentures	1-Nov-23	9.00%	1-Nov-25	9.64	Simple	CRISIL AA-/Stable
INE549K07CV6	Non Convertible Debentures	1-Nov-23	9.27%	1-Nov-26	13.89	Simple	CRISIL AA-/Stable
INE549K07CW4	Non Convertible Debentures	1-Nov-23	9.44%	1-Nov-28	10.05	Simple	CRISIL AA-/Stable
INE549K07CX2	Non Convertible Debentures	1-Nov-23	Zero Coupon	1-Nov-25	25.36	Simple	CRISIL AA-/Stable
INE549K07CY0	Non Convertible Debentures	1-Nov-23	Zero Coupon	1-Nov-26	13.86	Simple	CRISIL AA-/Stable
INE549K07CZ7	Non Convertible Debentures	1-Nov-23	Zero Coupon	1-Nov-28	32.72	Simple	CRISIL AA-/Stable
INE549K07DA8	Non Convertible Debentures	1-Nov-23	Zero Coupon	1-Nov-31	7.61	Simple	CRISIL AA-/Stable
INE549K07DB6	Non Convertible Debentures	21-Dec-23	9.75%	21-Dec-28	200	Simple	CRISIL AA-/Stable
INE549K07DL5	Non Convertible Debentures	31-Jan-24	8.90%	31-Jan-26	25.71	Simple	CRISIL AA-/Stable
INE549K07DK7	Non Convertible Debentures	31-Jan-24	Zero Coupon	31-Jan-29	39.29	Simple	CRISIL AA-/Stable
INE549K07DJ9	Non Convertible Debentures	31-Jan-24	Zero Coupon	31-Jan-27	42.6	Simple	CRISIL AA-/Stable
INE549K07DI1	Non Convertible Debentures	31-Jan-24	Zero Coupon	31-Jan-26	41.41	Simple	CRISIL AA-/Stable
INE549K07DH3	Non Convertible Debentures	31-Jan-24	9.15%	31-Jan-27	38.59	Simple	CRISIL AA-/Stable
INE549K07DG5	Non Convertible Debentures	31-Jan-24	9.35%	31-Jan-29	32.29	Simple	CRISIL AA-/Stable
INE549K07DF7	Non Convertible Debentures	31-Jan-24	9.75%	31-Jan-29	10.03	Simple	CRISIL AA-/Stable
INE549K07DE0	Non Convertible Debentures	31-Jan-24	9.50%	31-Jan-27	47.24	Simple	CRISIL AA-/Stable
INE549K07DD2	Non Convertible Debentures	31-Jan-24	9.25%	31-Jan-26	10.54	Simple	CRISIL AA-/Stable
INE549K07DC4	Non Convertible Debentures	31-Jan-24	Zero Coupon	31-Jan-32	12.3	Simple	CRISIL AA-/Stable
INE549K07DM3	Non Convertible Debentures	30-Apr-24	Zero Interest	30-Apr-30	9.4	Simple	CRISIL AA-/Stable
INE549K07DN1	Non Convertible Debentures	30-Apr-24	9.50%	30-Jun-27	11.67	Simple	CRISIL AA-/Stable
INE549K07DO9	Non Convertible Debentures	30-Apr-24	9.25%	30-Jun-26	11.45	Simple	CRISIL AA-/Stable
INE549K07DP6	Non Convertible Debentures	30-Apr-24	9.75%	30-Apr-29	5.3	Simple	CRISIL AA-/Stable
INE549K07DQ4	Non Convertible Debentures	30-Apr-24	10%	30-Apr-30	22.25	Simple	CRISIL AA-/Stable
INE549K07DR2	Non Convertible Debentures	30-Apr-24	Zero Interest	30-Jun-26	45.88	Simple	CRISIL AA-/Stable
INE549K07DS0	Non Convertible Debentures	30-Apr-24	Zero Interest	30-Jun-27	23.64	Simple	CRISIL AA-/Stable
INE549K07DT8	Non Convertible Debentures	30-Apr-24	Zero Interest	30-Apr-29	6.8	Simple	CRISIL AA-/Stable
INE549K07DU6	Non Convertible Debentures	30-Apr-24	9.55%	30-Apr-30	30.24	Simple	CRISIL AA-/Stable
INE549K07DV4	Non Convertible Debentures	30-Apr-24	9.35%	30-Apr-29	15.18	Simple	CRISIL AA-/Stable
INE549K07DW2	Non Convertible Debentures	30-Apr-24	8.90%	30-Jun-26	26.77	Simple	CRISIL AA-/Stable
INE549K07DX0	Non Convertible Debentures	30-Apr-24	Zero Interest	29-Feb-32	9.85	Simple	CRISIL AA-/Stable
INE549K07DY8	Non Convertible Debentures	30-Apr-24	9.15%	30-Jun-27	39.27	Simple	CRISIL AA-/Stable
NA	Non Convertible Debentures#	NA	NA	NA	0.09	Simple	CRISIL AA-/Stable
NA	Non Convertible Debentures#	NA	NA	NA	1900	Simple	CRISIL AA-/Stable
NA	Non Convertible Debentures#	NA	NA	NA	200	Simple	CRISIL AA-/Stable
NA	Non Convertible Debentures#	NA	NA	NA	18	Simple	CRISIL AA-/Stable
NA	Non Convertible Debentures#	NA	NA	NA	1.16	Simple	CRISIL AA-/Stable
NA	Non Convertible Debentures#	NA	NA	NA	28	Simple	CRISIL AA-/Stable
NA	Non Convertible Debentures#	NA	NA	NA	10.27	Simple	CRISIL AA-/Stable
NA	Non Convertible Debentures#	NA	NA	NA	8.98	Simple	CRISIL AA-/Stable
NA	Non Convertible Debentures#	NA	NA	NA	4	Simple	CRISIL AA-/Stable
NA	Non Convertible Debentures#	NA	NA	NA	23.6	Simple	CRISIL AA-/Stable
NA	Non Convertible Debentures#	NA	NA	NA	162.37	Simple	CRISIL AA-/Stable

