



DISCLOSURE DOCUMENT

MUTHOOT FINCORP LIMITED

(A Public Limited Company Incorporated under the Companies Act, 1956 (Registered as a Non-Banking Financial Company within the meaning of the Reserve Bank of India Act, 1934 (2 of 1934)) and validly existing under the Companies Act, 2013.)

Date of Incorporation: June 10, 1997; **Registered office:** Muthoot Centre, TC No 14/2074-7 Punnen Road Trivandrum – 695 039, Kerala; **Tel:** +91 471 491 1550, **Fax:** +91 471 233 1560

Corporate office: Muthoot Centre, Near Spencer Junction, M.G. Road, Trivandrum – 695 001, Kerala; **Tel:** +91 471 491 1430, **Fax:** +91 471 491 1569

Compliance Officer and Contact Person: Mr. T.D. Mathai; **Email:** cs@muthootfincorp.com; **Tel:** +91 471 491 1563; **Fax:** +91 471 233 1560

CIN: U65929KL1997PLC011518; **Website:** www.muthootfincorp.com

Disclosure document (“Disclosure Document” / “Information Memorandum”) for issue up to 2,250 (Two Thousand Two Hundred and Fifty) Rated, Listed, Senior, Secured, Redeemable, Principal Protected Market-Linked, Non-Convertible Debentures having a face value of Rs. 10,00,000/- (Rupees Ten Lakhs only) each, of the aggregate nominal value of up to Rs. 225,00,00,000/- (Rupees Two Hundred and Twenty Five Crores only), in a single series (“Debentures”/ “NCDs”) on a private placement basis (the “Issue”).

BACKGROUND

This Disclosure Document is related to the Debentures to be issued by Muthoot Fincorp Limited (the “Issuer” or “Company”) on a private placement basis and contains relevant information and disclosures required for the purpose of issuing of the Debentures. The issue of the Debentures described under this Disclosure Document has been authorised by the Issuer through a resolution passed by the shareholders of the Issuer on January 27, 2021 and the Board of Directors on January 19, 2021 and the Debenture Issue Committee on March 15, 2021 in accordance with the provisions of the Companies Act, 2013 and the Memorandum and Articles of Association of the Company. The present issue of the Debentures in terms of this Disclosure Document is within the overall powers of the Board as per the above shareholder resolution.

GENERAL RISKS

Investment in debt and debt related securities involve a degree of risk and investors should not invest any funds in debt instruments unless they can afford to take the risk attached to such investments. Potential 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, potential investors must rely on their own examination of the Issue and the Disclosure Document including the risks involved. The Issue has not been recommended or approved by Securities and Exchange Board of India (SEBI) nor does SEBI guarantee the accuracy or adequacy of this Disclosure Document. The Debentures are subject to model risk i.e. the securities created based on complex mathematical models involving multiple derivative exposures which may or may not be hedged and the actual behavior of the securities selected for hedging



may significantly differ from the returns predicted by the mathematical models. Potential investors should be aware that receipt of the principal amount, coupon and any other amounts that may be due in respect of the Debentures is subject to the credit risk of the Company.

CREDIT RATING

The Debentures proposed to be issued by the Issuer have been rated by CRISIL Limited (“**CRISIL**” / “**Rating Agency**”). The Rating Agency has *vide* its provisional rating rationale dated March 15, 2021 assigned a rating of ‘CRISIL PP-MLD AA+r (CE)/Stable’ in respect of the Debentures. Please refer to **Annexure V** of this Disclosure Document for the provisional rating rationale from the Rating Agency assigning the credit rating abovementioned. The letter disclosing the rating rationale adopted for the aforesaid rating will be obtained from the Rating Agency prior to the Deemed Date of Allotment.

LISTING

The Debentures are proposed to be listed on the debt segment of BSE Limited (“**BSE**”).

ISSUER’S ABSOLUTE RESPONSIBILITY

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that the information contained in this Disclosure Document is true and fair in all material respects 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 makes this Disclosure Document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. The audited financial information of the Issuer (including details of related party transactions) as disclosed in this Disclosure Document has been updated as of September 30, 2020.

DISCLOSURE Each potential investor contemplating the purchase of any NCDs should make its own independent investigation of the financial condition and affairs of the Company and its own appraisal of the creditworthiness of the Company as well as the structure of the Issue. Potential investors should consult their own financial, legal, tax and other professional advisors as to the risks and investment considerations arising from an investment in the NCDs and acknowledge that the Debenture Trustee does not have the obligations of a borrower or principal debtor or guarantor as to the monies paid by the investor for the Debentures.

ISSUE SCHEDULE

Issue Opens on: March 16, 2021
Issue Closing on: March 16, 2021
Deemed Date of Allotment: March 16, 2021

The Issuer reserves the right to change the issue schedule including the Deemed Date of Allotment at its sole discretion, without giving any reasons or prior notice. The Issue shall be open for subscription during the banking hours on each day during the period covered by the issue schedule.

This Disclosure Document is dated March 16, 2021.



ISSUER	DEBENTURE TRUSTEE	REGISTRAR TO THE ISSUE
 Muthoot Fincorp Limited Registered Office: Muthoot Centre, TC No 14/2074-7 Punnen Road Trivandrum – 695 039, Kerala; Corporate Office: Muthoot Centre, Spencer Junction, Trivandrum – 695 001, Kerala Tel: +91 471 491 1430 Fax: +91 471 491 1569	 Catalyst Trusteeship Limited GDA House, Plot No. 85, Bhusari Colony (Right), Kothrud, Pune-411038 Tel. No.: +91 22 4922 0555	 Integrated Registry Management Services Private Limited II Floor, Kences Towers No. 1 Ramakrishna Street, T. Nagar, Chennai – 600 017, Tamil Nadu Tel: +91 44 2814 0801 - 803 Fax: +91 44 2814 2479

ARRANGER
 NORTHERN ARC Northern Arc Capital Limited 10th Floor-Phase I, IIT-Madras Research Park, Kanagam Village, Taramani, Chennai 600113, India Tel: +91 44 6668 7000



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SECTION 1: NOTICE TO INVESTORS AND DISCLAIMERS

This Disclosure Document (the “**Disclosure Document**”) is **neither a prospectus nor a statement in lieu of prospectus** under the Act. This Disclosure Document has not been submitted to or approved by the Securities and Exchange Board of India (“**SEBI**”) and has been prepared by the Company in conformity with the extant SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as amended from time to time, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, SEBI circular no. CIR/IMD/DF/17/2011 dated September 28, 2011 on Guidelines for Issue and Listing of Structured Products/ Market Linked Debentures, as amended from time to time and the Non-Banking Financial Company-Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 dated September 01, 2016, as amended from time to time. This Issue of NCDs which is to be listed on the debt segment of BSE is being made strictly on a private placement basis. This Disclosure Document does not constitute and shall not be deemed to constitute an offer or an invitation to the public to subscribe to the NCDs. Neither this Disclosure Document nor any other information supplied in connection with the NCDs is intended to provide the basis of any credit or other evaluation and a recipient of this Disclosure Document should not consider such receipt a recommendation to purchase any NCDs. Each potential investor contemplating the purchase of any NCDs should make its own independent investigation of the financial condition and affairs of the Company and its own appraisal of the creditworthiness of the Company as well as the structure of the Issue. Potential investors should consult their own financial, legal, tax and other professional advisors as to the risks and investment considerations arising from an investment in the NCDs and should possess the appropriate resources to analyze such investment and the suitability of an investment to the investor's particular circumstances. No person has been authorized to give any information or to make any representation not contained in or incorporated by reference in this Disclosure Document or in any material made available by the Company to any potential investor pursuant hereto and, if given or made, such information or representation must not be relied upon as having been authorized by the Company.

As per the applicable provisions of the Companies Act, 2013 and the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as amended from time to time, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, SEBI circular no. CIR/IMD/DF/17/2011 dated September 28, 2011 on Guidelines for Issue and Listing of Structured Products/ Market Linked Debentures, as amended from time to time and the Non-Banking Financial Company-Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 dated September 01, 2016, as amended from time to time it is not necessary for a copy of this Disclosure Document to be filed with or submitted to the SEBI or RBI for its review and / or approval. Further, since the Issue is being made on a private placement basis, Section 26 of the Companies Act, 2013 shall not be applicable and accordingly, a copy of this Disclosure Document has not been filed with the Registrar of Companies.

This Disclosure Document, the Private Placement Offer Letter and the contents hereof are addressed only to the intended recipients who have been addressed directly and specifically through a communication by the Company. All potential investors are required to comply with the relevant regulations/guidelines applicable to them for investing in this Issue. The contents of this Disclosure Document and/or the Private Placement Offer Letter are intended to be used only by those potential investors to whom it is distributed. It is not intended for distribution to any other person and should not be reproduced by the recipient or made public or its contents disclosed to a third person. No invitation is being made to any person other than the investor to whom this Disclosure Document and Private Placement Offer Letter has been sent. Any application by a person to whom this Disclosure Document and/or the Private Placement Offer Letter has not been sent by the Company may be rejected without assigning any reason.



You shall not and are not authorised to: (1) deliver this Disclosure Document and/or the Private Placement Offer Letter to any other person; or (2) reproduce this Disclosure Document and/or the Private Placement Offer Letter, in any manner whatsoever. Any distribution or reproduction or copying of this Disclosure Document and/or the Private Placement Offer Letter in whole or in part or any public announcement or any announcement to third parties regarding the contents of this Disclosure Document and/or the Private Placement Offer Letter is unauthorised. Failure to comply with this instruction may result in a violation of Applicable Laws of India and/or other jurisdictions. This Disclosure Document has been prepared by the Company for providing information in connection with the proposed Issue.

This Issue is a domestic issue restricted to India and no steps have been taken or will be taken to facilitate the Issue in any jurisdictions other than India. Hence, this Disclosure Document does not constitute, nor may it be used for or in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation. No action is being taken to permit an offering of the Debentures or the distribution of this Disclosure Document in any jurisdiction where such action is required. This Disclosure Document is not intended for distribution to, or use by, any person or entity in any jurisdiction or country where distribution or use of such information would be contrary to law or regulation. Persons into whose possession this Disclosure Document comes are required to inform themselves about and to observe any such restrictions. This Disclosure Document is made available to potential investors in the Issue on the strict understanding that it is confidential and may not be transmitted to others, whether in electronic form or otherwise.

