

MUTHOOT FINANCE LIMITED
Secured Redeemable Non-Convertible Debentures

Issue Opening Date: 08th February 2023

Issue Closing Date: 03rd March 2023

Issuer	Muthoot Finance Limited
Issue Size	Base Issue ₹ 100 crore with an Option to retain Oversubscription Amount ₹ 400 crore aggregating to ₹ 500 crore
Rating	AA+/STABLE by ICRA Ratings
Minimum Application	₹ 10,000 and Multiple of 1000 thereafter.
Mode of Issuance and Allotment	NCDs will be issued and traded compulsorily in dematerialized form.
Face Value of Bond	₹ 1,000
Listing	Proposed to be listed on BSE
Mode of Submission of Application Forms	ASBA only

Category Wise Issue Allocation for Secured NCD:-

Category I - Institutional (QIB)	Category II - Non-Institutional (Corporate)	Category III - HNI Category	Category IV - Retail Individual Category
Up to 5% of Overall Issue Size*	Up to 5% of Overall Issue Size*	Up to 40% of Overall Issue Size*	Up to 50% of Overall Issue Size*
*On first come first serve basis to be determined on the basis of the bid uploads made with the scheduled Stock Exchanges.			

Note: The Company would allot the Option III NCDs, as specified in this Tranche I Prospectus to all valid Applications, wherein the Applicants have not indicated their choice of the relevant option of NCDs.

Final Terms of the Issue

Terms and conditions in connection with Secured NCDs**** Options	I	II	III	IV	V	VI	VII
Frequency of Interest Payment	Monthly*	Monthly*	Annually**	Annually**	Annually**	NA	NA
Minimum Application	Rs 10,000 (10 NCDs) & in multiples of Rs 1000 (1 NCD) thereafter						
Face Value of NCDs (Rs / NCD)	Rs 1,000						
Tenor from Deemed Date of Allotment	37 Months	61 Months	25Months	37 Months	61 Months	37 Months	61 Months
Base coupon Rate (%) per annum for Category I & II	7.75%	7.85%	7.75%	8.00%	8.10%	NA	NA
Base coupon Rate (%) per annum for Category III & IV (A)	7.75%	7.85%	7.75%	8.00%	8.10%	NA	NA
Additional incentive on Base Coupon Rate (% per annum) on any Record Date as applicable to Category III and Category IV investors (B) 0.50%							NA
Coupon Rate (Aggregate of the Base Coupon Rate and the additional incentive on the Base Coupon Rate on any Record Date as applicable to Category III and Category IV investors)	8.25%	8.35%	8.25%	8.50%	8.60%	NA	NA
Effective Yield (Per annum) for Category I & II	7.75%	7.85%	7.75%	8.00%	8.10%	8.00%	8.10%
Effective Yield (Per annum) For Category III & IV	8.25%	8.35%	8.25%	8.50%	8.60%	8.50%	8.60%
Mode of Payment	ASBA						
Amount (Rs / NCD) on Maturity(Category I & II)	Rs 1,000	Rs 1,000	Rs 1,000	Rs 1,000	Rs 1,000	Rs 1,268.11	Rs 1,486.11
Amount (Rs / NCD) on Maturity(Category III & IV)	Rs 1,000	Rs 1,000	Rs 1,000	Rs 1,000	Rs 1,000	Rs.1,286.34	Rs 1,521.42
Nature of indebtedness	Secured Redeemable non-convertible						

* With respect to Options where interest is to be paid on a monthly basis, relevant interest will be calculated on the face value of the NCDs from the first day till the last date of every month during the tenor of such NCDs, and paid on the first day of every subsequent month. For the first interest payment for NCDs under the monthly options, interest from the Deemed Date of Allotment till the last day of the subsequent month will be clubbed and paid on the first day of the month next to that subsequent month. The last interest payment under monthly options will be made at the time of redemption of the NCDs.

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

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

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

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

(4) Subject to applicable tax deducted at source, if any. # The Company would allot the Option III 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 NCD

Who can apply?

Category I - Institutional Investors	<ul style="list-style-type: none"> • Public financial institutions, statutory corporations, commercial banks, co-operative banks and RRBs and multilateral and bilateral development financial institutions which are authorized to invest in the NCDs; • Provident funds, pension funds with a minimum corpus of Rs 25 crores, superannuation funds and gratuity funds, which are authorized to invest in the NCDs; • Alternative Investment Funds, subject to investment conditions applicable to them under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012; • Resident Venture Capital Funds registered with SEBI; • Insurance Companies registered with IRDA; • State industrial development corporations; • Insurance funds set up and managed by the army, navy, or air force of the Union of India; • Insurance funds set up and managed by the Department of Posts, the Union of India; • Systemically Important Non- Banking Financial Company, a nonbanking financial company registered with the Reserve Bank of India and having a net-worth of more than five hundred crore rupees as per the last audited financial statements • National Investment Fund set up by resolution no. F. No. 2/3/2005 -DDII dated November 23,2005 of the Government of India published in the Gazette of India; and • Mutual Funds registered with SEBI.
Category II - Non Institutional Investors	<ul style="list-style-type: none"> • Companies; bodies corporate and societies registered under the applicable laws in India and authorized to invest in the NCDs; • Public/ private charitable/ religious trusts which are authorized to invest in the NCDs; • Scientific and/or industrial research organizations, which are authorized 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 - HNI Category	<ul style="list-style-type: none"> • Individual Investors ("HNIs") - Resident Indian individuals and Hindu Undivided Families through the Karta applying for an amount aggregating to above Rs.1,000,000 across all options of NCDs in the Issue.
Category IV - Individual Category	<ul style="list-style-type: none"> • Resident Indian individuals and Hindu Undivided Families through the Karta applying for an amount aggregating up to and including Rs.1,000,000 across all options of NCDs in the Issue.

Note: 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.

APPLICATIONS CANNOT BE MADE BY:

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

1. Minors without a guardian name* (A guardian may apply on behalf of a minor. However, Applications by minors must be made through Application Forms that contain the names of both the minor Applicant and the guardian;
2. 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;
3. Persons resident outside India and other foreign entities;
4. Foreign Institutional Investors;
5. Foreign Portfolio Investors;
6. Foreign Venture Capital Investors;
7. Qualified Foreign Investors;
8. Overseas Corporate Bodies;
9. Person's ineligible to contract under applicable statutory/regulatory requirements.

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

DEEPAK PANJWANI

Head (Debt)

9323555164/ 022-66182352

deepak@geplcapital.com

Disclaimer: "This message is for the named addressees' use only. It may contain confidential, proprietary or legally privileged information. If you receive this message by error, please immediately delete it. You must not, directly or indirectly, use, disclose, distribute, print, or copy any part of this message if you are not the intended recipient. Unless otherwise stated, any commercial information given in this message does not constitute an offer to deal on any terms quoted. Any reference to the terms of executed transactions should be treated as preliminary only and subject to our formal written confirmation. The transmission and content of this E-mail cannot be guaranteed to be secure or error-free. Therefore, we cannot represent that the information in this E-mails complete, accurate, uncorrupted, timely or free of viruses and GEPL Capital & its group of companies cannot accept any liability for E-mails that have been altered in the course of delivery."