<b>NA</b>	Non Convertible Debentures#	<b>NA</b>	<b>NA</b>	<b>NA</b>	4.69	Simple	CRISIL AA-/Stable
INE549K08061	Perpetual Bonds	30-Nov-08	12.00%	31-Dec-99	50	Highly Complex	CRISIL A+/Stable
INE549K08046	Perpetual Bonds	10-Aug-09	12.00%	31-Dec-99	26	Highly Complex	CRISIL A+/Stable
INE549K08053	Perpetual Bonds	21-Dec-09	12.00%	31-Dec-99	54	Highly Complex	CRISIL A+/Stable
INE549K08079	Perpetual Bonds	30-Sep-10	12.00%	31-Dec-99	14	Highly Complex	CRISIL A+/Stable
INE549K08152	Perpetual Bonds	17-Oct-17	12.00%	31-Dec-99	48	Highly Complex	CRISIL A+/Stable
INE549K08145	Perpetual Bonds	2-Nov-17	12.00%	31-Dec-99	24	Highly Complex	CRISIL A+/Stable
INE549K08160	Perpetual Bonds	26-Feb-18	12.00%	31-Dec-99	48	Highly Complex	CRISIL A+/Stable
INE549K08269	Perpetual Bonds	28-Jun-21	12.00%	31-Dec-99	50	Highly Complex	CRISIL A+/Stable
INE549K08277	Perpetual Bonds	18-Aug-21	12.00%	31-Dec-99	60	Highly Complex	CRISIL A+/Stable
INE549K08319	Perpetual Bonds	20-Dec-21	12.00%	31-Dec-99	25	Highly Complex	CRISIL A+/Stable
INE549K08350	Perpetual Bonds	12-Jul-22	12.00%	31-Dec-99	25	Highly Complex	CRISIL A+/Stable
INE549K08376	Perpetual Bonds	23-Sep-22	12.00%	31-Dec-99	25	Highly Complex	CRISIL A+/Stable
INE549K08418	Perpetual Bonds	15-Mar-23	12.00%	31-Dec-99	50	Highly Complex	CRISIL A+/Stable
INE549K08442	Perpetual Bonds	26-Sep-23	12.00%	31-Dec-99	50	Highly Complex	CRISIL A+/Stable
INE549K08459	Perpetual Bonds	5-Dec-23	12.00%	31-Dec-99	100	Highly Complex	CRISIL A+/Stable
INE549K08467	Perpetual Bonds	22-Dec-23	12.00%	31-Dec-99	50	Highly Complex	CRISIL A+/Stable
<b>NA</b>	Perpetual Bonds#	<b>NA</b>	<b>NA</b>	<b>NA</b>	100	Highly Complex	CRISIL A+/Stable
INE549K08327	Subordinated Debt	4-Mar-22	10.26%	31-Dec-27	50	Complex	CRISIL AA-/Stable
INE549K08335	Subordinated Debt	17-Mar-22	10.26%	30-Dec-27	50	Complex	CRISIL AA-/Stable
INE549K08343	Subordinated Debt	13-Jul-22	10.26%	13-Jul-28	50	Complex	CRISIL AA-/Stable
INE549K08368	Subordinated Debt	20-Sep-22	10.04%	20-Sep-28	50	Complex	CRISIL AA-/Stable
INE549K08384	Subordinated Debt	5-Dec-22	9.90%	5-May-28	50	Complex	CRISIL AA-/Stable
INE549K08392	Subordinated Debt	15-Dec-22	10.05	15-Jun-28	50	Complex	CRISIL AA-/Stable
INE549K08400	Subordinated Debt	14-Feb-23	10.05%	14-Aug-28	50	Complex	CRISIL AA-/Stable
INE549K08426	Subordinated Debt	4-Aug-23	10.05%	31-May-29	50	Complex	CRISIL AA-/Stable
INE549K08434	Subordinated Debt	18-Aug-23	10.05%	18-May-29	50	Complex	CRISIL AA-/Stable
INE549K08475	Subordinated Debt	1-Mar-24	10.05	31-Dec-29	50	Complex	CRISIL AA-/Stable
INE549K08483	Subordinated Debt	1-Jul-24	10.05	29-Apr-30	50	Complex	CRISIL AA-/Stable
<b>NA</b>	Subordinated Debt#	<b>NA</b>	<b>NA</b>	<b>NA</b>	150	Complex	CRISIL AA-/Stable
<b>NA</b>	Subordinated Debt#	<b>NA</b>	<b>NA</b>	<b>NA</b>	50	Complex	CRISIL AA-/Stable
<b>NA</b>	Cash Credit	<b>NA</b>	<b>NA</b>	<b>NA</b>	14	<b>NA</b>	CRISIL AA-/Stable
<b>NA</b>	Cash Credit & Working Capital Demand Loan	<b>NA</b>	<b>NA</b>	<b>NA</b>	6215	<b>NA</b>	CRISIL AA-/Stable
<b>NA</b>	Non-Fund Based Limit*	<b>NA</b>	<b>NA</b>	<b>NA</b>	40	<b>NA</b>	CRISIL AA-/Stable
<b>NA</b>	Non-Fund Based Limit&	<b>NA</b>	<b>NA</b>	<b>NA</b>	50	<b>NA</b>	CRISIL AA-/Stable
<b>NA</b>	Working Capital Demand Loan	<b>NA</b>	<b>NA</b>	<b>NA</b>	2945	<b>NA</b>	CRISIL AA-/Stable
<b>NA</b>	Proposed Long Term Bank Loan Facility	<b>NA</b>	<b>NA</b>	<b>NA</b>	311.69	<b>NA</b>	CRISIL AA-/Stable
<b>NA</b>	Term Loan	<b>NA</b>	<b>NA</b>	30-Sep-27	160	<b>NA</b>	CRISIL AA-/Stable
<b>NA</b>	Term Loan	<b>NA</b>	<b>NA</b>	30-Jun-26	100	<b>NA</b>	CRISIL AA-/Stable
<b>NA</b>	Term Loan	<b>NA</b>	<b>NA</b>	31-Oct-25	499.04	<b>NA</b>	CRISIL AA-/Stable
<b>NA</b>	Term Loan	<b>NA</b>	<b>NA</b>	30-May-29	300	<b>NA</b>	CRISIL AA-/Stable
<b>NA</b>	Term Loan	<b>NA</b>	<b>NA</b>	31-Dec-26	90	<b>NA</b>	CRISIL AA-/Stable
<b>NA</b>	Term Loan	<b>NA</b>	<b>NA</b>	31-Dec-27	1391.53	<b>NA</b>	CRISIL AA-/Stable
<b>NA</b>	Term Loan	<b>NA</b>	<b>NA</b>	30-Jun-28	201.03	<b>NA</b>	CRISIL AA-/Stable
<b>NA</b>	Term Loan	<b>NA</b>	<b>NA</b>	30-Sep-25	288.59	<b>NA</b>	CRISIL AA-/Stable
<b>NA</b>	Term Loan	<b>NA</b>	<b>NA</b>	30-May-28	100	<b>NA</b>	CRISIL AA-/Stable
<b>NA</b>	Term Loan	<b>NA</b>	<b>NA</b>	31-Mar-27	687.23	<b>NA</b>	CRISIL AA-/Stable
<b>NA</b>	Term Loan	<b>NA</b>	<b>NA</b>	29-Mar-25	28.4	<b>NA</b>	CRISIL AA-/Stable
<b>NA</b>	Term Loan	<b>NA</b>	<b>NA</b>	31-Dec-26	302.27	<b>NA</b>	CRISIL AA-/Stable
<b>NA</b>	Term Loan	<b>NA</b>	<b>NA</b>	31-Mar-31	100	<b>NA</b>	CRISIL AA-/Stable
<b>NA</b>	Term Loan	<b>NA</b>	<b>NA</b>	30-May-26	60	<b>NA</b>	CRISIL AA-/Stable
<b>NA</b>	Term Loan	<b>NA</b>	<b>NA</b>	18-May-29	100	<b>NA</b>	CRISIL AA-/Stable
<b>NA</b>	Term Loan	<b>NA</b>	<b>NA</b>	25-Jun-27	250	<b>NA</b>	CRISIL AA-/Stable
<b>NA</b>	Term Loan	<b>NA</b>	<b>NA</b>	30-Sep-31	300	<b>NA</b>	CRISIL AA-/Stable
<b>NA</b>	Working Capital Term Loan	<b>NA</b>	<b>NA</b>	30-Mar-26	102	<b>NA</b>	CRISIL AA-/Stable
<b>NA</b>	Working Capital Term Loan	<b>NA</b>	<b>NA</b>	28-Mar-29	250	<b>NA</b>	CRISIL AA-/Stable
<b>NA</b>	Working Capital Term Loan	<b>NA</b>	<b>NA</b>	6-Sep-24	458.68	<b>NA</b>	CRISIL AA-/Stable
<b>NA</b>	Working Capital Term Loan	<b>NA</b>	<b>NA</b>	30-Nov-28	1081.66	<b>NA</b>	CRISIL AA-/Stable
<b>NA</b>	Working Capital Term Loan	<b>NA</b>	<b>NA</b>	30-May-28	714.84	<b>NA</b>	CRISIL AA-/Stable



NA	Working Capital Term Loan	NA	NA	30-Jul-27	500	NA	CRISIL AA-/Stable
NA	Working Capital Term Loan	NA	NA	30-Sep-26	559.04	NA	CRISIL AA-/Stable