DISCLAIMER OF THE ARRANGER

The Issuer hereby declares that it has exercised due-diligence to ensure complete compliance with prescribed disclosure norms in this Information Memorandum and/or the Private Placement Offer Letter. Without limiting the foregoing, the Arranger is not acting, and has not been engaged to act, as an underwriter, merchant banker or other intermediary with respect to the Debentures. The Issuer is solely responsible for the truth, accuracy and completeness of all the information provided in this Information Memorandum and/or the Private Placement Offer Letter. Neither is the Arranger responsible for preparing, clearing, approving, scrutinizing or vetting this Information Memorandum and/or the Private Placement Offer Letter, nor is the Arranger responsible for doing any due-diligence for verification of the truth, correctness or completeness of the contents of this Information Memorandum and/or the Private Placement Offer Letter. The Arranger shall be entitled to rely on the truth, correctness and completeness of this Information Memorandum and/or the Private Placement Offer Letter. It is to be distinctly understood that the aforesaid use of this Information Memorandum and/or the Private Placement Offer Letter by the Arranger should not in any way be deemed or construed to mean that the Information Memorandum and/or the Private Placement Offer Letter has been prepared, cleared, approved, scrutinized or vetted by the Arranger. Nor should the contents of this Information Memorandum and/or the Private Placement Offer Letter in any manner be deemed to have been warranted, certified or endorsed by the Sole Arranger as to the truth, correctness or completeness thereof. Each recipient must satisfy itself as to the accuracy, reliability, adequacy, reasonableness or completeness of the Information Memorandum and/or the Private Placement Offer Letter.

The Arranger has not conducted any due diligence review on behalf or for the benefit of the Debenture Trustee or any of the Debenture Holders. Each of the Debenture Holders should conduct such due diligence on the Issuer and the Debentures as it deems appropriate and make its own independent assessment thereof.



Distribution of this Information Memorandum and/or the Private Placement Offer Letter does not constitute a representation or warranty, express or implied by the Arranger that the information and opinions herein will be updated at any time after the date of this Information Memorandum and/or the Private Placement Offer Letter. The Arranger does not undertake to notify any recipient of any information coming to the attention of the Arranger after the date of this Information Memorandum and/or the Private Placement Offer Letter. No responsibility or liability or duty of care is or will be accepted by the Arranger for updating or supplementing this Information Memorandum and/or the Private Placement Offer Letter nor for providing access to any additional information as further information becomes available.

Neither the Arranger nor any of their respective directors, employees, officers or agents shall be liable for any direct, indirect or consequential loss or damage suffered by any person as a result of relying on any statement in or omission from this Information Memorandum or in any other information or communications made in connection with the Debentures.

The Arranger is acting for the Company in relation to the Issue of the Debentures and not on behalf of the recipients of this Information Memorandum and/or the Private Placement Offer Letter. The receipt of this Information Memorandum and/or the Private Placement Offer Letter by any recipient is not to be constituted as the giving of investment advice by the Arranger to that recipient, nor to constitute such a recipient a customer of the Arranger. The Arranger is not responsible to any other person for providing the protection afforded to the customers of the Arranger nor for providing advice in relation to the Debentures.

Each recipient of this Information Memorandum and/or the Private Placement Offer Letter acknowledges that:

- i. each recipient has been afforded an opportunity to request and to review and has received all additional information considered by the recipient to be necessary to verify the accuracy of or to supplement the information contained herein; and
- ii. such recipient has not relied on the Arranger in connection with its investigation of the accuracy of such information or its investment decision.

DISCLAIMER OF THE RESERVE BANK OF INDIA

The Company holds a certificate of registration dated July 23, 2002 bearing registration no. 16.00170 issued by the RBI to carry on the activities of a NBFC under section 45 IA of the RBI Act, 1934. However, the Debentures have not been recommended or approved by the RBI nor does RBI guarantee the accuracy or adequacy of this Disclosure Document. It is to be distinctly understood that this Disclosure Document should not, in any way, be deemed or construed that the securities have been recommended for investment by the RBI. RBI does not take any responsibility either for the financial soundness of the Issuer, or the securities being issued by the Issuer or for the correctness of the statements made or opinions expressed in this Disclosure Document. Potential investors may make investment decision in the securities offered in terms of this Disclosure Document solely on the basis of their own analysis and RBI does not accept any responsibility about servicing/ repayment of such investment.

DISCLAIMER OF THE SECURITIES & EXCHANGE BOARD OF INDIA

As per the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as amended from time to time and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended



from time to time, a copy of this Disclosure Document is not required to be filed with or submitted to SEBI for its review/approval. Accordingly, this Disclosure Document has not been filed with SEBI. The Debentures have not been recommended or approved by SEBI nor does SEBI guarantee the accuracy or adequacy of this Disclosure Document. It is to be distinctly understood that this Disclosure Document should not, in any way, be deemed or construed that the same has been cleared or vetted 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 this Disclosure Document. The issue of Debentures being made on private placement basis, filing of this Disclosure Document is not required with SEBI, however SEBI reserves the right to take up at any point of time, with the Issuer, any irregularities or lapses in this Disclosure Document.

DISCLAIMER CLAUSE OF THE STOCK EXCHANGE

As required, a copy of this Disclosure Document would be duly filed with BSE in terms of SEBI (Issue and Listing of Debt Securities) Regulations, 2008. It is to be distinctly understood that submission of this Disclosure Document to the BSE should not in any way be deemed or construed to mean that this Disclosure Document has been reviewed, cleared or approved by BSE, nor does BSE in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Disclosure Document. BSE does not warrant that the NCDs thereof will be listed or will continue to be listed on BSE nor does BSE take any responsibility for the soundness of the financial and other conditions of the Company, its promoters, its management or any scheme or project of the Company.

DISCLAIMER OF THE TRUSTEE

The Debenture Trustee, *ipso facto* does not have the obligations of a borrower or a principal debtor or a guarantor as to the monies paid/invested by Debenture Holders.

DISCLAIMER IN RESPECT OF RATING AGENCIES

Ratings are opinions on credit quality and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. The Rating Agency has based its ratings on information obtained from sources believed by it to be accurate and reliable. The Rating Agency does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by the Rating Agency have paid a credit rating fee, based on the amount and type of bank facilities/instruments.

DISCLAIMER OF VALUATION AGENCY(IES)

The Issuer has appointed the Valuation Agency(ies). Any valuations as may be provided by the Valuation Agency(ies), on the website of the Issuer and the Valuation Agency(ies) or otherwise, do not represent the actual price of the Debentures that may be received upon sale or redemption of Debentures. They merely represent the Valuation Agency(ies)' computation of the valuation which may in turn be based on several assumptions. The valuation will reflect the independent views of the Valuation Agency(ies). It is expressly stated that the valuation will not be the view of the Issuer or its affiliates. The Issuer will not review the valuation and will not be responsible for the accuracy of the valuations. The valuations that will be provided by the Valuation Agency(ies) and made available on the website of the Issuer and the Valuation Agency(ies),



at a frequency of not less than once a calendar week, and the said valuation will not represent the actual price that may be received upon sale or redemption of the Debentures. It will merely represent the Valuation Agency(ies)' computation of the valuation which may in turn be based on several assumptions. The valuations that will be provided by the Valuation Agency(ies) may include the use of proprietary models (that are different from the proprietary models used by the Issuer and/or the Valuation Agency(ies)) and consequently, valuations provided by other parties (including the Issuer and/or the Valuation Agency(ies)) may be significantly different.

FORCE MAJEURE BEFORE CLOSING DATE

The Company reserves the right to withdraw the Issue at any time prior to the closing date thereof in the event of any unforeseen development adversely affecting the economic and/or regulatory environment or otherwise. In such an event, the Company will refund the application money, if any, collected in respect of the Debentures without assigning any reason.

ISSUE OF DEBENTURES IN DEMATERIALISED FORM

The NCDs will be issued in dematerialised form. The Issuer has made arrangements with the Depositories for the issue of the NCDs in dematerialised form. The investor will have to hold the Debentures in dematerialised form as per the provisions of Depositories Act. The Issuer shall take necessary steps to credit the Debentures allotted to the beneficiary account maintained by the investor with its depository participant. The Issuer will make the Allotment to investors on the Deemed Date of Allotment after verification of the Application Form, the accompanying documents and on realisation of the application money.

DISCLAIMER IN RESPECT OF JURISDICTION:

Issue of these Debentures have been/will be made in India to investors as specified under clause "Eligible Investors" in this Disclosure Document, who have been/shall be specifically approached by the Company. This Disclosure Document is not to be construed or constituted as an offer to sell or an invitation to subscribe to Debentures offered hereby to any person to whom it is not specifically addressed. The Debentures are governed by and shall be subject to the laws of India. Subject to the Debenture Documents, any dispute arising in respect thereof will be subject to the non-exclusive jurisdiction of the courts and tribunals of Mumbai.

EACH PERSON RECEIVING THIS DISCLOSURE DOCUMENT ACKNOWLEDGES THAT SUCH PERSON:

- (a) has reviewed the terms and conditions applicable to the Debentures as contained in this Disclosure Document and the Transaction Documents and has understood the same, and has also reviewed the risk disclosures contained herein and has understood the risks;
- (b) has received all the information believed by it to be necessary and appropriate or material in connection with, and for investment in the Debentures;
- (c) has sufficient knowledge, experience and expertise as an investor, to make the investment in the Debentures;



- (d) has not relied on either the Company or any of its affiliate, associate, holding, subsidiary or group entities or any person acting in its or their behalf for any advice or recommendations of any sort expect as regards the accuracy of the specific factual information about the Company and the terms of the Debentures set out in this Disclosure Document;
- (e) has understood that information contained in this Disclosure Document is not to be constructed as business or investment advice;
- (f) has made an independent evaluation and judgment of all risks and merits before investing in the Debentures;
- (g) has understood that the Debentures, even after being listed, may not be marketable or may not have a market at all;
- (h) has legal ability to invest in the Debentures and the investment does not contravene any provision of any law, regulation or contractual restriction or obligation or undertaking binding on or affecting the Debenture Holders or its assets; and
- (i) Neither the delivery of this Disclosure Document nor any sale of Debentures made hereunder shall, under any circumstances, constitute a representation or create any implication that there has been no change in the affairs of the Issuer since the date hereof.



