

This is an advertisement issued, pursuant to regulation 30 (1) of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, for information purposes only.



(Please scan the QR code to view the Abridged Prospectus)



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 the 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: Joseph Oommen; Email: joseph.oommen@muthoot.com; Tel: 0471 4911588, Link to download the Abridged Prospectus: https://www.muthootfincorp.com/wp-content/uploads/2024/09/Muthoot-Fincorp-Limited-Abridged-Prospectus-Tranche-II.pdf,

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 the Tranche II Prospectus.

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 THE 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 THE 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.

CREDIT RATING : “CRISIL AA-/Stable” by CRISIL Ratings Limited

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 and carry very low credit risk

The following are the salient terms of the NCDs to be issued pursuant to the Tranche II Prospectus dated September 25, 2024.

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.

TRANCHE II
ISSUE
PROGRAMME

TRANCHE II ISSUE OPENS ON: FRIDAY, OCTOBER 11, 2024

TRANCHE II ISSUE CLOSURES ON: THURSDAY, OCTOBER 24, 2024**

** The 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 the Tranche II Prospectus. Our Company may, in consultation with the Lead Manager, consider closing the 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 the Tranche II Issue and subject to not exceeding thirty days from filing of the 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 the 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 the 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 of the Tranche II Prospectus.

A copy of the Shelf Prospectus and the Tranche II Prospectus has been 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 of the Tranche II Prospectus.

ASBA*
Simple, Safe, Smart way of Application

* Application Supported by Blocked Amount (“ASBA”) is a better way of applying to issues by simply blocking of the funds in the bank account. For further details, check section on “Issue Procedure - Method of Application” on page 156 of the Tranche II Prospectus.
Mandatory in public issues from October 01, 2018. No Cheques will be accepted.

UPI-Now available in ASBA for Retail Individual Investors (“RIIs”) applying through Registered Brokers, DPs and RTAs. Retail Individual Investors also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account.
Investors are required to ensure that the bank account used for bidding is linked to their PAN.

UPI is now available for Retail Individual Investors submitting bids up to an application value of ₹5,00,000/- applying through Designated Intermediaries, SCSBs or through the BSE Direct App / Web interface of Stock Exchange or any other permitted methods. For details of the ASBA and UPI Process, refer to the details given in the Application Form and also refer to the section titled “Issue Procedure” beginning on page 153 of the Tranche II Prospectus. List of banks supporting UPI is also available on the website of SEBI at HYPERLINK “http://www.sebi.gov.in/www.sebi.gov.in.Axis Bank Limited has been appointed as Sponsor Bank for the Tranche II Issue, in accordance with the requirement of SEBI Master Circular dated May 22, 2024 on UPI mechanism, as amended.

NCD allotment will be made in dematerialised form only. Allotment in consultation with the Lead Manager and the Designated Stock Exchange shall be made on the basis of the date of upload of each application into the electronic platform of the Stock Exchange, in each proportion subject to the allocation ratio indicated in the section titled “Issue Procedure” at page 153 of the Tranche II Prospectus.

Information required under Section 30 of Companies Act, 2013:

Contents of the Memorandum of Association of the Company as regard to its objects: For information on the main objects of our company, see “History and Certain Corporate Matters” on page 130 of the Shelf Prospectus and clause III of the Memorandum of Association of our company. The Memorandum of Association is a document for inspection in relation to the Tranche II Issue. For further details, see the section titled “Material Contracts and Documents for Inspection” on page 181 of the Tranche II Prospectus.

Liability of Members: Limited by Shares

Amount of share capital of the Company as on June 30, 2024: The Authorised Share Capital of the Company is ₹4,25,00,00,000 divided into 22,50,00,000 equity shares of face value of ₹10 each and 20,00,00,000 preference shares of face value of ₹10 each. The Issued share capital of the Company as on June 30, 2024, is ₹3,43,80,87,020 divided into 19,38,08,702 equity shares of face value ₹10 each and 15,00,00,000 preference shares of ₹10 each. Further, both the Subscribed and Paid-up share capital of the Company as on June 30, 2024 is ₹3,43,71,34,620 divided into 19,37,13,462 equity shares of ₹10 each and 15,00,00,000 preference shares of ₹10 each.