#Yet to be issued  
&CEL for hedging forex liability  
^Derivative limit

**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		2024 (History)		2023		2022		2021		Start of 2021
		Outstanding Amount	Rating	Date	Rating	Date	Rating	Date	Rating	Date	Rating	Rating
Fund Based Facilities	LT	18110.0	CRISIL AA-/Stable	27-08-24	CRISIL AA-/Stable	28-12-23	CRISIL AA-/Stable	02-12-22	CRISIL AA-/Stable	13-12-21	CRISIL A+/Stable	CRISIL A/Stable
			--	28-06-24	CRISIL AA-/Stable	29-11-23	CRISIL AA-/Stable	03-11-22	CRISIL AA-/Stable	04-08-21	CRISIL A+/Stable	--
			--	18-06-24	CRISIL AA-/Stable	06-11-23	CRISIL AA-/Stable	20-10-22	CRISIL AA-/Stable	03-08-21	CRISIL A+/Stable	--
			--	07-06-24	CRISIL AA-/Stable	12-10-23	CRISIL AA-/Stable	18-10-22	CRISIL AA-/Stable	19-07-21	CRISIL A+/Stable	--
			--	21-05-24	CRISIL AA-/Stable	22-09-23	CRISIL AA-/Stable	21-09-22	CRISIL A+/Stable	01-06-21	CRISIL A+/Stable	--
			--	08-04-24	CRISIL AA-/Stable	29-07-23	CRISIL AA-/Stable	17-06-22	CRISIL A+/Stable	18-03-21	CRISIL A+/Stable	--
			--	--	--	08-05-23	CRISIL AA-/Stable	15-03-22	CRISIL A+/Stable	16-03-21	CRISIL A+/Stable	--
			--	--	--	28-04-23	CRISIL AA-/Stable	02-03-22	CRISIL A+/Stable	03-02-21	CRISIL A/Stable	--
			--	--	--	13-03-23	CRISIL AA-/Stable	25-02-22	CRISIL A+/Stable	--	--	--
			--	--	--	06-03-23	CRISIL AA-/Stable	--	--	--	--	--
Non-Fund Based Facilities	LT	90.0	CRISIL AA-/Stable	27-08-24	CRISIL AA-/Stable	28-12-23	CRISIL AA-/Stable	--	--	--	--	--
			--	28-06-24	CRISIL AA-/Stable	29-11-23	CRISIL AA-/Stable	--	--	--	--	--
			--	18-06-24	CRISIL AA-/Stable	06-11-23	CRISIL AA-/Stable	--	--	--	--	--
			--	07-06-24	CRISIL AA-/Stable	12-10-23	CRISIL AA-/Stable	--	--	--	--	--
			--	21-05-24	CRISIL AA-/Stable	22-09-23	CRISIL AA-/Stable	--	--	--	--	--
			--	08-04-24	CRISIL AA-/Stable	29-07-23	CRISIL AA-/Stable	--	--	--	--	--
			--	--	--	08-05-23	CRISIL AA-/Stable	15-03-22	CRISIL A+/Stable	16-03-21	CRISIL A+/Stable	--
			--	--	--	28-04-23	CRISIL AA-/Stable	02-03-22	CRISIL A+/Stable	03-02-21	CRISIL A/Stable	--
			--	--	--	13-03-23	CRISIL AA-/Stable	25-02-22	CRISIL A+/Stable	--	--	--
			--	--	--	06-03-23	CRISIL AA-/Stable	--	--	--	--	--
Commercial Paper	ST	1000.0	CRISIL A1+	27-08-24	CRISIL A1+	28-12-23	CRISIL A1+	02-12-22	CRISIL A1+	13-12-21	CRISIL A1+	CRISIL A1
			--	28-06-24	CRISIL A1+	29-11-23	CRISIL A1+	03-11-22	CRISIL A1+	04-08-21	CRISIL A1+	--
			--	18-06-24	CRISIL A1+	06-11-23	CRISIL A1+	20-10-22	CRISIL A1+	03-08-21	CRISIL A1+	--
			--	07-06-24	CRISIL A1+	12-10-23	CRISIL A1+	18-10-22	CRISIL A1+	19-07-21	CRISIL A1+	--
			--	21-05-24	CRISIL A1+	22-09-23	CRISIL A1+	21-09-22	CRISIL A1+	01-06-21	CRISIL A1+	--
			--	08-04-24	CRISIL A1+	29-07-23	CRISIL A1+	17-06-22	CRISIL A1+	18-03-21	CRISIL A1+	--
			--	--	--	08-05-23	CRISIL A1+	15-03-22	CRISIL A1+	16-03-21	CRISIL A1+	--
			--	--	--	28-04-23	CRISIL A1+	02-03-22	CRISIL A1+	03-02-21	CRISIL A1	--
			--	--	--	13-03-23	CRISIL A1+	25-02-22	CRISIL A1+	--	--	--
			--	--	--	06-03-23	CRISIL A1+	--	--	--	--	--
Non Convertible Debentures	LT	5625.18	CRISIL AA-/Stable	27-08-24	CRISIL AA-/Stable	28-12-23	CRISIL AA-/Stable	02-12-22	CRISIL AA-/Stable	13-12-21	CRISIL A+/Stable	CRISIL A/Stable
			--	28-06-24	CRISIL AA-/Stable	29-11-23	CRISIL AA-/Stable	03-11-22	CRISIL AA-/Stable	04-08-21	CRISIL A+/Stable	--
			--	18-06-24	CRISIL AA-/Stable	06-11-23	CRISIL AA-/Stable	20-10-22	CRISIL AA-/Stable	03-08-21	CRISIL A+/Stable	--
			--	07-06-24	CRISIL AA-/Stable	12-10-23	CRISIL AA-/Stable	18-10-22	CRISIL AA-/Stable	19-07-21	CRISIL A+/Stable	--
			--	07-06-24	CRISIL AA-/Stable	12-10-23	CRISIL AA-/Stable	18-10-22	CRISIL AA-/Stable	19-07-21	CRISIL A+/Stable	--

			--	21-05-24	CRISIL AA-/Stable	22-09-23	CRISIL AA-/Stable	21-09-22	CRISIL A+/Stable	01-06-21	CRISIL A+/Stable	--
			--	08-04-24	CRISIL AA-/Stable	29-07-23	CRISIL AA-/Stable	17-06-22	CRISIL A+/Stable	18-03-21	CRISIL A+/Stable	--
			--		--	08-05-23	CRISIL AA-/Stable	15-03-22	CRISIL A+/Stable	16-03-21	CRISIL A+/Stable	--
			--		--	28-04-23	CRISIL AA-/Stable	02-03-22	CRISIL A+/Stable	03-02-21	CRISIL A/Stable	--
			--		--	13-03-23	CRISIL AA-/Stable	25-02-22	CRISIL A+/Stable		--	--
			--		--	06-03-23	CRISIL AA-/Stable		--		--	--
			--		--	10-02-23	CRISIL AA-/Stable		--		--	--
			--		--	07-02-23	CRISIL AA-/Stable		--		--	--
<b>Perpetual Bonds</b>	LT	799.0	CRISIL A+/Stable	27-08-24	CRISIL A/Stable	28-12-23	CRISIL A/Stable	02-12-22	CRISIL A/Stable	13-12-21	CRISIL A-/Stable	CRISIL BBB+/Stable
			--	28-06-24	CRISIL A/Stable	29-11-23	CRISIL A/Stable	03-11-22	CRISIL A/Stable	04-08-21	CRISIL A-/Stable	--
			--	18-06-24	CRISIL A/Stable	06-11-23	CRISIL A/Stable	20-10-22	CRISIL A/Stable	03-08-21	CRISIL A-/Stable	--
			--	07-06-24	CRISIL A/Stable	12-10-23	CRISIL A/Stable	18-10-22	CRISIL A/Stable	19-07-21	CRISIL A-/Stable	--
			--	21-05-24	CRISIL A/Stable	22-09-23	CRISIL A/Stable	21-09-22	CRISIL A-/Stable	01-06-21	CRISIL A-/Stable	--
			--	08-04-24	CRISIL A/Stable	29-07-23	CRISIL A/Stable	17-06-22	CRISIL A-/Stable	18-03-21	CRISIL A-/Stable	--
			--		--	08-05-23	CRISIL A/Stable	15-03-22	CRISIL A-/Stable	16-03-21	CRISIL A-/Stable	--
			--		--	28-04-23	CRISIL A/Stable	02-03-22	CRISIL A-/Stable	03-02-21	CRISIL BBB+/Stable	--
			--		--	13-03-23	CRISIL A/Stable	25-02-22	CRISIL A-/Stable		--	--
			--		--	06-03-23	CRISIL A/Stable		--		--	--
			--		--	10-02-23	CRISIL A/Stable		--		--	--
			--		--	07-02-23	CRISIL A/Stable		--		--	--
<b>Subordinated Debt</b>	LT	750.0	CRISIL AA-/Stable	27-08-24	CRISIL AA-/Stable	28-12-23	CRISIL AA-/Stable	02-12-22	CRISIL AA-/Stable	18-03-21	Withdrawn	CRISIL A/Stable
			--	28-06-24	CRISIL AA-/Stable	29-11-23	CRISIL AA-/Stable	03-11-22	CRISIL AA-/Stable	16-03-21	CRISIL A+/Stable	--
			--	18-06-24	CRISIL AA-/Stable	06-11-23	CRISIL AA-/Stable	20-10-22	CRISIL AA-/Stable	03-02-21	CRISIL A/Stable	--
			--	07-06-24	CRISIL AA-/Stable	12-10-23	CRISIL AA-/Stable	18-10-22	CRISIL AA-/Stable		--	--
			--	21-05-24	CRISIL AA-/Stable	22-09-23	CRISIL AA-/Stable	21-09-22	CRISIL A+/Stable		--	--
			--	08-04-24	CRISIL AA-/Stable	29-07-23	CRISIL AA-/Stable	17-06-22	CRISIL A+/Stable		--	--
			--		--	08-05-23	CRISIL AA-/Stable	15-03-22	CRISIL A+/Stable		--	--
			--		--	28-04-23	CRISIL AA-/Stable	02-03-22	CRISIL A+/Stable		--	--
			--		--	13-03-23	CRISIL AA-/Stable	25-02-22	CRISIL A+/Stable		--	--
			--		--	06-03-23	CRISIL AA-/Stable		--		--	--
			--		--	10-02-23	CRISIL AA-/Stable		--		--	--
			--		--	07-02-23	CRISIL AA-/Stable		--		--	--
<b>Long Term Principal Protected Market Linked Debentures</b>	LT		--	21-05-24	CRISIL PPMLD AA-/Stable	28-12-23	CRISIL PPMLD AA-/Stable	02-12-22	CRISIL PPMLD AA-r/Stable	13-12-21	CRISIL PPMLD A+r/Stable	Provisional CRISIL PPMLD AA+r (CE)/Stable
			--	08-04-24	CRISIL PPMLD AA-/Stable	29-11-23	CRISIL PPMLD AA-/Stable	03-11-22	CRISIL PPMLD AA-r/Stable			
			--		--	06-11-23	CRISIL PPMLD AA-/Stable	20-10-22	CRISIL PPMLD AA-r/Stable			
			--		--	12-10-23	CRISIL PPMLD AA-/Stable	18-10-22	CRISIL PPMLD AA-r/Stable			
			--		--	22-09-23	CRISIL PPMLD AA-/Stable	21-09-22	CRISIL PPMLD A+r/Stable			
			--		--	29-07-23	CRISIL PPMLD AA-/Stable	17-06-22	CRISIL PPMLD A+r/Stable			