SECTION 2: DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates or requires, the following terms shall have the meanings given below in this Disclosure Document.

General terms

Term	Description
Company/ Issuer	Muthoot Fincorp Limited

Company related terms

Term	Description
Board of Directors/Board	The board of directors of the Company or any committee thereof
Director(s)	Director(s) of the Company, as may change from time to time, unless otherwise specified
KMP	Key managerial personnel, as defined under the Companies Act
Memorandum and Articles	The Memorandum & Articles of Association of the Company, as amended from time to time

Issue related terms

Term	Description
Act/ Companies Act	The Companies Act, 2013 and to the extent not repealed and replaced by the Companies Act, 2013, shall mean the Companies Act, 1956
Accelerated Redemption Event	Shall have the meaning set out under “ Accelerated Redemption Event and Consequences ” in paragraph 4.20 herein
Agreement to Assign	Shall mean the agreement to assign to be executed by and between the Company as the seller and the SPV Trust as the purchaser, setting out the terms and conditions in accordance with which pool or pools of Identified Receivables and the Underlying Security, together with all other rights, benefits, powers, risk and guarantees and indemnities in relation thereto as contained in the Underlying Documents and all right, title, interests of the Company in the Cash Collateral, shall be sold, transferred and assigned by the Company to the SPV Trust vide execution of Deed of Assignment and setting out the terms upon which the contributions shall be made by the Company to the SPV Trust
Applicable Law(s)	Shall mean all applicable statutes, enactments or acts of any legislative body in India, laws, ordinances, rules, bye-laws, regulations, notifications, guidelines, policies, directions, directives and orders of any Governmental Authority and any modifications or re-enactments thereof
Allotment/Allot	The allotment of the NCDs or Debentures



Term	Description
Application Form	The form in which an investor can apply for subscription to the NCDs, set out in Annexure I hereto
Assets	Shall have the meaning assigned to the term 'Assets' in the row titled ' Security ' under paragraph 4.20 herein
Assets Under Management / AUM	Means and includes the outstanding principal amount of the loans originated by the Issuer on its own books (including loans which have been securitised where the Issuer continues to remain as the servicer / collection agent) as well as loan originated on behalf of other entities by entering into partnership agreements but not included on the Issuer's own book, where the Issuer is acting as servicer / collection agent
Assignment Documents	Shall mean such documents as will be entered into on or about the date hereof between the Company and the SPV Trust and/or SPV Trustee for the purposes of the transaction described in row titled " Security " under paragraph 4.20 and shall include: (i) the SPV Trust Deed; (ii) the Agreement to Assign; (iii) the Deed of Assignment; (iii) the Master Servicing Agreement; (iv) the power of attorney issued by the Company to the SPV Trustee to enable the SPV Trustee to perfect its right, title and interest in relation to the Assets; and (v) any other document that the SPV Trustee may designate as an Assignment Document.
Beneficial Owner(s)	Means the Debenture Holder(s) of the Debentures in dematerialised form whose name is recorded as the Debenture Holders with the Depository
BSE / Stock Exchange	BSE Limited
Call Option	Shall have the meaning set out under " Call Option " in paragraph 4.20 herein;
Call Option Date	Shall mean the date falling 24 (Twenty Four) months after the Deemed Date of Allotment i.e. on March 16, 2023
Cash Collateral	Shall mean the credit enhancement to be provided by the Company to the SPV Trustee in terms of the Transaction Documents, for securing the obligations of the Company in relation to the Debentures, to the extent of Rs. 6,86,25,000/- (Rupees Six Crores Eighty Six Lakhs Twenty Five Thousand Only) aggregating to 3.05% (Three Decimal Point Zero Five Percent) of the amount of the principal amount of the Debentures, which Cash Collateral shall be provided in the form of fixed deposit(s) (which shall be lien marked in favour of the Debenture Trustee)
CDSL	Central Depository Services (India) Limited
Coupon	Shall have the meaning set out under " Coupon Rate " in paragraph 4.20 herein
Coupon Rate	Shall have the meaning set out under " Coupon Rate " in paragraph 4.20 herein
Coupon Payment Date	Shall have the meaning set out under " Coupon Payment Date " in paragraph 4.20 herein



Term		Description
Company Hypothecation	Deed of	Shall mean the deed of hypothecation to be executed between the Company and the Debenture Trustee for the purposes of creating hypothecation over Company Hypothecated Property in favour of the Debenture Trustee
Company Property	Hypothecated	Shall collectively mean: (i) all right, title and interest of the Company in the contribution made available by the Company to the SPV Trust from time to time in terms of the Agreement to Assign, whether under the terms of the Agreement to Assign, the SPV Trust Deed or otherwise; (ii) all right, title and interest of the Company in the property belonging to the SPV Trust, as a residual beneficiary in terms of the SPV Trust Deed; (iii) in the event that the transfer of the Assets from the Company to the SPV Trust is reversed for any reason whatsoever, then all right, title and interest of the Company in the said Assets; and (iv) all right, title and interest of the Company in the Designated Account and the monies lying to the credit thereof, from time to time
Debenture Documents		Shall mean the documents executed in relation to the issue of the Debentures and the creation of the Security and shall include: (i) this Disclosure Document; (ii) the Private Placement Offer Letter; (iii) the Debenture Trustee Agreement; (iv) the Debenture Trust Deed; (v) the SPV Guarantee; (vi) Company Deed of Hypothecation and the power of attorney thereto; (vii) the SPV Deed of Hypothecation; (viii) the documents in relation to Cash Collateral; (ix) resolutions as set out under the 'Conditions Precedent to Pay-in' under paragraph 4.20 herein; (x) tripartite agreements executed by the Company with the Depository(ies) and Registrar & Transfer Agent; (xi) undertaking(s), if any, issued in terms of the Transaction Documents; (xii) letter(s) and rationale issued by the Rating Agency; and (xiii) any other document that may be designated by the Debenture Trustee as a Debenture Document
Debenture Holder(s)		Shall mean the several persons/companies who will, from time to time, be holders of the Debentures and whose names will be entered in the Register of Debenture Holders as Debenture Holders and whose names will be recorded as the beneficial owners of the Debentures, with the Depository
Debenture Trustee		Trustee for the Debenture Holders, in this case being Catalyst Trusteeship Limited
Debenture Trustee Agreement		Shall mean the debenture trustee appointment agreement entered into by and between the Company and the Catalyst Trusteeship Limited for the appointment of Catalyst Trusteeship Limited as Debenture Trustee in relation to the Debentures.
Debenture Trust Deed		Deed to be executed by and between Debenture Trustee and the Company for the purposes of the issuance of the Debentures
Deed of Assignment		Shall mean each of the deeds of assignment of receivables to be executed by and between the Company as the seller and the SPV Trust as the



Term	Description
	purchaser, pursuant to which Assets shall be sold, transferred and assigned by the Company to the SPV Trust in accordance with the terms contained therein. The right, title and interest of the Company in the Cash Collateral shall be transferred along with the initial Identified Receivables and the Underlying Security thereto, together with all other rights, benefits, powers, risk and guarantees and indemnities in relation thereto as contained in the Underlying Documents, to the SPV Trust in terms of the initial Deed of Assignment
Deemed Date of Allotment	Shall mean the date on which the Debentures shall be allotted to the Debenture Holders being March 16, 2021
Default Interest	Shall have the meaning set out under “ Default Interest Rate ” in paragraph 4.20 herein
Depository(ies)	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participant) Regulations, 1996, as amended from time to time, in this case being NSDL and/or CDSL, as the case may be
Depositories Act	The Depositories Act, 1996, as amended from time to time
Depository Participant/DP	A depository participant as defined under the Depositories Act
Designated Account	Means the bank account opened by the Company and operated under the signature of, the Debenture Trustee (for the benefit of the Debenture Holders), where the Company is required to deposit all amounts payable to the Debenture Holders in relation to the Debentures are to be deposited in terms of the Transaction Documents
Designated Bank	Shall mean any scheduled commercial bank with a minimum long term rating of AA+ or higher, acceptable to the Debenture Trustee, with whom the Designated Account is to be maintained under the provisions of the Transaction Documents
Disclosure Document	This Disclosure Document through which the Issue is being made
DP-ID	Depository Participant Identification Number
Early Redemption	Shall have the meaning set out under “ Early Redemption ” in paragraph 4.20 herein
ECS	Electronic clearing system
Events of Default	Shall mean the events identified under “ Event of Default ” under paragraph 4.20 herein
Expected Payout Dates	Shall mean such dates, upon the occurrence of any Trigger Event, on which any payments are expected to be paid to the Debenture Holders, as per the schedule that will be revised by the Company upon occurrence of any Trigger Event in accordance with the payment mechanism set out under “ Scheduled Maturity Date ” under paragraph 4.20 herein
FIMMDA	The Fixed Income Money Market and Derivatives Association of India
Final Fixing Date	Shall mean February 14, 2023



Term	Description
Final Fixing Level	Shall mean the last traded closing value/price of the Underlying Index as on the Final Fixing Date, as published by The Board of Financial Benchmarks India Pvt. Ltd. on www.fbil.org.in
Final Settlement Date	Shall mean the date on which the obligations in relation to the Outstanding Amounts have been irrevocably discharged in full and/or the Debentures, have been redeemed by the Company in full and the Debenture Trustee has provided a written confirmation to the Company in this regard
Financial Indebtedness	Shall mean any indebtedness for or in respect of: 1. moneys borrowed; 2. any amount availed of by acceptance of any credit facility; 3. any amount raised pursuant to the issuance of any notes, bonds, debentures, loan stock or any other similar securities or instruments; 4. the amount of any liability in respect of any lease or hire purchase contract, which would, in accordance with generally accepted principles of accounting in India, be treated as a finance or capital lease; 5. receivables sold or discounted (other than any receivables sold in the ordinary course of business or to the extent that they are sold on a non-recourse basis); 6. any amount raised under any other transaction (including any forward sale or purchase agreement) having the commercial effect of a borrowing; 7. any derivative transaction entered into in connection with protection against or benefit from fluctuation in price (and, when calculating the value of any derivative transaction, only the marked to market value shall be taken into account); 8. any counter-indemnity obligation in respect of a guarantee, indemnity, bond, standby or documentary letter of credit or any other instrument issued by a bank or financial institution; 9. the amount of any liability under an advance or deferred purchase agreement if one of the primary reasons behind the entry into such agreement is to raise finance; or 10. any put option, guarantees, keep fit letter(s), letter of comfort, etc by whatever name called, which gives or may give rise to any financial obligation(s); 11. any preference shares (excluding any compulsorily convertible preference shares); 12. (without double counting) the amount of any liability in respect of any guarantee or indemnity for any of the items referred to in paragraphs (1) to (11) above.
Identified Loans	Shall mean the facilities granted by the Company to the Obligors on the terms and conditions set out in the Identified Loan Agreements, which are assigned / to be assigned to the SPV Trust under the terms of the