Names of the signatories at the time of signing of the Memorandum of Association of the Company and the number of shares subscribed for by them at the time of signing the Memorandum of Association: Given below are the Names of the signatories to the Memorandum of Association of our Company and shares held by them at the time of the signing of the Memorandum of Association: Mr. Thomas John Muthoot : 100 equity shares, Mr. Mathew M Thomas : 100 equity shares, Ms. Janamma Thomas : 100 equity shares, Mr. Thomas George : 100 equity shares, Mr. Thomas Muthoot : 100 equity shares, Ms. Preethi John : 100 equity shares, Ms. Nina George : 100 equity shares and Ms. Remy Thomas : 100 equity shares.

LISTING: The NCDs offered through the 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.

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 the 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 the Tranche II Prospectus, and “Material Developments” on page 72 of the Tranche II Prospectus before making an investment in the 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. The 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 the document.

DISCLAIMER CLAUSE OF BSE: It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the Shelf Prospectus and Tranche II Prospectus has been cleared or approved by BSE Limited nor does it certify the correctness or completeness of any of the contents of the Shelf Prospectus and Tranche II Prospectus. The investors are advised to refer to the Shelf Prospectus and Tranche II Prospectus for the full text of the Disclaimer clause of the BSE Limited.

DISCLAIMER CLAUSE OF USE OF BSE ELECTRONIC PLATFORM: It is to be distinctly understood that the permission given by the Exchange to use their network and software of

The Online system should not in any way be deemed or construed as compliance with various statutory requirements approved by the Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of the Company, its promoters, its management or any scheme or project of the Company. It is also to be distinctly understood that the approval given by the Exchange is only to use the software for participating in system of making application process.

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 CREDIT RATING AGENCY: 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 charge to the public on the website, www.crisilratings.com. CRISIL Ratings or its associates may have other commercial transactions with the company/entity.

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 the Tranche II Issue. The rating given by CRISIL Ratings Limited is valid as on the date of the 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 the Tranche II Prospectus.

Availability of Application Form : Application form can be obtained from: Muthoot Centre, Near Spencer Junction, M.G. Road, Trivandrum - 695 039, Kerala; Tel: +91 471 491 1430, Lead Manager : Nuvama Wealth Management Limited, Tel: +91 22 4009 4400 and Offices of Sub Syndicate Members, Trading Members and Designated Branches of The SCSBs. Application forms may be downloaded from the websites of the Company, BSE and the Lead Manager.

Availability of Shelf Prospectus and Tranche II Prospectus : Investors are advised to refer to the Shelf Prospectus and Tranche II Prospectus and the Risk Factors contained therein, before applying in the Tranche II Issue. Physical copy of the Shelf Prospectus and Tranche II Prospectus may be obtained from Registered Office of the Company and the Lead Manager. The soft copy of the Abridged Prospectus can be downloaded from the website of Company at www.muthootfincorp.com, Lead Manager to the Issue at www.nuvama.com and Registrar to the Issue at www.integratedregistry.in

Public Issue Account Bank, Sponsor Bank and Refund Bank : Axis Bank Limited

Note: All Capitalised terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Shelf Prospectus dated August 23, 2024 and Tranche II Prospectus dated September 25, 2024.

Name of the Consortium Member: Nuvama Wealth and Investment Limited

NOTICE TO INVESTORS

ADDENDUM TO THE SHELF PROSPECTUS DATED AUGUST 23, 2024 AND TRANCHE II PROSPECTUS DATED SEPTEMBER 25, 2024 (“ADDENDUM”)

With reference to the shelf prospectus dated August 23, 2024 (“Shelf Prospectus”) and the tranche II prospectus dated September 25, 2024 (“Tranche II Prospectus”), filed with the Registrar of Companies, Kerala and Lakshadweep (“RoC”), BSE Limited (“BSE”/ “Stock Exchange”) and Securities and Exchange Board of India (“SEBI”) in relation to the public issue of secured, redeemable, non-convertible debentures aggregating up to ₹ 2,000 Crores (“Issue”) by Muthoot Fincorp Limited (“Company” or “Issuer”). In this regard, please note the following:

1. Change in Statutory Auditors of the Company: Please note that the members of the Company in its 27 th Annual General Meeting held on September 30, 2024 (“AGM”), have approved the appointment of M/s. Isaac & Suresh, Chartered Accountants, Trivandrum and M/s Vishnu Rajendran & Co., Chartered Accountants, Kochi, as Joint Statutory Auditors of the Company until the conclusion of the 30 th Annual General Meeting of the Company to be held in the year 2027. Following are the details of the current Statutory Auditors of the Company: M/s. Isaac & Suresh, Chartered Accountants Address: 1st Floor, NRA-52, Thennala Towers, Nandavanam, Palayam, Thiruvananthapuram - 695033, Kerala Tel: 0471 2329875, 9447427862 Email: isaacsandureshthvm@gmail.com / 58suresh@gmail.com Firm Registration Number: 0011050S Contact Person: Sobha Sethumadhavan M/s Vishnu Rajendran & Co., Chartered Accountants Address: No:55/315, South Bridge Avenue Road, Panampilly Nagar, Ernakulam - 682036 Tel: 9400627999 Email: kochi@vrc.co.in Firm Registration Number: 004741S Contact Person: M. P. Jose FCA Subsequent to this Addendum, the reference to the Joint Statutory Auditors/ Auditors of the Company in the Shelf Prospectus and Tranche II Prospectus shall refer to M/s. Isaac & Suresh, Chartered Accountants, Trivandrum and M/s Vishnu Rajendran & Co., Chartered Accountants, Kochi. The Shelf Prospectus and Tranche II Prospectus (including the cover page and other sections) and all Issue related transaction documents and all other communication issued by the Company up to the date of this Addendum in relation to the Issue stands amended to the extent stated hereinabove and shall be read in conjunction with this Addendum and any reference to the Shelf Prospectus and Tranche II Prospectus shall be deemed to include reference to this Addendum.	2. Change in the Chief Financial Officer: Please note that the Board of Directors in its Board Meeting held on September 19, 2024, have accepted the resignation of Mr. Thomas Muthoot from the close of business on September 30, 2024 and have approved the appointment of Mr. Joseph Oommen as the Chief Financial Officer of the Company effective from October 1, 2024. Following are the details of the Chief Financial Officer: Name: Joseph Oommen Address: Muthoot FinCorp Limited, Muthoot Centre, Punnen Road, Trivandrum - 695001 Tel: 0471 4911588 Email: joseph.oommen@muthoot.com Subsequent to this Addendum, the reference to the Chief Financial Officer in the Shelf Prospectus and the Tranche II Prospectus shall refer to Mr. Joseph Oommen. The Shelf Prospectus and Tranche II Prospectus (including the cover page and other sections) and all Issue related transaction documents and all other communication issued by the Company up to the date of this Addendum in relation to the Issue stands amended to the extent stated hereinabove and shall be read in conjunction with this Addendum and any reference to the Shelf Prospectus and Tranche II Prospectus shall be deemed to include reference to this Addendum.	3. Change in the designation of Thomas George Muthoot: Please note that the members of the Company in its AGM, have approved the change in designation of Mr. Thomas George Muthoot from Non - Executive Director to Whole Time Director designated as Joint Managing Director effective from October 1, 2024. Subsequent to this Addendum, the designation of Thomas George Muthoot shall stand updated to Whole Time Director designated as Joint Managing Director. The Shelf Prospectus and Tranche II Prospectus (including the cover page and other sections) and all Issue related transaction documents and all other communication issued by the Company up to the date of this Addendum in relation to the Issue stands amended to the extent stated hereinabove and shall be read in conjunction with this Addendum and any reference to the Shelf Prospectus and Tranche II Prospectus shall be deemed to include reference to this Addendum	4. Material Contracts and Documents for inspection: The Company has received, (a) consent letters dated October 7, 2024 from M/s. Isaac & Suresh, Chartered Accountants, Trivandrum and M/s Vishnu Rajendran & Co., Chartered Accountants, Kochi, Joint Statutory Auditors (b) consent letter dated October 7, 2024 from Mr. Joseph Oommen, Chief Financial Officer to include their respective names as required under section 26 (1) of the Companies Act, 2013 read with SEBI NCS Regulations, in the Shelf Prospectus and the Tranche II Prospectus. Accordingly, reference to the written consent dated October 7, 2024 from M/s. Isaac & Suresh, Chartered Accountants, Trivandrum and M/s Vishnu Rajendran & Co., Chartered Accountants, Kochi and reference to the written consent dated October 7, 2024, from Mr. Joseph Oommen shall be included as Material Document under the section titled “Material Contracts and Documents for Inspection” on page 328 and 181 of the Shelf Prospectus and Tranche II Prospectus respectively. Issue related transaction documents and all other communication issued by the Company up to the date of this Addendum in relation to the Issue stands amended to the extent stated hereinabove and shall be read in conjunction with this Addendum and any reference to the Shelf Prospectus and Tranche II Prospectus shall be deemed to include reference to this Addendum.
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A copy of this Addendum is being filed with RoC in accordance with Section 26 and Section 31 of the Companies Act, 2013. The above information should be read in conjunction with the Shelf Prospectus and Tranche II Prospectus. The information in this Addendum supplements the Shelf Prospectus and Tranche II Prospectus and updates the information in the Shelf Prospectus and Tranche II Prospectus and the Abridged Prospectus, as applicable. All references to the Shelf Prospectus and Tranche II Prospectus shall also include this Addendum. All capitalized terms used in this Addendum shall, unless the context otherwise requires, have the meaning ascribed to them in the Shelf Prospectus and Tranche II Prospectus. The Addendum is available on the websites of SEBI, Lead Manager, Stock Exchange and the Company that is www.sebi.gov.in; www.nuvama.com; www.bseindia.com, and www.muthootfincorp.com.