08-05-23	CRISIL PPMLD AA-/Stable	15-03-22	CRISIL PPMLDA+ r /Stable
28-04-23	CRISIL PPMLD AA-/Stable	02-03-22	CRISIL PPMLDA+ r /Stable
13-03-23	CRISIL PPMLD AA-/Stable	25-02-22	CRISIL PPMLDA+ r /Stable
06-03-23	CRISIL PPMLD AA-/Stable		
10-02-23	CRISIL PPMLD AA-/Stable		
07-02-23	CRISIL PPMLD AA-/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	4	IDFC FIRST 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	50	Tamilnad Mercantile Bank Limited	CRISIL AA-/Stable
Cash Credit & Working Capital Demand Loan	1400	Punjab National Bank	CRISIL AA-/Stable
Cash Credit & Working Capital Demand Loan	125	The Karur Vysya Bank Limited	CRISIL AA-/Stable
Cash Credit & Working Capital Demand Loan	450	Bank of Baroda	CRISIL AA-/Stable
Cash Credit & Working Capital Demand Loan	50	The Karnataka Bank Limited	CRISIL AA-/Stable
Cash Credit & Working Capital Demand Loan	225	Axis Bank Limited	CRISIL AA-/Stable
Cash Credit & Working Capital Demand Loan	65	DCB Bank Limited	CRISIL AA-/Stable
Cash Credit & Working Capital Demand Loan	550	Indian Bank	CRISIL AA-/Stable
Cash Credit & Working Capital Demand Loan	200	HDFC Bank Limited	CRISIL AA-/Stable
Cash Credit & Working Capital Demand Loan	225	The South Indian Bank Limited	CRISIL AA-/Stable
Cash Credit & Working Capital Demand Loan	150	The Federal Bank Limited	CRISIL AA-/Stable
Cash Credit & Working Capital Demand Loan	450	IndusInd 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	350	IDBI Bank Limited	CRISIL AA-/Stable
Cash Credit & Working Capital Demand Loan	100	Indian Overseas Bank	CRISIL AA-/Stable
Cash Credit & Working Capital Demand Loan	25	Bank of Maharashtra	CRISIL AA-/Stable
Cash Credit & Working Capital Demand Loan	50	The Karnataka Bank Limited	CRISIL AA-/Stable
Cash Credit & Working Capital Demand Loan	200	DBS Bank Limited	CRISIL AA-/Stable
Non-Fund Based Limit&	50	State Bank of India	CRISIL AA-/Stable
Non-Fund Based Limi(	40	IndusInd Bank Limited	CRISIL AA-/Stable
Proposed Long Term Bank Loan Facility	311.69	Not Applicable	CRISIL AA-/Stable
Term Loan	100	Ujjivan Small Finance Bank Limited	CRISIL AA-/Stable
Term Loan	160	The Federal Bank Limited	CRISIL AA-/Stable

Term Loan	499.04	Axis Bank Limited	CRISIL AA-/Stable
Term Loan	300	Indian Overseas Bank	CRISIL AA-/Stable
Term Loan	90	Nabkisan Finance Limited	CRISIL AA-/Stable
Term Loan	1391.53	Canara Bank	CRISIL AA-/Stable
Term Loan	201.03	Central Bank Of India	CRISIL AA-/Stable
Term Loan	288.59	Indian Bank	CRISIL AA-/Stable
Term Loan	100	The Federal Bank Limited	CRISIL AA-/Stable
Term Loan	687.23	Punjab National Bank	CRISIL AA-/Stable
Term Loan	28.4	YES Bank Limited	CRISIL AA-/Stable
Term Loan	302.27	Bandhan Bank Limited	CRISIL AA-/Stable
Term Loan	100	IDBI Bank Limited	CRISIL AA-/Stable
Term Loan	60	Bajaj Finance Limited	CRISIL AA-/Stable
Term Loan	100	Indian Overseas Bank	CRISIL AA-/Stable
Term Loan	250	Punjab National Bank	CRISIL AA-/Stable
Term Loan	300	IDFC FIRST Bank Limited	CRISIL AA-/Stable
Working Capital Demand Loan	2250	Union Bank of India	CRISIL AA-/Stable
Working Capital Demand Loan	35	DCB Bank Limited	CRISIL AA-/Stable
Working Capital Demand Loan	150	HDFC Bank Limited	CRISIL AA-/Stable
Working Capital Demand Loan	100	IndusInd Bank Limited	CRISIL AA-/Stable
Working Capital Demand Loan	400	DBS Bank India Limited	CRISIL AA-/Stable
Working Capital Demand Loan	10	IDFC FIRST Bank Limited	CRISIL AA-/Stable
Working Capital Term Loan	102	Punjab and Sind Bank	CRISIL AA-/Stable
Working Capital Term Loan	250	Bank of Maharashtra	CRISIL AA-/Stable
Working Capital Term Loan	458.68	Bank of India	CRISIL AA-/Stable
Working Capital Term Loan	1081.66	State Bank of India	CRISIL AA-/Stable
Working Capital Term Loan	714.84	UCO Bank	CRISIL AA-/Stable
Working Capital Term Loan	500	Bank of Maharashtra	CRISIL AA-/Stable
Working Capital Term Loan	559.04	Bank of Maharashtra	CRISIL AA-/Stable

&GEL for hedging forex liability  
"Derivative limit"

## Criteria Details

Links to related criteria

[CRISIL's Bank Loan Rating Process, scale and default recognition](#)

[Rating Criteria for Finance Companies](#)

[Rating criteria for hybrid debt instruments of NBFCs/HFCs](#)

[CRISIL's Criteria for rating short term debt](#)

[CRISIL's Criteria for Consolidation](#)

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

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**VARDHMAN**

TRUSTEESHIP PRIVATE LIMITED

Nurturing &amp; Protecting Your Trust

CL/MUM/24-25/DEB/23

Date: June 12, 2024

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 ₹2,000 Crores (Indian Rupees Two Thousand 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 ("Roe"), 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:

<b>Name:</b>	<b>Vardhman Trusteeship Private Limited</b>
<b>Address:</b>	<b>The Capital, A Wing, 412A, Dandra Kurla Comolex., Baodra (East), Mumbai-400051</b>
<b>Tel:</b>	<b>22 4264 8335/ 22 4014 0832</b>
<b>Fax:</b>	-
<b>Email:</b>	<b>comolianc vardhmantrustee.com</b>
<b>Investor Grievance Email</b>	<b>compliancel@vardbmaotrustee.com</b>
<b>Contact Person:</b>	<b>Rushabb Desai</b>
<b>Compliance Officer</b>	<b>Rushabb Desai</b>
<b>SEBI Registration No:</b>	<b>IND000000611</b>
<b>CIN</b>	<b>U65993WB2010PTC152401</b>
<b>Logo</b>	

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 8.

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 Roe, 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.



9



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

For Muthoot Finance Ltd.