Term	Description
	Deeds of Assignment
Identified Loan Agreements	Shall mean the loan agreement(s) entered into between the Company and Identified Obligor(s) setting out the terms and conditions for the Identified Loans availed of by the said Obligor(s)
Identified Obligor(s)	Shall mean the borrowers who have availed of the Identified Loans from the Company against the security of the Underlying Assets under the Identified Loan Agreements and who are liable to make payments to the Company of the principal amount of the Identified Loans and interest thereon in monthly instalments or other instalments and such other monies as stipulated thereunder
Identified Receivables	Shall mean the aggregate of all amounts payable to the Company by the Obligors, pursuant to the Identified Loan Agreements, including interest, additional interest, overdue charges, premium on prepayment proceeds received on prepayment/ foreclosure, more particularly set out in the Assignment Documents
Initial Fixing Date	Shall mean March 16, 2021
Initial Fixing Level	Shall mean the last traded closing value/price of the Underlying Index as on the Initial Fixing Date, as published by The Board of Financial Benchmarks India Pvt. Ltd. on www.fbil.org.in
Issue	Private placement of the Debentures
Material Adverse Effect	Shall mean the change or consequence of an event, circumstance, occurrence or condition which, has caused, as of any date of determination, or could reasonably be expected to cause a material adverse effect, on (i) the financial condition, business or operation of any of the Company, (ii) the ability of the Company to perform their obligations hereunder or under any Debenture Documents or the Assignment Documents, or (iii) the legality, validity, binding nature or enforceability of the Debenture Documents or the Assignment Documents, or (iv) any other effect or change which adversely affects the interest of the Debenture Holder(s) or the Debenture Trustee
Maturity Date	Shall mean the day on which the Debentures are redeemed in full, whether on account of scheduled repayment or prepayment or payment consequent to the occurrence of an Event of Default or Trigger Event or Accelerated Redemption Event or exercise of the Call Option. The scheduled Maturity Date for the Debentures shall be the Scheduled Maturity Date
Minimum Security Cover	Shall have the meaning set out under “ Security ” in paragraph 4.20 herein.
Majority Debenture Holder(s)	Means Debenture Holders holding an aggregate amount representing not less than 75% (Seventy Five Percent) of the value of the nominal amount of the outstanding Debentures
Master Servicing Agreement	Shall mean the agreement to be executed between the Company and the



Term	Description
	SPV Trustee, inter alia setting out the terms on which Muthoot Fincorp Limited shall be appointed as the servicer and the terms and conditions for the collection and management of the Identified Receivables and other services
NEFT	National Electronic Fund Transfer Service
NSDL	National Securities Depository Limited
Obligor	Means any person to whom loan has been extended by the Company and includes its successors or permitted assigns
Outstanding Amounts	Shall mean the aggregate of the principal amount, Coupon, Default Interest, any outstanding remuneration of the Debenture Trustee, fees, costs, charges, expenses and all present and future moneys, liabilities due, owing or incurred from time to time to the Company under or in connection with the Debentures, and/or any Debenture Document (in each case, whether alone or jointly, or jointly and severally, with any other person, whether actually or contingently, and whether as principal, surety or otherwise)
Promoters	Shall mean the following Persons: (i) Mr. Thomas John Muthoot; (ii) Mr. Thomas George Muthoot; and (iii) Mr. Thomas Muthoot
Private Placement Offer Letter	Shall mean the private placement offer cum application letter(s) prepared in compliance with Section 42 of the Companies Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014
RBI	Reserve Bank of India
Register of Debenture Holders	Shall mean the register maintained by the Company containing the name(s) of the Debenture Holder(s), which register shall be maintained at the Registered Office of the Company
RTGS	Real Time Gross Settlement
Rating Agency	CRISIL Limited
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Defaults (Procedure) Circular	Shall mean the SEBI circular bearing reference number SEBI/HO/MIRSD/CRADT/CIR/P/2020/203, dated October 13, 2020 titled 'Standardisation of procedure to be followed by Debenture Trustee(s) in case of 'Default' by Issuers of listed debt securities' read with SEBI circular bearing reference number SEBI/ HO/ MIRSD/ CRADT/ CIR/ P/ 2020/230 dated November 12, 2020 titled "Monitoring and Disclosures by Debenture Trustee(s)"
SEBI (ILDS) Regulations	Means the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
SEBI (LODR) Regulations	Means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
Scheduled Maturity Date	Shall mean the date of falling on the expiry of 36 (Thirty Six) months



Term	Description
	from the Deemed Date of Allotment i.e. March 16, 2024
Security / Security Interest	Shall mean the security created to secure the obligations of the Issuer in relation to the Debentures and shall be the security identified in “ Security ” in paragraph 4.20 herein
Secured Property	Shall collectively mean the Assets and the Company Hypothecated Property
Servicing Agreement	Shall mean the agreement to be executed between the Servicer and the Trustee, inter alia setting out the terms on which Muthoot Fincorp Limited shall be appointed as the Servicer and the terms and conditions for the collection and management of the Identified Receivables and other services
SPV Account	Shall mean an account under the name and style of ‘ <i>Northern Arc 2021 CE MLD Altman</i> ’ and which account number shall be separately intimated, opened and maintained by the SPV Trust with the SPV Account Bank and operated under the signature of the SPV Trustee
SPV Account Bank	Shall mean scheduled commercial bank with a minimum long term rating of AA+ or higher, as may be appointed by the SPV Trustee acting upon instructions of the beneficiaries, with whom the SPV Account is to be maintained under the provisions of the Transaction Documents
SPV Guarantee	Shall mean an unconditional and irrevocable guarantee to be provided by the SPV Trustee in favour of the Debenture Trustee
SPV Trust	Shall have the meaning assigned to the term ‘SPV’ in the row titled ‘ Security ’ under paragraph 4.20 herein.
SPV Trustee	Shall mean Catalyst Trusteeship Limited in its capacity as the trustee of the SPV Trust
SPV Trust Deed	Shall mean the trust deed, executed by Catalyst Trusteeship Limited in its capacities as settlor and SPV Trustee respectively, <i>inter alia</i> in relation to the settlement of the SPV Trust, the appointment of the SPV Trustee as the trustee thereof, the objects of the SPV Trust and the duties and powers of the SPV Trustee
SPV Deed of Hypothecation	Shall mean the Deed of Hypothecation to be executed by and between the SPV Trustee and the Debenture Trustee for the purposes of creating hypothecation over the Assets
Transaction Documents	Shall mean collectively (i) the Assignment Documents; and (ii) Debenture Documents
Trigger Event	Shall mean the events identified under “ Trigger Events ” under paragraph 4.20 herein
Underlying Index	Shall mean the 5.77 G-Sec 2030
Valuation Agency	Means ICRA Analytics Limited, an AMFI appointed valuation agency as stipulated by SEBI vide circular no. CIR/IMD/DF/17/2011 dated September 28, 2011, as amended from time to time



Term	Description
Valuation Fees	Shall mean the fees paid by the Company to the Valuation Agency for valuing the Debentures, which fees shall be 2 (Two) basis points per annum of the outstanding principal amount of the Debentures



SECTION 3: RISK FACTORS

The following are some of the important factors that could cause actual results to differ materially from the Company's expectations:

The following are the risks envisaged by the management of the Company relating to the Company, the Debentures and the market in general. Potential investors should carefully consider all the risk factors stated in this Disclosure Document and the Private Placement Offer Letter in relation to the Debentures for evaluating the Company and its business and the Debentures before making any investment decision relating to the Debentures. The Company believes that the factors described below represents the principal risks inherent in investing in the Debentures but does not represent that the statements below regarding the risks of holding the Debentures are exhaustive. *The ordering of the risk factors is intended to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.* Potential investors should also read the detailed information set out elsewhere in this Disclosure Document and/or the Private Placement Offer Letter and reach their own views prior to making any investment decision.

If any one of the following stated risks actually occurs, the Company's business, financial conditions and results of operations could suffer and, therefore, the value of the Company's Debentures could decline and/or the Company's ability to meet its obligations in respect of the Debentures could be affected. More than one risk factor may have simultaneous effect with regard to the Debentures such that the effect of a particular risk factor may not be predictable. In addition, more than one risk factor may have a compounding effect which may not be predictable. No prediction can be made as to the effect that any combination of risk factors may have on the value of the Debentures and/or the Company's ability to meet its obligations in respect of the Debentures.

These risks and uncertainties are not the only issues that the Company faces. Additional risks and uncertainties not presently known to the Company or that the Company currently believes to be immaterial may also have a material adverse effect on its financial condition or business. Unless specified or quantified in the relevant risk factors, the Company is not in a position to quantify the financial or other implications of any risk mentioned herein below.

A. INTERNAL RISK FACTORS

Risks relating to the Company and its Business

- 1. The Company's credit profile may take an impact because of real estate property acquisition, since such acquisitions brings real estate sector risks.*

Muthoot Estate Investment (MEI) one of the Group firms, prior to March 29, 2012, had accepted public deposits, under the bona fide belief that partnership firms can accept deposits for legitimate non lending business purposes. MEI had used MFL branch premises in certain places, to accept such deposits. However, RBI, vide its notice dated March 29, 2012, had declared that the acceptance of such deposits using MFL premises are prohibited as per the terms of Section 45S of RBI Act. Further, the RBI had also issued a notice to the Company on May 18, 2012, directing the Company to show cause as to why its certificate of registration (NBFC) should not be cancelled. MEI, vide its letter dated April 18, 2012 informed RBI that it had stopped accepting deposits from the public, and would repay the deposits accepted completely in 10 years with effect from April 1, 2012, as the funds have been invested in long-



As the sale and / or disposal of the real estate assets of MEI for purpose of repaying the deposits, was taking considerable time, the Company, under intimation to RBI, has purchased certain assets of MEI group companies, promoters so that MEI could utilize the said amounts for repaying the deposits and at the same time, the Company can use the said assets for real estate development business. Accordingly, the proceeds from such sale was utilized by MEI to repay the public deposits and the matter related to MEI deposits stands closed and consequently, the show cause notice dated April 18, 2012 was dropped by RBI vide its letter dated September 4, 2018.