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	DEBENTURE TRUSTEE	CREDIT RATING AGENCY	JOINT STATUTORY AUDITORS	COMPANY SECRETARY AND COMPLIANCE OFFICER
				M/s. Isaac & Suresh, Chartered Accountants 1st Floor, NRA-52, Thennala Towers, Nandavanam, Palayam, Thiruvananthapuram - 695033, Kerala, Tel: 0471 2329875, 9447427862 Email: isaacsandureshthvm@gmail.com / 58suresh@gmail.com Firm Registration Number: 0011050S Peer Review Certificate: 017346 Contact Person: Sobha Sethumadhavan	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
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 Email: mfl.ncd@nuvama.com Website: www.nuvama.com Contact Person: Sali Dave	Integrated Registry Management Services Private Limited 2 nd Floor, Kences Towers No. 1 Ramakrishna Street North Usman Road, T. Nagar, Chennai - 600 017 Tel: +91 44 2814 0801 to 2814 0803 Fax: +91 44 2814 2479 Email: yuvraj@integratedindia.in Website: www.integratedregistry.in Contact Person: S Yuvaraj	Vardhman Trusteeship Private Limited* The capital, A Wing, 412A Bandra Kurla Complex, Bandra (East) Mumbai – 400 051 Tel: +91 22 4264 8335/ 4014 0832 E-mail: compliance@vardhmantrustee.com Website: www.vardhmantrustee.com Contact Person: Rushabh Desai	CRISIL Ratings Limited CRISIL House, Central Avenue Hiranandani Business Park, Powai Mumbai – 400 076. Tel: +91 22 3342 3000 Fax: +91 22 3342 3050 Email: crisilratingdesk@crisil.com Contact Person: Krishnan Sitaraman	M/s Vishnu Rajendran & Co., Chartered Accountants No:55/315, South Bridge Avenue Road, Panampilly Nagar, Ernakulam - 682036, Tel: 9400627999 Email: kochi@vrc.co.in Firm Registration Number: 004741S Peer Review Certificate: 015121 Contact Person: M. P. Jose FCA	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, refund orders, or interest on application money etc.

* 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 the Tranche II Prospectus and in all the subsequent periodical communications sent to the holders of the NCDs issued pursuant to the Tranche II Issue.

Disclaimer: Muthoot Fincorp Limited, subject to market conditions and other considerations, is proposing a public issue of Secured, Redeemable, Non-Convertible Debentures (“NCDs”) and has filed Shelf Prospectus dated August 23, 2024 and Tranche II Prospectus dated September 25, 2024 (“Tranche II Prospectus”) (together referred to as the “Prospectus”) with the Registrar of Companies, Kerala and Lakshadweep, BSE Limited and SEBI. The Shelf Prospectus and Tranche II Prospectus is available on the website of the stock exchange at www.bseindia.com, the website of Company at www.muthootfincorp.com and the website of the Lead Manager at www.nuvama.com. Investors proposing to participate in the Tranche II Issue should invest only on the basis of information contained in the Prospectus. Investors should note that investment in NCDs involves a high degree of risk and for details relating to the same, please refer to the Shelf Prospectus and Tranche II Prospectus, including the section “Risk Factors” beginning on page 19 of the Shelf Prospectus and Tranche II Prospectus and “Material Developments” beginning on page 72 of the Tranche II Prospectus.

For Muthoot Fincorp Limited

Sd/-
Thomas John Muthoot
Managing Director
(DIN : 00011618)

Place: Trivandrum
Date: October 10, 2024