--

Authorized Signatory

Designation: \_\_\_\_\_ leer

CC:

+9122 4009 4400

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

801- 804, Wing A,

Building No 3 Inspire BKC, G Block,

Bandra Kurla Complex,

Bandra East, Mumbai 400 051

Maharashtra, India

Khaitan & Co

One World Center

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

Senapati Bapat Marg,

Mumbai 400 013

Maharashtra, India



l'ffi fqFf4iq  
**SECURITIES AND EXCHANGE BOARD OF INDIA**

{fis&tH ) fc:4f.a4, 1993  
**(DEBENTURE TRUSTEE) REGULATIONS, 1993**

**000 2?le** **B)**  
(Regulation 8)

**(Ni@ (OI 'iIOI45.1**  
**CERTIFICATE OF REGISTRATION**

1) बोर्ड, भारतीय प्रतिभूति और विनियम बोर्ड अधिनियम, 1992 के अधीन डिबेंचर न्यासी के लिए बनाए गए नियमों और विनियमों के साथ पठन उस 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 issues a certificate of registration to

**VARDHMAN TRUSTEESHIP PRIVATE LIMITED**  
Unit No. 15, Turner-Morrison Building  
6 Lyons Range  
KOLKATA  
700001  
WEST BENGAL  
INDIA

1) f.f.r l tt, li'll .mfr{ त्तर -31\T fr.tf.r;ri:ri ci, mirTT 1iii:f if (1Jlf,14if (1J) <61 w.r-r a;Tffl  
as a Debenture trustee subject to the conditions in the rules and in accordance with the regulations.

2) fi5iJw T'fl <fl An. T f; ,&c

2) Registration Code no, the debenture trustee is **IND000000611**

3) mi -r fwt, ,f;p,frsfi71JJ qjl it तक विधिमान्य है

3) Unless renewed, this certificate of registration is, valid from to

This certificate of Registration shall be valid from 15/12/2020 to null, unless Suspended or cancelled by the Board



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ci, 1rr ii  
By order  
For and on behalf of  
Securities and Exchange Board of India

Place: Mumbai

Date: May 20, 2021

ARADHANA VERMA  
Authorised Signatory

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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	Not applicable as 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 - ILLUSTRATIVE CASH FLOW AND DAY COUNT CONVENTION**

<b>24 Months - Monthly Coupon Payment</b>	
Company	Muthoot Fincorp Limited
Face Value per NCD (in Rs.)	1000
Number of NCDs held (assumed)	1
Date of Allotment (assumed)*	Wednesday, 30 October, 2024
Tenor	24 Months
Coupon Rate for all Categories of Investors	9.00%
Redemption Date/Maturity Date (assumed)	Friday, 30 October, 2026
Frequency of the interest payment with specified dates	First interest on December 1, 2024 and subsequently on the 1st day of every month.
Day Count Convention	Actual/Actual

<b>Cash Flows</b>	<b>Due Date</b>	<b>Date of Payment</b>	<b>No. of days in Coupon Period</b>	<b>Coupon For all Categories of Investors (in Rs.)</b>
Deemed date of allotment	Wednesday, 30 October, 2024	Wednesday, 30 October, 2024		-1000
1st Coupon	Sunday, 1 December, 2024	Monday, 2 December, 2024	32	7.89
2nd Coupon	Wednesday, 1 January, 2025	Wednesday, 1 January, 2025	31	7.64
3rd Coupon	Saturday, 1 February, 2025	Monday, 3 February, 2025	31	7.64
4th Coupon	Saturday, 1 March, 2025	Monday, 3 March, 2025	28	6.90
5th Coupon	Tuesday, 1 April, 2025	Tuesday, 1 April, 2025	31	7.64
6th Coupon	Thursday, 1 May, 2025	Friday, 2 May, 2025	30	7.40
7th Coupon	Sunday, 1 June, 2025	Monday, 2 June, 2025	31	7.64
8th Coupon	Tuesday, 1 July, 2025	Tuesday, 1 July, 2025	30	7.40
9th Coupon	Friday, 1 August, 2025	Friday, 1 August, 2025	31	7.64
10th Coupon	Monday, 1 September, 2025	Monday, 1 September, 2025	31	7.64
11th Coupon	Wednesday, 1 October, 2025	Wednesday, 1 October, 2025	30	7.40
12th Coupon	Saturday, 1 November, 2025	Monday, 3 November, 2025	31	7.64
13th Coupon	Monday, 1 December, 2025	Monday, 1 December, 2025	30	7.40
14th Coupon	Thursday, 1 January, 2026	Thursday, 1 January, 2026	31	7.64
15th Coupon	Sunday, 1 February, 2026	Monday, 2 February, 2026	31	7.64
16th Coupon	Sunday, 1 March, 2026	Monday, 2 March, 2026	28	6.90
17th Coupon	Wednesday, 1 April, 2026	Wednesday, 1 April, 2026	31	7.64
18th Coupon	Friday, 1 May, 2026	Monday, 4 May, 2026	30	7.40
19th Coupon	Monday, 1 June, 2026	Monday, 1 June, 2026	31	7.64
20th Coupon	Wednesday, 1 July, 2026	Wednesday, 1 July, 2026	30	7.40
21st Coupon	Saturday, 1 August, 2026	Monday, 3 August, 2026	31	7.64
22nd Coupon	Tuesday, 1 September, 2026	Tuesday, 1 September, 2026	31	7.64
23rd Coupon	Thursday, 1 October, 2026	Thursday, 1 October, 2026	30	7.40
24th Coupon	Friday, 30 October, 2026	Friday, 30 October, 2026	29	7.15
Principal / Maturity value	Friday, 30 October, 2026	Friday, 30 October, 2026		1000.00

### 36 Months - Monthly Coupon Payment

Company	Muthoot Fincorp Limited
Face Value per NCD (in Rs.)	1000
Number of NCDs held (assumed)	1
Date of Allotment (assumed)*	Wednesday, 30 October, 2024
Tenor	36 Months
Coupon Rate for all Categories of Investors	9.25%
Redemption Date/Maturity Date (assumed)	Saturday, 30 October, 2027
Frequency of the interest payment with specified dates	First interest on December 1, 2024 and subsequently on the 1st day of every month.
Day Count Convention	Actual/Actual

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Coupon For all Categories of Investors (in Rs.)
Deemed date of allotment	Wednesday, 30 October, 2024	Wednesday, 30 October, 2024		-1000
1st Coupon	Sunday, 1 December, 2024	Monday, 2 December, 2024	32	8.11
2nd Coupon	Wednesday, 1 January, 2025	Wednesday, 1 January, 2025	31	7.86
3rd Coupon	Saturday, 1 February, 2025	Monday, 3 February, 2025	31	7.86
4th Coupon	Saturday, 1 March, 2025	Monday, 3 March, 2025	28	7.10
5th Coupon	Tuesday, 1 April, 2025	Tuesday, 1 April, 2025	31	7.86
6th Coupon	Thursday, 1 May, 2025	Friday, 2 May, 2025	30	7.60
7th Coupon	Sunday, 1 June, 2025	Monday, 2 June, 2025	31	7.86
8th Coupon	Tuesday, 1 July, 2025	Tuesday, 1 July, 2025	30	7.60
9th Coupon	Friday, 1 August, 2025	Friday, 1 August, 2025	31	7.86
10th Coupon	Monday, 1 September, 2025	Monday, 1 September, 2025	31	7.86
11th Coupon	Wednesday, 1 October, 2025	Wednesday, 1 October, 2025	30	7.60
12th Coupon	Saturday, 1 November, 2025	Monday, 3 November, 2025	31	7.86
13th Coupon	Monday, 1 December, 2025	Monday, 1 December, 2025	30	7.60
14th Coupon	Thursday, 1 January, 2026	Thursday, 1 January, 2026	31	7.86
15th Coupon	Sunday, 1 February, 2026	Monday, 2 February, 2026	31	7.86
16th Coupon	Sunday, 1 March, 2026	Monday, 2 March, 2026	28	7.10
17th Coupon	Wednesday, 1 April, 2026	Wednesday, 1 April, 2026	31	7.86
18th Coupon	Friday, 1 May, 2026	Monday, 4 May, 2026	30	7.60
19th Coupon	Monday, 1 June, 2026	Monday, 1 June, 2026	31	7.86
20th Coupon	Wednesday, 1 July, 2026	Wednesday, 1 July, 2026	30	7.60