2. *Our business requires substantial capital, and any disruption in funding sources would have a material adverse effect on our liquidity and financial condition.*

Our ability to raise funds, on acceptable terms and at competitive rates, continues to depend on various factors including our credit ratings, financial performance & growth prospects of our Company, the macro economic factors including regulatory environment and policy initiatives in India, developments in the international markets affecting the Indian economy, investors' and/or lenders' perception of demand for securities of NBFCs. Our business depends and will continue to depend on our ability to access diversified low-cost funding sources.

According to RBI Master Circular on Bank Finance to Non Banking Financial Companies, 2015, as amended, bank's exposure (both lending and investment, including off balance sheet) to a single NBFC which is predominantly engaged in lending against collateral of gold jewellery (i.e. such loans comprising 50% or more of their financial assets), cannot exceed 7.5% of banks' capital funds and have an internal sub-limit on their aggregate exposure to all NBFCs having gold loans to the extent of 50% or more of their total financial assets, taken together. This sub-limit is within the internal limit fixed by the banks for their aggregate exposure to all NBFCs put together. This limits the exposure that banks may have on NBFCs such as us, which may restrict our ability to borrow from such banks and may increase our cost of borrowing, which could adversely impact our growth, business and financial condition.



We also face significant maturities of our debt each year. Out of the total outstanding debt, the Company has, as on March 31, 2020, an amount of ₹ 1,75,308 lakhs will mature during the next 12 months other than the regular rollover and renewal credit facilities. In order to retire to the short term credit facilities, the company will need to refinance the debt. In the case of tight credit market, the company will face difficulty to renew the cash credit facilities and get sanction of new credit facilities to retire the short term facilities.

3. ***Any instructions by RBI or other regulatory authority in India directing the Company to stop the use of its premises/ branches or officials for the operations of its Group entities could materially and adversely affect our business and impact our future financial performance.***

We have entered into various agreements with our Group entities for letting our Company's branches/premises or officials to be used for the business operations of our Group entities. In the event of any directions/circulars/notice being issued by RBI or other Regulatory Authority in India, restricting the usage of Company's branches/premises or officials for business operations of group entities, it may have an adverse effect on the business and financial conditions of the Company.

4. ***Our financial performance is particularly vulnerable to interest rate risk. If we fail to adequately manage our interest rate risk in the future it could have an adverse effect on our net interest margin, thereby adversely affecting our business and financial condition.***

The results of our operations are substantially dependent upon the level of our net interest margins. Interest rates are sensitive to many factors beyond our control, including RBI's monetary policies, domestic and international economic and political conditions and other factors. Rise in inflation, and consequent changes in bank rates, repo rates and reverse repo rates by RBI has led to an increase in interest rates on loans provided by banks and financial institutions.

Income from our financing activities is the largest component of our total income and constituted 97.03% and 94.15% of our total income on a standalone basis derived from financial statement prepared as per Indian GAAP for Fiscal 2017 and Fiscal 2018, respectively, and 91.67% and 98.93% of our total income on a standalone basis derived from financial statement prepared as per Ind AS for Fiscal 2019 and for Fiscal 2020 respectively. As of March 31, 2020, and March 31, 2019, the total secured borrowings utilised by the Company aggregated to ₹ 10,54,427 lakhs and ₹ 8,50,479 lakhs including securitization of NIL and ₹ 31,934 lakhs (pass through certification) and unsecured borrowings utilised by the Company aggregated to ₹ 2,60,167 lakhs and ₹ 2,73,029 lakhs, respectively.

We provide loan at a fixed rate of Interest while we borrow funds on both fixed and floating rates. Our borrowings, such as our secured non-convertible redeemable debentures, subordinated debt and term loans from Financial institutions carry fixed rates of interest while the borrowings from banks are linked to the respective banks' MCLR rates. As of March 31, 2020, 26.34% of our borrowings were at fixed rates of interest, comprising primarily of our secured and unsecured (subordinated debt) non-convertible redeemable debentures. We cannot assure you that we will be able to adequately manage our interest rate risk in the future and be able to effectively balance the proportion of our fixed rate loan assets and fixed rate liabilities in the future. Thus, our results of operations could be affected by changes in interest rates and the timing of any re-pricing of our liabilities compared with the re-pricing of our assets.



We borrow funds on both fixed and floating rates. Volatility in interest rates can materially and adversely affect our financial performance. In a rising interest rate environment, if the yield on our interest-earning assets does not increase simultaneously with or to the same extent as our cost of funds, or, in a declining interest rate environment, if our cost of funds does not decline simultaneously or to the same extent as the yield on our interest-earning assets, our net interest income and net interest margin would be adversely impacted. Additional risks arising from increasing interest rates, among others, include:

- increases in the rates of interest charged on our loans and other secured/ unsecured loans, which could result in the extension of loan maturities and higher monthly installments due from borrowers which, in turn, could result in higher rates of default;
- reductions in the volume of our loans as a result of clients' inability to service high interest rate payments; and
- reduction in the value of fixed income securities held in our investment portfolio.

There can be no assurance that we will be able to adequately manage our interest rate risk. If we are unable to address the interest rate risk, it could have an adverse effect on our net interest margin, thereby adversely affecting our business and financial condition.

5. The Company is involved in certain legal proceedings for non-registration under certain State legislations in India relating to "money lending" activities. Any unfavourable outcome in such proceedings and the imposition of any additional restrictive statutory and/or regulatory requirements may adversely affect our goodwill, business prospects and results of operations.

The Company has filed an appeal before the Supreme Court of India against an order dated November 18, 2009, passed by the division bench of the High Court of Kerala. The Company had filed a writ petition in the High Court of Kerala challenging the order of the Commissioner of Commercial Taxes, Kerala, which directs our Company to register under the provisions of the Kerala Money Lenders Act, 1946, as amended ("KMLA"). The division bench of the High Court of Kerala dismissed the appeal against the order passed by the single judge of the High Court of Kerala in connection with the writ petition, thereby, confirming the impugned order passed by the Commissioner of Commercial Taxes, Kerala. The Supreme Court has granted an interim stay against the order passed by the division bench of the High Court of Kerala until final disposal of the appeal in the Supreme Court. The matter is currently pending for the final hearing. There can be no assurance that these proceedings will not be determined adversely against us or that penal or other action will not be taken against our Company and/or any senior management party to such proceedings. In the event of an adverse ruling in these proceedings, our Company may be required to register as a money lending entity under the provisions of the KMLA in order to carry on its financing business and will be required to comply with the provisions of such legislation with respect to its business operations within Kerala. There can also be no assurance that in the event of such an adverse ruling, similar regulatory authorities in other States of India, where we currently carry on business or propose to carry on business in the future, will not require us to register as a money lending entity under, and comply with the provisions of the respective State legislation in relation to money lending activities. State legislation may specify various terms and conditions that must be complied with in connection with money lending activities, including the imposition of a ceiling on the maximum interest rate that can be charged. If we are required to comply with such a ceiling on interest rate or other restrictive provisions specified under such legislation, our interest income and net interest margin may be adversely impacted.

6. *The Company has been subject to RBI inspections and any adverse action taken could affect the business and operations of the Company.*

As an NBFC, we are subject to periodic inspection by RBI under section 45N of the RBI Act, pursuant to which RBI inspect our books of accounts and other records for the purpose of verifying compliance with applicable regulations, the correctness or completeness of any statement, information or particulars furnished to RBI. RBI in the past has issued observations pursuant to such periodic inspection and our Company had given clarifications in this regard. While we have responded to such observations and addressed them, we cannot assure you that RBI will not make similar or other observations in the future. In the event we are unable to resolve the issues to RBI's satisfaction, we may be restricted in our ability to conduct our business as we currently do. While we seek to comply with all regulatory provisions applicable to us, in the event we are unable to comply with the observations made by RBI, we could be subject to penalties and restrictions which may be imposed by RBI. Imposition of any penalty or adverse findings by the RBI during the ongoing or any future inspections may have an adverse effect on our business, results of operations, financial condition and reputation.

7. *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 A (Stable) and BWR A+ (Stable) rating by CRISIL and Brickworks for our bank facilities, "CRISIL A/Stable" and BWR A+/Stable rating by CRISIL and Brickworks for our various non-convertible debt instruments, CRISIL AA+(CE) for ₹ 12,500 lakhs and ₹ 20,000 lakhs covered bonds, CRISIL PP MLD AA+ r(CE) for ₹ 97,100 lakhs and for covered ₹ 12,500 lakhs MLD, CRISIL BBB+(Stable) for ₹14,400 lakhs Perpetual Debt Rating and a "CRISIL A1" rating for our short term debt programme. Brickworks has assigned a "BWR A" rating for our ₹ 26,400 lakh perpetual debt instruments and BWRA A1+ for 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.

8. *If we are unable to manage the level of NPAs in our gold loans and other loans, our financial position and results of operations may suffer.*

Our Stage 3 assets as a percentage of total loan assets were at 1.86% and 2.62% and our Stage 3 assets net of Provisions were at 0.68 % and 1.17% of total loan assets of the Company as of March 31, 2020 and March 31, 2019 on a standalone basis as per IndAS.

Our Gross NPAs as a percentage of total loan assets as per IGAAP was 1.90% and 1.58%, as of March 31, 2018 and 2017, respectively. Our Net NPAs as a percentage of total loan assets as per Indian GAAP was 1.45% and 1.14% as of March 31, 2018 and 2017, respectively.

The Master Directions prescribe the provisioning required in respect of our outstanding loan portfolio. Should the overall credit quality of our loan portfolio deteriorate, the current level of our provisions may



not be adequate to cover further increases in the amount of our non-performing assets. Furthermore, although we believe that our total provision will be adequate to cover all known losses in our asset portfolio, our current provisions may not be adequate when compared to the loan portfolios of other financial institutions.