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Coupon For all Categories of Investors (in Rs.)
21st Coupon	Saturday, 1 August, 2026	Monday, 3 August, 2026	31	7.86
22nd Coupon	Tuesday, 1 September, 2026	Tuesday, 1 September, 2026	31	7.86
23rd Coupon	Thursday, 1 October, 2026	Thursday, 1 October, 2026	30	7.60
24th Coupon	Sunday, 1 November, 2026	Monday, 2 November, 2026	31	7.86
25th Coupon	Tuesday, 1 December, 2026	Tuesday, 1 December, 2026	30	7.60
26th Coupon	Friday, 1 January, 2027	Friday, 1 January, 2027	31	7.86
27th Coupon	Monday, 1 February, 2027	Monday, 1 February, 2027	31	7.86
28th Coupon	Monday, 1 March, 2027	Monday, 1 March, 2027	28	7.10
29th Coupon	Thursday, 1 April, 2027	Thursday, 1 April, 2027	31	7.86
30th Coupon	Saturday, 1 May, 2027	Monday, 3 May, 2027	30	7.60
31st Coupon	Tuesday, 1 June, 2027	Tuesday, 1 June, 2027	31	7.86
32nd Coupon	Thursday, 1 July, 2027	Thursday, 1 July, 2027	30	7.60
33rd Coupon	Sunday, 1 August, 2027	Monday, 2 August, 2027	31	7.86
34th Coupon	Wednesday, 1 September, 2027	Wednesday, 1 September, 2027	31	7.86
35th Coupon	Friday, 1 October, 2027	Friday, 1 October, 2027	30	7.60
36th Coupon	Saturday, 30 October, 2027	Friday, 29 October, 2027	29	7.35
Principal / Maturity value	Saturday, 30 October, 2027	Friday, 29 October, 2027		1000.00

<b>60 Months - Monthly Coupon Payment</b>	
Company	Muthoot Fincorp Limited
Face Value per NCD (in Rs.)	1000
Number of NCDs held (assumed)	1
Date of Allotment (assumed)*	Wednesday, 30 October, 2024
Tenor	60 Months
Coupon Rate for all Categories of Investors	9.45%
Redemption Date/Maturity Date (assumed)	Tuesday, 30 October, 2029
Frequency of the interest payment with specified dates	First interest on December 1, 2024 and subsequently on the 1st day of every month.
Day Count Convention	Actual/Actual

<b>Cash Flows</b>	<b>Due Date</b>	<b>Date of Payment</b>	<b>No. of days in Coupon Period</b>	<b>Coupon For all Categories of Investors (in Rs.)</b>
Deemed date of allotment	Wednesday, 30 October, 2024	Wednesday, 30 October, 2024		-1000
1st Coupon	Sunday, 1 December, 2024	Monday, 2 December, 2024	32	8.28
2nd Coupon	Wednesday, 1 January, 2025	Wednesday, 1 January, 2025	31	8.03
3rd Coupon	Saturday, 1 February, 2025	Monday, 3 February, 2025	31	8.03
4th Coupon	Saturday, 1 March, 2025	Monday, 3 March, 2025	28	7.25
5th Coupon	Tuesday, 1 April, 2025	Tuesday, 1 April, 2025	31	8.03
6th Coupon	Thursday, 1 May, 2025	Friday, 2 May, 2025	30	7.77
7th Coupon	Sunday, 1 June, 2025	Monday, 2 June, 2025	31	8.03
8th Coupon	Tuesday, 1 July, 2025	Tuesday, 1 July, 2025	30	7.77
9th Coupon	Friday, 1 August, 2025	Friday, 1 August, 2025	31	8.03
10th Coupon	Monday, 1 September, 2025	Monday, 1 September, 2025	31	8.03
11th Coupon	Wednesday, 1 October, 2025	Wednesday, 1 October, 2025	30	7.77
12th Coupon	Saturday, 1 November, 2025	Monday, 3 November, 2025	31	8.03
13th Coupon	Monday, 1 December, 2025	Monday, 1 December, 2025	30	7.77
14th Coupon	Thursday, 1 January, 2026	Thursday, 1 January, 2026	31	8.03
15th Coupon	Sunday, 1 February, 2026	Monday, 2 February, 2026	31	8.03
16th Coupon	Sunday, 1 March, 2026	Monday, 2 March, 2026	28	7.25
17th Coupon	Wednesday, 1 April, 2026	Wednesday, 1 April, 2026	31	8.03
18th Coupon	Friday, 1 May, 2026	Monday, 4 May, 2026	30	7.77
19th Coupon	Monday, 1 June, 2026	Monday, 1 June, 2026	31	8.03
20th Coupon	Wednesday, 1 July, 2026	Wednesday, 1 July, 2026	30	7.77
21st Coupon	Saturday, 1 August, 2026	Monday, 3 August, 2026	31	8.03
22nd Coupon	Tuesday, 1 September, 2026	Tuesday, 1 September, 2026	31	8.03
23rd Coupon	Thursday, 1 October, 2026	Thursday, 1 October, 2026	30	7.77
24th Coupon	Sunday, 1 November, 2026	Monday, 2 November, 2026	31	8.03
25th Coupon	Tuesday, 1 December, 2026	Tuesday, 1 December, 2026	30	7.77
26th Coupon	Friday, 1 January, 2027	Friday, 1 January, 2027	31	8.03
27th Coupon	Monday, 1 February, 2027	Monday, 1 February, 2027	31	8.03
28th Coupon	Monday, 1 March, 2027	Monday, 1 March, 2027	28	7.25
29th Coupon	Thursday, 1 April, 2027	Thursday, 1 April, 2027	31	8.03
30th Coupon	Saturday, 1 May, 2027	Monday, 3 May, 2027	30	7.77
31st Coupon	Tuesday, 1 June, 2027	Tuesday, 1 June, 2027	31	8.03



Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Coupon For all Categories of Investors (in Rs.)
32nd Coupon	Thursday, 1 July, 2027	Thursday, 1 July, 2027	30	7.77
33rd Coupon	Sunday, 1 August, 2027	Monday, 2 August, 2027	31	8.03
34th Coupon	Wednesday, 1 September, 2027	Wednesday, 1 September, 2027	31	8.03
35th Coupon	Friday, 1 October, 2027	Friday, 1 October, 2027	30	7.77
36th Coupon	Monday, 1 November, 2027	Monday, 1 November, 2027	31	8.03
37th Coupon	Wednesday, 1 December, 2027	Wednesday, 1 December, 2027	30	7.77
38th Coupon	Saturday, 1 January, 2028	Monday, 3 January, 2028	31	8.03
39th Coupon	Tuesday, 1 February, 2028	Tuesday, 1 February, 2028	31	8.00
40th Coupon	Wednesday, 1 March, 2028	Wednesday, 1 March, 2028	29	7.49
41st Coupon	Saturday, 1 April, 2028	Monday, 3 April, 2028	31	8.00
42nd Coupon	Monday, 1 May, 2028	Tuesday, 2 May, 2028	30	7.75
43rd Coupon	Thursday, 1 June, 2028	Thursday, 1 June, 2028	31	8.00
44th Coupon	Saturday, 1 July, 2028	Monday, 3 July, 2028	30	7.75
45th Coupon	Tuesday, 1 August, 2028	Tuesday, 1 August, 2028	31	8.00
46th Coupon	Friday, 1 September, 2028	Friday, 1 September, 2028	31	8.00
47th Coupon	Sunday, 1 October, 2028	Tuesday, 3 October, 2028	30	7.75
48th Coupon	Wednesday, 1 November, 2028	Wednesday, 1 November, 2028	31	8.00
49th Coupon	Friday, 1 December, 2028	Friday, 1 December, 2028	30	7.75
50th Coupon	Monday, 1 January, 2029	Monday, 1 January, 2029	31	8.00
51st Coupon	Thursday, 1 February, 2029	Thursday, 1 February, 2029	31	8.03
52nd Coupon	Thursday, 1 March, 2029	Thursday, 1 March, 2029	28	7.25
53rd Coupon	Sunday, 1 April, 2029	Monday, 2 April, 2029	31	8.03
54th Coupon	Tuesday, 1 May, 2029	Wednesday, 2 May, 2029	30	7.77
55th Coupon	Friday, 1 June, 2029	Friday, 1 June, 2029	31	8.03
56th Coupon	Sunday, 1 July, 2029	Monday, 2 July, 2029	30	7.77
57th Coupon	Wednesday, 1 August, 2029	Wednesday, 1 August, 2029	31	8.03
58th Coupon	Saturday, 1 September, 2029	Monday, 3 September, 2029	31	8.03
59th Coupon	Monday, 1 October, 2029	Monday, 1 October, 2029	30	7.77
60th Coupon	Tuesday, 30 October, 2029	Tuesday, 30 October, 2029	29	7.51
Principal / Maturity value	Tuesday, 30 October, 2029	Tuesday, 30 October, 2029		1000.00

**72 Months - Monthly Coupon Payment**

Company	Muthoot Fincorp Limited
Face Value per NCD (in Rs.)	1000
Number of NCDs held (assumed)	1
Date of Allotment (assumed)*	Wednesday, 30 October, 2024
Tenor	72 Months
Coupon Rate for all Categories of Investors	9.65%
Redemption Date/Maturity Date (assumed)	Wednesday, 30 October, 2030
Frequency of the interest payment with specified dates	First interest on December 1, 2024 and subsequently on the 1st day of every month.
Day Count Convention	Actual/Actual