Moreover, there also can be no assurance that there will be no further deterioration in our provisioning coverage as a percentage of gross non-performing assets or otherwise, or that the percentage of nonperforming assets that we will be able to recover will be similar to our past experience of recoveries of nonperforming assets. In the event of any further increase in our non-performing asset portfolio, there could be an even greater, adverse impact on our results of operations.

9. *High levels of customer defaults could adversely affect our business, financial condition and results of operations.*

Our primary business involves lending money and accordingly we are subject to customer default risks including default or delay in repayment of principal or interest on our loans. Customers may default on their obligations to us as a result of various factors including bankruptcy, lack of liquidity, lack of business and operational failure. If borrowers fail to repay loans in a timely manner or at all, our financial condition and results of operations will be adversely impacted if the auction proceeds of the defaulted accounts could not meet the principal and interest amount.

Further, unlike several developed economies, a nationwide credit bureau has only recently become operational in India, so there is less financial information available about the creditworthiness of our customers. It is therefore difficult to carry out precise credit risk analyses on our clients. Although we follow certain KYC procedures at the time of sanctioning a loan, we generally rely on the quality of the gold jewelry provided as collateral rather than on a stringent analysis of the credit profile of our clients. Although we believe that our risk management controls are sufficient, we cannot be certain that they will continue to be sufficient or that additional risk management policies for individual borrowers will not be required. Failure to continuously monitor the loan contracts, particularly for individual borrowers, could adversely affect our credit portfolio which could have a material and adverse effect on our results of operations and financial condition and/or cash flows.

10. *We may not be able to recover the full loan amount, and the value of the collateral may not be sufficient to cover the outstanding amounts due under defaulted loans. Failure to recover the value of the collateral could expose us to a potential loss, thereby adversely affect our financial condition and results of operations.*

We extend loans secured by gold jewelry provided as collateral by the customer. An economic downturn or sharp downward movement in the price of gold could result in a fall in collateral value. In the event of any decrease in the price of gold, customers may not repay their loans and the value of collateral gold jewelry securing the loans may decrease significantly in value, resulting in losses which we may not be able to support. Although we use a technology-based risk management system and follow strict internal risk management guidelines on portfolio monitoring, which include periodic assessment of loan to security value on the basis of conservative market price levels, limits on the amount of margin, ageing analysis and predetermined loan closure call thresholds, no assurance can be given that if the price of gold decreases significantly, our financial condition and results of operations would not be adversely affected. The impact on our financial position and results of operations of a hypothetical decrease in gold



values cannot be reasonably estimated because the market and competitive response to changes in gold values is not pre-determinable.

Additionally, we may not be able to realise the full value of our collateral, due to, among other things, defects in the quality of gold or wastage on melting gold jewelry into gold bars though the adequate systems in place like periodical verification of the pledged jewelry by the gold inspectors and employing well trained staff and large segment of the borrowers being repeat customers. In case of a default, we typically sell the collateral gold jewelry through auctions primarily to jewelers however there can be no assurance that we will be able to sell such gold jewelry at prices sufficient to cover the amounts under default. Furthermore, enforcing our legal rights by litigating against defaulting customers is generally a slow and potentially expensive process in India. Accordingly, it may be difficult for us to recover amounts owed by defaulting customers in a timely manner or at all.

We may also be affected by failure of employees to comply with internal procedures and inaccurate appraisal of credit or financial worth of our clients in spite of the periodical verification of the pledged ornaments by Gold inspectors and specified interval inspection and auditing by internal auditors. Failure by our employees who are experienced and trained, to properly appraise the value of the collateral provides us with no recourse against the borrower and the loan sanction may eventually result in a bad debt on our books of accounts. In the event we are unable to check the risks arising out of such lapses, our business and results of operations may be adversely affected.

11. Our significant indebtedness and the conditions and restrictions imposed by our financing arrangements could restrict our ability to conduct our business and operations in the manner we desire.

As of September 30, 2020, the total secured borrowings utilised by the Company aggregated to ₹13,80,521.7 lakhs and unsecured borrowings utilised by our Company aggregated to ₹3,02,603.14 lakhs and we will continue to incur additional indebtedness in the future. Most of our borrowings are secured by hypothecation of current assets/loan receivables. Our significant indebtedness could have several important consequences, including but not limited to the following:

- a portion of our cash flow may be used towards repayment of our existing debt, which will reduce the availability of our cash flow to fund working capital, capital expenditures, acquisitions and other general corporate requirements;
- our ability to obtain additional financing in the future at reasonable terms may be restricted or our cost of borrowings may increase due to sudden adverse market conditions, including decreased availability of credit or fluctuations in interest rates;
- fluctuations in market interest rates may affect the cost of our borrowings as some of our indebtedness are at variable interest rates;
- there could be a material adverse effect on our business, financial condition and results of operations if we are unable to service our indebtedness or otherwise comply with financial and other covenants specified in the financing agreements; and
- we may be more vulnerable to economic downturns, we may be limited in our ability to withstand competitive pressures and we may have reduced flexibility in responding to changing business, regulatory and economic conditions.



Moreover, certain loans may be recalled by our lenders at any time. If any of these lenders affect our business and operations, some of which we are currently in breach of or have breached in the past.

12. Some of our financial arrangements contain restrictive covenants that may adversely affect our business and operations, some which we are currently in breach of or have breached in the past.

Some of our financing agreements include various conditions and covenants that require us to obtain lender consents prior to carrying out certain activities and entering into certain transactions. Failure to meet these conditions or obtain these consents could have significant consequences on our business and operations. Specifically, under some of our financing agreements, we require, and may be unable to obtain, consents from the relevant lenders for, among others, the following matters: entering into any scheme of merger; spinning-off of a business division; selling or transferring all or a substantial portion of our assets; making any change in ownership or control or constitution of our Company; making amendments in our Memorandum and Articles of Association; creating any further security interest on the assets upon which the existing lenders have a prior charge; and raising funds by way of any fresh capital issue. These covenants vary depending on the requirements of the financial institution extending the loan and the conditions negotiated under each financing document. Such covenants may restrict or delay certain actions or initiatives that we may propose to take from time to time.

Further, the financing arrangements that we have entered into with certain banks and financial institutions and terms and conditions for issue of non-convertible debentures issued by us contain restrictive covenants, which among other things require us to obtain prior permission of such banks, financial institutions or debenture trustees or to inform them with respect to various activities, including, alteration of our capital structure, changes in management, raising of fresh capital or debt, payment of dividend, revaluation or sale of our assets, undertaking new projects, creating subsidiaries, change in accounting policies, or invest by way of share capital or lend to other companies, undertaking guarantee obligations on behalf of other companies, and creation of further charge on fixed assets. Additionally, certain loan agreements require us to meet and maintain prescribed financial ratios. Further, under these loan agreements during the subsistence of the facilities, certain lenders have a right to appoint nominee directors on our Board from time to time. Furthermore, some of our financing arrangements contain cross default provisions which could automatically trigger defaults under other financing arrangements, in turn magnifying the effect of an individual default. Although we attempt to maintain compliance with our covenants or obtain prospective waivers where possible, we cannot assure you that we will be continuously compliant.

We have breached certain such covenants in the past and may continue to be inadvertently in technical breach of, certain covenants under these loan agreements and other financing arrangements. For example, our Company had delayed the payment of interest on its rated non-convertible debentures (NCD) by three working days. The delay was one off event due to an inadvertent operational error. The interest payment of ₹4.80 lakhs was due on August 2, 2018, but payment to investors was made on August 7, 2018. While we are not aware of any such breaches, and although no bank or financial institution has issued a notice of default to us, if we are held to be in breach of any financial or other covenants contained in any of our financing arrangements, we may be required to immediately repay our borrowings either in whole or in part, together with any related costs, and because of such defaults we may be unable to find additional sources of financing. If any of these events were to occur, it would likely result in a material adverse effect on our financial condition and results of operations or even our ability to continue as a going concern. A failure to observe the covenants under our financing



arrangements or to obtain necessary consents required thereunder may lead to the termination of our credit facilities, acceleration of all amounts due under such facilities and the enforcement of any security provided. Any acceleration of amounts due under such facilities may also trigger cross default provisions under our other financing agreements. If the obligations under any of our financing documents are accelerated, we may have to dedicate a substantial portion of our cash flow from operations to make payments under such financing documents, thereby reducing the availability of cash for our working capital requirements and other general corporate purposes. Further, during any period in which we are in default, we may be unable to raise, or face difficulties raising, further financing. Any of these circumstances could adversely affect our business, credit rating and financial condition and results of operations. Moreover, any such action initiated by our lenders could result in the price of our NCDs being adversely affected.

- 13. Our entire customer base comprises of individuals, small traders and business operators, who generally are more likely to be affected by declining economic conditions than larger corporate borrowers. Any decline in the repayment capabilities of our borrowers, may result in increase in default thereby adversely affecting our business and financial condition.***

Individual and small enterprise segment borrowers generally are less financially resilient than larger corporate borrowers, and, as a result, they can be more adversely affected by declining economic conditions. In addition, a significant majority of our customer base belongs to the low to medium income group and/or the small enterprises finance sector who may be more likely to be affected by declining economic conditions than large corporate houses.

Any decline in in the economic conditions may impact the repayment capabilities of our borrowers, which may result in increase in defaults, thereby adversely affecting our business and financial conditions.

- 14. We face difficulties in carrying out credit risk analyses on our customers, most of whom are individual borrowers, which could have a material and adverse effect on our results of operations and financial condition.***

Unlike several developed economies, a nationwide credit bureau has only recently become operational in India, so there is less financial information available about individuals, particularly our focus customer segment from the low to medium income group who typically have limited access to other financing sources. It is therefore difficult to carry out precise credit risk analyses on our customers. Although we believe that our risk management controls are sufficient, we cannot be certain that they will continue to be sufficient or that additional risk management policies for individual borrowers will not be required. Failure to maintain sufficient credit assessment policies for non gold loans particularly for individual borrowers, could adversely affect our credit portfolio which could have a material and adverse effect on our results of operations and financial condition.

- 15. Since we handle high volumes of cash and gold jewellery in a dispersed network of branches, we are exposed to operational risks, including employee negligence, fraud, petty theft, burglary and embezzlement, which could harm our results of operations and financial position.***

As of March 31, 2020, we held cash balance of ₹3,793.08 lakhs and gold jewellery of 50.59 tons. Our gold loan transactions involve handling significant volumes of cash and gold jewellery at our branch



offices. Large cash and gold jewellery transactions expose us to the risk of fraud by employees, agents, customers or third parties, theft, burglary and misappropriation or unauthorised transactions by our employees. Our insurance policies, security systems and measures undertaken to detect and prevent these risks may not be sometimes, sufficient to prevent or deter such activities in all cases, which may adversely affect our operations and profitability. Our employees may also become targets of the theft, burglary and other crimes if they are present when these crimes are committed and may sustain physical and psychological injuries as a result. We may encounter difficulties recruiting and retaining qualified employees due to this risk and our business and operations may be adversely affected. For the period ended March 31, 2020, please see below details:

For the three months period ended March 31, 2020				(₹ in lakhs)
	No. of cases	Amount	No of cases after recovery	Amount after recovery
Internal Fraud	2	7.99	2	6.73
Spurious	8	126.38	8	120.77
Theft	80	129.13	75	123.64
Total	90	263.50	85	251.14

Further, we may be subject to regulatory or other proceedings in connection with any unauthorised transaction, fraud or misappropriation by our representatives and employees, which could adversely affect our goodwill. The nature and size of the items provided as collateral allow these items to be misplaced or misdelivered, which may have a negative impact on our operations and result in losses.

16. We may not be able to successfully sustain our growth strategy. Inability to effectively manage any of our growth and related issues could materially and adversely affect our business and impact our future financial performance.

Our portfolio of outstanding gross loans under management was 14,14,013 lakhs and ₹12,08,838 lakhs as on March 31, 2020 and March 31, 2019, respectively, on a standalone basis as per Ind-AS. Our portfolio of outstanding gross loans under management was ₹11,44,461 lakhs and ₹10,34,728 as on March 31, 2018 and 2017 respectively on a standalone basis as per IGAAP. As of March 31 2020, our Company held 50.59 tonnes of gold jewellery, as security for all gold loans. Our capital adequacy ratio as of March 31, 2020 and March 31, 2019 computed on the basis of applicable RBI requirements was 19.56% and 21.95%, respectively, compared to RBI's stipulated minimum requirement of 15%, with Tier I Capital comprising 13.04% and 14.63%, respectively.

Our Gross NPAs were at 1.90% and 1.58% of the total loan assets of the Company for Fiscal 2018 and Fiscal 2017 respectively on standalone basis as per IGAAP and our Net NPAs were at 1.45% and 1.14% of total loan assets of the Company for Fiscal 2018 and Fiscal 2017, respectively on standalone basis as per IGAAP. Our Stage 3 Assets to the total loan assets of the Company were at 1.86% and 2.62% and Stage 3 assets net of provisions to the total loan assets of the Company were at 0.68% and 1.17% on standalone basis as per Ind AS as of March 31, 2020 and March 31, 2019, respectively.

Our growth strategy includes growing our loan book, expanding our customer base and expanding our branch network. There can be no assurance that we will be able to sustain our growth strategy successfully or that we will be able to expand further or diversify our product portfolio or grow the levels of net profit earned in recent years. Furthermore, there may not be sufficient demand for such products,



or they may not generate sufficient revenues relative to the costs associated with offering such products and services. Even if we were able to introduce new products and services successfully, there can be no assurance that we will be able to achieve our intended return on such investments. If we grow our loan book too rapidly or fail to make proper assessments of credit risks associated with new borrowers, a higher percentage of our loans may become non-performing, which would have a negative impact on the quality of our assets and our financial condition.

We also face a number of operational risks in executing our growth strategy. We have experienced rapid growth in our gold loan business and our branch network also has expanded significantly, and we are entering into new, smaller towns and cities within India as part of our growth strategy. Our rapid growth exposes us to a wide range of increased risks, including business risks, such as the possibility that a number of our impaired loans may grow faster than anticipated, as well as operational risks, fraud risks and regulatory and legal risks. Moreover, our ability to sustain our rate of growth depends significantly upon our ability to manage key issues such as selecting and retaining key managerial personnel, maintaining effective risk management policies, continuing to offer products which are relevant to our target base of clients, developing managerial experience to address emerging challenges and ensuring a high standard of client service. Particularly, we are significantly dependent upon a core management team who oversee the day-to-day operations, strategy and growth of our businesses. If one or more members of our core management team were unable or unwilling to continue in their present positions, such persons may be difficult to replace, and our business and results of operation could be adversely affected. We will need to recruit new employees, who will have to be trained and integrated into our operations. We will also have to train existing employees to adhere properly to internal controls and risk management procedures. Failure to train our employees properly may result in an increase in employee attrition rates, require additional hiring, erode the quality of customer service, divert management resources, increase our exposure to high-risk credit and impose significant costs on us.

- 17. We face increasing competition in our business which may result in declining margins if we are unable to compete effectively. Increasing competition may have an adverse effect on our net interest margin, and, if we are unable to compete successfully, our market share may decline.***

Our principal business is the provision of personal loans to retail customers in India secured by gold jewellery as collateral. Historically, the gold loan industry in India has been largely unorganised and dominated by local jewellery pawn shops and money lenders, with very few public sector and old generation private sector banks focusing on this sector. Attractive interest rates relative to risk together with increased demand for access to capital from middle income group, previously utilised predominantly by lower income group customers with limited access to other forms of borrowings, have increased our exposure to competition. The demand for gold loans has also increased due to relatively affordable interest rates, increased need for urgent borrowing or bridge financing requirements and the need for liquidity for assets held in gold and also due to increased awareness among customers of gold loans as a source of quick access to funds.

All of these factors have resulted in increased competition from other lenders in the gold loan industry, including commercial banks and other NBFCs. Unlike commercial banks or deposit taking NBFCs, we do not have access to funding from savings and current deposits of customers. Instead, we are reliant on higher-cost term loans and debentures for our funding requirements, which may reduce our margins compared to competitors. Our ability to compete effectively with commercial banks or deposit-taking NBFCs will depend, to some extent, on our ability to raise low-cost funding in the future. If we are



unable to compete effectively with other participants in the gold loan industry, our business, future financial performance and the trading price of the NCDs and Equity Shares may be adversely affected.

We operate in largely un-tapped markets in various regions in India where banks operate actively in the gold loan business. We compete with pawnshops and financial institutions, such as consumer finance companies. Other lenders may lend money on unsecured basis, at interest rates that may be lower than our service charges and on other terms that may be more favourable than ours.

Furthermore, as a result of increased competition in the gold loan industry, gold loans are becoming increasingly standardised and variable interest rate and payment terms and waiver of processing fees are becoming increasingly common in the gold loan industry in India. There can be no assurance that we will be able to react effectively to these or other market developments or compete effectively with new and existing players in the increasingly competitive gold loans industry. Increasing competition may have an adverse effect on our net interest margin and other income, and, if we are unable to compete successfully, our market share may decline as the origination of new loans declines.

18. We may experience difficulties in expanding our business into new regions and markets in India and introducing our complete range of products in each of our branches which may affect our business prospects, financial condition and result of operations.

As part of our growth strategy, we continue to evaluate attractive growth opportunities to expand our business into new regions and markets in India. Factors such as competition, culture, regulatory regimes, business practices and customs and customer requirements in these new markets may differ from those in our current markets and our experience in our current markets may not be applicable to these new markets. In addition, as we enter new markets and geographical regions, we are likely to compete not only with other traditional gold loan NBFCs, banks and financial institutions but also the local unorganized or semi-organized private financiers and pawn brokers, who are more familiar with local traditions, regulations, business practices and customs and have stronger relationships with customers.

As a part of our growth strategy, we propose to increase our network of branches across the country and reach out to newer markets while strengthening our position in our existing markets with respect to the core gold loans business. Such branches will only be opened after multiple rounds of market evaluation, customer research and launching branches in close proximity to high customer activity areas. These branches are proposed to service the needs of our customers for all our Company's products.

Our business may be exposed to various additional challenges including obtaining necessary governmental approvals, identifying and collaborating with local businesses and partners with whom we may have no previous working relationship; successfully gauging market conditions in local markets with which we have no previous familiarity; attracting potential customers in a market in which we do not have significant experience or visibility; being susceptible to local taxation in additional geographical areas of India and adapting our marketing strategy and operations to different regions of India in which different languages are spoken. Our inability to expand our current operations may adversely affect our business prospects, financial conditions and results of operations.

19. A majority of our branches are located in southern India, and any disruption or downturn in the economy in the states in India where we operate, or any change in consumer preferences in that region could adversely affect our results of operations and financial condition.



We have a strong concentration of our business in south India with 2731 branches out of our 3578 branches as on September 30, 2020, located in the southern states of Kerala (799 branches), Tamil Nadu (786 branches), Andhra Pradesh (341 branches), Telangana (245 branches), Goa (11 branches), Karnataka (549 branches) and Other States (847 branches). Further, approximately 67.84% of our gold loan portfolio as on March 31, 2020, is concentrated in the aforementioned states. Any adverse change in the political and/or economic environment in the states of Kerala, Tamil Nadu, Andhra Pradesh, Telangana, Goa and Karnataka or any unfavourable changes in the regulatory and policy regime in the said region could adversely affect our business operations, financial condition and/or profitability. Our concentration in southern India exposes us to adverse economic or political circumstances that may arise in that region as compared to other NBFCs and commercial banks that may have diversified national presence. Further, any changes in customer preferences in the said region could also affect our operations and profitability. If there is sustained downturn in the economy of southern India, our financial position may be adversely affected.

20. *New product/services offered by us may not be successful.*

We introduce new products/services to explore new business opportunities from time to time. We cannot assure you that all our new products/services and/or business ventures will gain customer acceptance, and this may result in our inability to recover incurred pre-operative expenses and launch costs. Further, our inability to grow in new business areas could adversely affect our business and financial performance.