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Coupon For all Categories of Investors (in Rs.)
Deemed date of allotment	Wednesday, 30 October, 2024	Wednesday, 30 October, 2024		-1000
1st Coupon	Sunday, 1 December, 2024	Monday, 2 December, 2024	32	8.46
2nd Coupon	Wednesday, 1 January, 2025	Wednesday, 1 January, 2025	31	8.20
3rd Coupon	Saturday, 1 February, 2025	Monday, 3 February, 2025	31	8.20
4th Coupon	Saturday, 1 March, 2025	Monday, 3 March, 2025	28	7.40
5th Coupon	Tuesday, 1 April, 2025	Tuesday, 1 April, 2025	31	8.20
6th Coupon	Thursday, 1 May, 2025	Friday, 2 May, 2025	30	7.93
7th Coupon	Sunday, 1 June, 2025	Monday, 2 June, 2025	31	8.20
8th Coupon	Tuesday, 1 July, 2025	Tuesday, 1 July, 2025	30	7.93
9th Coupon	Friday, 1 August, 2025	Friday, 1 August, 2025	31	8.20
10th Coupon	Monday, 1 September, 2025	Monday, 1 September, 2025	31	8.20
11th Coupon	Wednesday, 1 October, 2025	Wednesday, 1 October, 2025	30	7.93
12th Coupon	Saturday, 1 November, 2025	Monday, 3 November, 2025	31	8.20
13th Coupon	Monday, 1 December, 2025	Monday, 1 December, 2025	30	7.93
14th Coupon	Thursday, 1 January, 2026	Thursday, 1 January, 2026	31	8.20
15th Coupon	Sunday, 1 February, 2026	Monday, 2 February, 2026	31	8.20
16th Coupon	Sunday, 1 March, 2026	Monday, 2 March, 2026	28	7.40
17th Coupon	Wednesday, 1 April, 2026	Wednesday, 1 April, 2026	31	8.20
18th Coupon	Friday, 1 May, 2026	Monday, 4 May, 2026	30	7.93
19th Coupon	Monday, 1 June, 2026	Monday, 1 June, 2026	31	8.20
20th Coupon	Wednesday, 1 July, 2026	Wednesday, 1 July, 2026	30	7.93
21st Coupon	Saturday, 1 August, 2026	Monday, 3 August, 2026	31	8.20
22nd Coupon	Tuesday, 1 September, 2026	Tuesday, 1 September, 2026	31	8.20
23rd Coupon	Thursday, 1 October, 2026	Thursday, 1 October, 2026	30	7.93
24th Coupon	Sunday, 1 November, 2026	Monday, 2 November, 2026	31	8.20
25th Coupon	Tuesday, 1 December, 2026	Tuesday, 1 December, 2026	30	7.93
26th Coupon	Friday, 1 January, 2027	Friday, 1 January, 2027	31	8.20

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Coupon For all Categories of Investors (in Rs.)
27th Coupon	Monday, 1 February, 2027	Monday, 1 February, 2027	31	8.20
28th Coupon	Monday, 1 March, 2027	Monday, 1 March, 2027	28	7.40
29th Coupon	Thursday, 1 April, 2027	Thursday, 1 April, 2027	31	8.20
30th Coupon	Saturday, 1 May, 2027	Monday, 3 May, 2027	30	7.93
31st Coupon	Tuesday, 1 June, 2027	Tuesday, 1 June, 2027	31	8.20
32nd Coupon	Thursday, 1 July, 2027	Thursday, 1 July, 2027	30	7.93
33rd Coupon	Sunday, 1 August, 2027	Monday, 2 August, 2027	31	8.20
34th Coupon	Wednesday, 1 September, 2027	Wednesday, 1 September, 2027	31	8.20
35th Coupon	Friday, 1 October, 2027	Friday, 1 October, 2027	30	7.93
36th Coupon	Monday, 1 November, 2027	Monday, 1 November, 2027	31	8.20
37th Coupon	Wednesday, 1 December, 2027	Wednesday, 1 December, 2027	30	7.93
38th Coupon	Saturday, 1 January, 2028	Monday, 3 January, 2028	31	8.20
39th Coupon	Tuesday, 1 February, 2028	Tuesday, 1 February, 2028	31	8.17
40th Coupon	Wednesday, 1 March, 2028	Wednesday, 1 March, 2028	29	7.65
41st Coupon	Saturday, 1 April, 2028	Monday, 3 April, 2028	31	8.17
42nd Coupon	Monday, 1 May, 2028	Tuesday, 2 May, 2028	30	7.91
43rd Coupon	Thursday, 1 June, 2028	Thursday, 1 June, 2028	31	8.17
44th Coupon	Saturday, 1 July, 2028	Monday, 3 July, 2028	30	7.91
45th Coupon	Tuesday, 1 August, 2028	Tuesday, 1 August, 2028	31	8.17
46th Coupon	Friday, 1 September, 2028	Friday, 1 September, 2028	31	8.17
47th Coupon	Sunday, 1 October, 2028	Tuesday, 3 October, 2028	30	7.91
48th Coupon	Wednesday, 1 November, 2028	Wednesday, 1 November, 2028	31	8.17
49th Coupon	Friday, 1 December, 2028	Friday, 1 December, 2028	30	7.91
50th Coupon	Monday, 1 January, 2029	Monday, 1 January, 2029	31	8.17
51st Coupon	Thursday, 1 February, 2029	Thursday, 1 February, 2029	31	8.20
52nd Coupon	Thursday, 1 March, 2029	Thursday, 1 March, 2029	28	7.40
53rd Coupon	Sunday, 1 April, 2029	Monday, 2 April, 2029	31	8.20
54th Coupon	Tuesday, 1 May, 2029	Wednesday, 2 May, 2029	30	7.93
55th Coupon	Friday, 1 June, 2029	Friday, 1 June, 2029	31	8.20
56th Coupon	Sunday, 1 July, 2029	Monday, 2 July, 2029	30	7.93
57th Coupon	Wednesday, 1 August, 2029	Wednesday, 1 August, 2029	31	8.20
58th Coupon	Saturday, 1 September, 2029	Monday, 3 September, 2029	31	8.20
59th Coupon	Monday, 1 October, 2029	Monday, 1 October, 2029	30	7.93
60th Coupon	Thursday, 1 November, 2029	Thursday, 1 November, 2029	31	8.20
61st Coupon	Saturday, 1 December, 2029	Monday, 3 December, 2029	30	7.93
62nd Coupon	Tuesday, 1 January, 2030	Tuesday, 1 January, 2030	31	8.20
63rd Coupon	Friday, 1 February, 2030	Friday, 1 February, 2030	31	8.20
64th Coupon	Friday, 1 March, 2030	Friday, 1 March, 2030	28	7.40
65th Coupon	Monday, 1 April, 2030	Monday, 1 April, 2030	31	8.20
66th Coupon	Wednesday, 1 May, 2030	Thursday, 2 May, 2030	30	7.93
67th Coupon	Saturday, 1 June, 2030	Monday, 3 June, 2030	31	8.20
68th Coupon	Monday, 1 July, 2030	Monday, 1 July, 2030	30	7.93

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Coupon For all Categories of Investors (in Rs.)
69th Coupon	Thursday, 1 August, 2030	Thursday, 1 August, 2030	31	8.20
70th Coupon	Sunday, 1 September, 2030	Monday, 2 September, 2030	31	8.20
71st Coupon	Tuesday, 1 October, 2030	Tuesday, 1 October, 2030	30	7.93
72nd Coupon	Wednesday, 30 October, 2030	Wednesday, 30 October, 2030	29	7.67
Principal / Maturity value	Wednesday, 30 October, 2030	Wednesday, 30 October, 2030		1000.00

24 Months - Annual Coupon Payment	
Company	Muthoot Fincorp Limited
Face Value per NCD (in Rs.)	1000
Number of NCDs held (assumed)	1
Date of Allotment (assumed)*	Wednesday, 30 October, 2024
Tenor	24 Months
Coupon Rate for all Categories of Investors	9.40%
Redemption Date/Maturity Date (assumed)	Friday, 30 October, 2026
Frequency of the interest payment with specified dates	First interest on October 30, 2025 and subsequently on redemption
Day Count Convention	Actual/Actual

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Coupon For all Categories of Investors (in Rs.)
Deemed date of allotment	Wednesday, 30 October, 2024	Wednesday, 30 October, 2024		-1000
1st Coupon	Thursday, 30 October, 2025	Thursday, 30 October, 2025	365	94.00
2nd Coupon	Friday, 30 October, 2026	Friday, 30 October, 2026	365	94.00
Principal / Maturity value	Friday, 30 October, 2026	Friday, 30 October, 2026		1000.00

36 Months - Annual Coupon Payment	
Company	Muthoot Fincorp Limited
Face Value per NCD (in Rs.)	1000
Number of NCDs held (assumed)	1
Date of Allotment (assumed)*	Wednesday, 30 October, 2024
Tenor	36 Months
Coupon Rate for all Categories of Investors	9.65%
Redemption Date/Maturity Date (assumed)	Saturday, 30 October, 2027
Frequency of the interest payment with specified dates	First interest on October 30, 2025 and subsequently on October 30 every year
Day Count Convention	Actual/Actual

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Coupon For all Categories of Investors (in Rs.)
Deemed date of allotment	Wednesday, 30 October, 2024	Wednesday, 30 October, 2024		-1000
1st Coupon	Thursday, 30 October, 2025	Thursday, 30 October, 2025	365	96.50
2nd Coupon	Friday, 30 October, 2026	Friday, 30 October, 2026	365	96.50
3rd Coupon	Saturday, 30 October, 2027	Friday, 29 October, 2027	365	96.50
Principal / Maturity value	Saturday, 30 October, 2027	Friday, 29 October, 2027		1000.00

60 Months - Annual Coupon Payment	
Company	Muthoot Fincorp Limited
Face Value per NCD (in Rs.)	1000
Number of NCDs held (assumed)	1
Date of Allotment (assumed)*	Wednesday, 30 October, 2024
Tenor	60 Months
Coupon Rate for all Categories of Investors	9.90%
Redemption Date/Maturity Date (assumed)	Tuesday, 30 October, 2029
Frequency of the interest payment with specified dates	First interest on October 30, 2025 and subsequently on October 30 every year
Day Count Convention	Actual/Actual

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Coupon For all Categories of Investors (in Rs.)
Deemed date of allotment	Wednesday, 30 October, 2024	Wednesday, 30 October, 2024		-1000
1st Coupon	Thursday, 30 October, 2025	Thursday, 30 October, 2025	365	99.00
2nd Coupon	Friday, 30 October, 2026	Friday, 30 October, 2026	365	99.00
3rd Coupon	Saturday, 30 October, 2027	Monday, 1 November, 2027	365	99.00
4th Coupon	Monday, 30 October, 2028	Monday, 30 October, 2028	366	99.00
5th Coupon	Tuesday, 30 October, 2029	Tuesday, 30 October, 2029	365	99.00
Principal / Maturity value	Tuesday, 30 October, 2029	Tuesday, 30 October, 2029		1000.00

72 Months - Annual Coupon Payment	
Company	Muthoot Fincorp Limited
Face Value per NCD (in Rs.)	1000
Number of NCDs held (assumed)	1
Date of Allotment (assumed)*	Wednesday, 30 October, 2024
Tenor	72 Months
Coupon Rate for all Categories of Investors	10.10%
Redemption Date/Maturity Date (assumed)	Wednesday, 30 October, 2030

Frequency of the interest payment with specified dates	First interest on October 30, 2025 and subsequently on October 30 every year
Day Count Convention	Actual/Actual

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Coupon For all Categories of Investors (in Rs.)
Deemed date of allotment	Wednesday, 30 October, 2024	Wednesday, 30 October, 2024		-1000
1st Coupon	Thursday, 30 October, 2025	Thursday, 30 October, 2025	365	101.00
2nd Coupon	Friday, 30 October, 2026	Friday, 30 October, 2026	365	101.00
3rd Coupon	Saturday, 30 October, 2027	Monday, 1 November, 2027	365	101.00
4th Coupon	Monday, 30 October, 2028	Monday, 30 October, 2028	366	101.00
5th Coupon	Tuesday, 30 October, 2029	Tuesday, 30 October, 2029	365	101.00
6th Coupon	Wednesday, 30 October, 2030	Wednesday, 30 October, 2030	365	101.00
Principal / Maturity value	Wednesday, 30 October, 2030	Wednesday, 30 October, 2030		1000.00

24 Months - Cumulative Payment	
Company	Muthoot Fincorp Limited
Face Value per NCD (in Rs.)	1000
Number of NCDs held (assumed)	1
Date of Allotment (assumed)*	Wednesday, 30 October, 2024
Tenor	24 Months
Coupon Rate for all Categories of Investors	NA
Redemption Date/Maturity Date (assumed)	Friday, 30 October, 2026
Frequency of the interest payment with specified dates	NA
Day Count Convention	Actual/Actual

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Coupon For all Categories of Investors (in Rs.)
Deemed date of allotment	Wednesday, 30 October, 2024	Wednesday, 30 October, 2024		-1000.00
Coupon/Interest Payment	Friday, 30 October, 2026	Friday, 30 October, 2026	730	196.84
Principal / Maturity value	Friday, 30 October, 2026	Friday, 30 October, 2026		1000.00

36 Months - Cumulative Payment	
Company	Muthoot Fincorp Limited
Face Value per NCD (in Rs.)	1000
Number of NCDs held (assumed)	1
Date of Allotment (assumed)*	Wednesday, 30 October, 2024
Tenor	36 Months
Coupon Rate for all Categories of Investors	NA
Redemption Date/Maturity Date (assumed)	Saturday, 30 October, 2027

Frequency of the interest payment with specified dates	NA
Day Count Convention	Actual/Actual

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Coupon For all Categories of Investors (in Rs.)
Deemed date of allotment	Wednesday, 30 October, 2024	Wednesday, 30 October, 2024		-1000.00
Coupon/Interest Payment	Saturday, 30 October, 2027	Friday, 29 October, 2027	1095	318.34
Principal / Maturity value	Saturday, 30 October, 2027	Friday, 29 October, 2027		1000.00

60 Months - Cumulative Payment	
Company	Muthoot Fincorp Limited
Face Value per NCD (in Rs.)	1000
Number of NCDs held (assumed)	1
Date of Allotment (assumed)*	Wednesday, 30 October, 2024
Tenor	60 Months
Coupon Rate for all Categories of Investors	NA
Redemption Date/Maturity Date (assumed)	Tuesday, 30 October, 2029
Frequency of the interest payment with specified dates	NA
Day Count Convention	Actual/Actual

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Coupon For all Categories of Investors (in Rs.)
Deemed date of allotment	Wednesday, 30 October, 2024	Wednesday, 30 October, 2024		-1000
Coupon/Interest Payment	Tuesday, 30 October, 2029	Tuesday, 30 October, 2029	1826	603.62
Principal / Maturity value	Tuesday, 30 October, 2029	Tuesday, 30 October, 2029		1000.00
				9.900%

72 Months - Cumulative Payment	
Company	Muthoot Fincorp Limited
Face Value per NCD (in Rs.)	1000
Number of NCDs held (assumed)	1
Date of Allotment (assumed)*	Wednesday, 30 October, 2024
Tenor	72 Months
Coupon Rate for all Categories of Investors	NA
Redemption Date/Maturity Date (assumed)	Wednesday, 30 October, 2030
Frequency of the interest payment with specified dates	NA
Day Count Convention	Actual/Actual

Cash Flows	Due Date	Date of Payment	No. of days in	Coupon For all Categories
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			<b>Coupon Period</b>	<b>of Investors (in Rs.)</b>
Deemed date of allotment	Wednesday, 30 October, 2024	Wednesday, 30 October, 2024		-1000
Coupon/Interest Payment	Wednesday, 30 October, 2030	Wednesday, 30 October, 2030	2191	781.72
Principal / Maturity value	Wednesday, 30 October, 2030	Wednesday, 30 October, 2030		1000.00

<b>92 Months - Cumulative Payment</b>	
Company	Muthoot Fincorp Limited
Face Value per NCD (in Rs.)	1000
Number of NCDs held (assumed)	1
Date of Allotment (assumed)*	Wednesday, 30 October, 2024
Tenor	92 Months
Coupon Rate for all Categories of Investors	NA
Redemption Date/Maturity Date (assumed)	Wednesday, 30 June, 2032
Frequency of the interest payment with specified dates	NA
Day Count Convention	Actual/Actual

<b>Cash Flows</b>	<b>Due Date</b>	<b>Date of Payment</b>	<b>No. of days in Coupon Period</b>	<b>Coupon For all Categories of Investors (in Rs.)</b>
Deemed date of allotment	Wednesday, 30 October, 2024	Wednesday, 30 October, 2024		-1000
Coupon/Interest Payment	Wednesday, 30 June, 2032	Wednesday, 30 June, 2032	2800	1006.00
Principal / Maturity value	Wednesday, 30 June, 2032	Wednesday, 30 June, 2032		1000.00