21. *We may not be able to maintain our current levels of profitability due to increased costs or reduced spreads.*

Our business involves a large volume of small-ticket size loans and requires manual operational support. Hence, we require dedicated staff for providing our services. In order to grow our portfolio, our expanded operations will also increase our manpower requirements and push up operational costs. Our growth will also require a relatively higher gross spread, or margin, on the consumer lending products we offer in order to maintain profitability. There can be no assurance that we will be able to maintain our current levels of profitability if the gross spreads on our consumer lending products were to reduce substantially, which could adversely affect our results of operations.

22. *Majority of our loan portfolio is not classified as priority sector advances by RBI. Further, any RBI regulations making our gold loans ineligible for securitization, will result in higher cost of funds.*

RBI prudential norms for banks require domestic commercial banks operating in India to maintain an aggregate 40% (32% for foreign banks) of their adjusted net bank credit or credit equivalent amount of off-balance sheet exposure, whichever is higher as "priority sector advances". These include advances to agriculture, small enterprises, exports and similar sectors where the Government seeks to encourage flow of credit for developmental reasons. Banks in India that have traditionally been constrained or unable to meet these requirements organically, have relied on specialised institutions like our Company that are better positioned to or focus on originating such assets through on-lending or purchase of assets or securitised pools to comply with these targets.



The gold loan borrowers have the option to pay the interest regularly to have the concessionary interest rate and have the option to part /fully pay the principal. However, small percentage (around 11-13%) of the borrowers follow this. Compared to the total gold loan portfolio, only a small portion of our gold loan portfolio meets the eligible criteria for securitization/ assignment norms (including holding period and seasoning), thereby restricting our Company's ability to raise fund by assignment /securitization.

23. A decline in our capital adequacy ratio could restrict our future business growth.

All non-deposit taking NBFCs are required to maintain a minimum capital adequacy ratio, consisting of Tier I and Tier II Capital of not less than 15% of their aggregate risk weighted assets on balance sheet and risk adjusted value of off-balance sheet items. Further, RBI has introduced minimum Tier I Capital requirement of 12% to be effective from April 1, 2014 for NBFCs primarily for whom loans against gold jewellery comprise more than 50% of their financial assets, including us. Our capital adequacy ratio as of March 31, 2020 and March 31, 2019 computed on the basis of applicable RBI requirements was 19.56% and 21.95%, compared to the RBI stipulated minimum requirement of 15%, with Tier I Capital comprising 13.04% and 14.63%, respectively. If we continue to grow our loan portfolio and asset base, we will be required to raise additional Tier I and Tier II Capital in order to continue to meet applicable capital adequacy ratios with respect to our business. There can be no assurance that we will be able to raise adequate additional capital in the future on terms favourable to us or at all and this may adversely affect the growth of our business. Failure to maintain adequate capital adequacy ratio or Tier I Capital may adversely affect the growth of our business. Further, any regulatory change in capital adequacy requirements imposed by the RBI may have an adverse effect on our results of operation.

24. If we fail to maintain effective internal control over financial reporting in the future, the accuracy and timing of our financial reporting may be adversely affected.

We have taken steps to enhance our internal controls commensurate to the size of our business, primarily through the formation of a designated branch audit and inspection team. However, certain matters such as fraud and embezzlement cannot be eliminated entirely given the cash nature of our business. While we expect to remedy such issues, we cannot assure you that we will be able to do so in a timely manner, which could impair our ability to accurately and timely report our financial position, results of operations or cash flows.

25. A significant proportion of the gold loans we offer are due within six to nine months of disbursement, and a failure to disburse new loans may result in a reduction of our loan portfolio and a corresponding decrease in our interest income.

90.28% and 87.54% of our total loan portfolio (AUM) as on March 31, 2020 and March 31, 2019, respectively, are generally due within nine months of disbursement. The relatively short-term nature of such Gold loans (i) may lead to a positive mismatch in the asset liability position of our Company in the short term, since a portion of our borrowings are typically for longer duration negative mismatch in the long term but cumulatively positive mismatch and/or (ii) affect ability to ascertain steady long terms revenues. In addition, our existing customers may not obtain new gold loans from us upon maturity of their existing gold loans, particularly if competition increases. The potential instability of our interest income could materially and adversely affect our results of operations and financial position.



26. *System failures or inadequacies and security breaches in computer systems may adversely affect our business operations and result in financial loss, disruption of our business, regulatory intervention or damage to our reputation.*

Our business is largely dependent on our ability to process a large number of transactions on a daily basis. Significantly, all our branches are required to send records of transactions, at the end of every working day, to a central system for consolidation of branch data. Our financial, accounting or other data processing systems may fail to operate adequately or become disabled as a result of events that are wholly or partially beyond our control including a disruption of electrical or communications services.

Our ability to operate and remain competitive will depend in part on our ability to maintain and upgrade our information technology systems on a timely and cost-effective basis. The information available to and received by our management through our existing systems may not be timely and sufficient to manage risks or to plan for and respond to changes in market conditions and other developments in our operations. We may experience difficulties in upgrading, developing and expanding our systems quickly enough to accommodate our growing customer base and range of products.

Our operations also rely on the secure processing, storage and transmission of confidential and other information in our computer systems and networks. Our computer systems, software and networks may be vulnerable to unauthorised access, computer viruses or other malicious code and other events that could compromise data integrity and security.

Any failure to effectively maintain or improve or upgrade our management information systems in a timely manner could materially and adversely affect our competitiveness, financial position and results of operations. Moreover, if any of these systems do not operate properly or are disabled or if there are other shortcomings or failures in our internal processes or systems, it could affect our operations or result in financial loss, disruption of our businesses, regulatory intervention or damage to our reputation. In addition, our ability to conduct business may be adversely impacted by a disruption in the infrastructure that supports our businesses and the localities in which we are located.

27. *We face asset-liability mismatches which could affect our liquidity and consequently may adversely affect our operations and profitability.*

We face potential liquidity risks due to varying periods over which our assets and liabilities mature. As is typical for NBFCs, a portion of our funding requirements is met through short-term funding sources such as bank loans, working capital demand loans, cash credit, short term loans and commercial papers. However, each of our products differs in terms of the average tenor, average yield, average interest rates and average size of loan. The average tenor of our products is lesser than the average tenor of our liabilities. Typically, the average maturity profile of our Company's lending portfolio is 4-5 months to 1 year whereas the liabilities are of a longer term. Consequently, since our assets are of short term and liabilities are of long term nature, our inability to obtain additional credit facilities or renew our existing credit facilities, in a timely and cost-effective manner or at all, may lead to liquidation/ non building of assets of our assets, which in turn may adversely affect our operations and financial performance. Further, mismatches between our assets and liabilities are compounded in case of pre-payments of the financing facilities we grant to our customers. Such prepayment of the financing facility, if further assets are not built up may affect the financial performance.



28. Any disassociation of our Company from "Muthoot Pappachan Group" could adversely affect our operations and profitability.

Our Promoters along with their immediate relatives collectively hold 99.69% of our paid-up Equity Share capital as on the date of this Disclosure Document. If our Promoters cease to exercise control over our Company as a result of any transfer of shares or otherwise, our ability to derive any benefit from the brand name "Muthoot Fincorp" and "Muthoot Pappachan" brand names and our goodwill as a part of the "Muthoot Pappachan" Group may be adversely affected, which in turn could adversely affect our business and results of operations. Any such change of control could also significantly influence our business policies and operations.

We benefit in several ways from other entities under the "Muthoot Pappachan" Group. Our customer base over the years has comprised of customers of other entities in the Muthoot Pappachan Group, such as customers of Muthoot Capital Services Limited and MHFCL. Accordingly, any disassociation of our Company from the Muthoot Pappachan Group could adversely affect our ability to attract customers and to expand our business, which in turn could adversely affect our goodwill, operations and profitability.

29. The trademark/service mark and logo in connection with the "Muthoot Pappachan" brand and the "Muthoot Fincorp" logo are pending registration in various classes including classes which pertain to our Company's business. Our failure to protect our intellectual property may adversely affect our goodwill, operations and profitability.

The trademark/service mark and logo in connection with the "Muthoot Pappachan" brand and the "Muthoot Fincorp" logo are pending registration in various classes including classes which pertain to our Company's business. Our Promoters have applied for but not obtained registrations in connection with protection of the aforesaid trademarks and logos. There can be no assurance that our Promoters would be able to obtain registrations of the aforesaid logos and trademarks under each or all of the classes. Once such trademarks and/or logos are registered we intend to enter into an agreement with our Promoters for the use of such logos and/or trademarks. There can be no assurance that we would be able to enter into such agreement(s) with our Promoters on terms which are commercially favourable to us, or at all. Further, if the commercial terms and conditions including the consideration payable pursuant to the said agreement are revised unfavourably, our Company may be required to allocate larger portions of its profits and/or revenues towards such consideration, which would adversely affect our profitability.

Any failure to protect our intellectual property rights may adversely affect our competitive business position. If any of our unregistered trademarks or proprietary rights are registered by a third party, we may not be able to make use of such trademark or propriety rights in connection with our business and consequently, we may be unable to capitalize on the brand recognition associated with our Company. Until such time that we have rights in connections with registered trademarks, we can only seek relief against "passing off" by other entities. Accordingly, we may be required to invest significant resources in developing a new brand. Further, the intellectual property protection obtained by us may be inadequate and/or we may be unable to detect any unauthorised use and/or that we may need to undertake expensive and time-consuming litigation to protect our intellectual property rights and this may have an adverse effect on our business, prospects, results of operations and financial condition. We operate in a competitive environment and we believe that our brand recognition is a significant competitive advantage to us. Any such failure to protect our intellectual property rights could require us to incur additional costs and may adversely impact our goodwill, business prospects and results of operations.



30. *We do not own most of our branch offices and our registered office. Any failure on our part to execute and/or renew leave and license agreements and/or lease deeds in connection with such offices or failure to locate alternative offices in case of termination of the leases and/or leave and license arrangements in connection with any branch could adversely affect our operations and profitability.*

Our Registered Office and most of our branches are located on leased and/or licensed premises. If any of the owners of these premises does not renew an agreement under which we occupy the premises, attempt to evict us or seek to renew an agreement on terms and conditions unfavourable to us, we may suffer a disruption in our operations or increased costs, or both, which may adversely affect our business and results of operations. Further, most of our lease agreements with respect to our immovable properties may not be adequately stamped or duly registered. Unless such documents are adequately stamped or duly registered, such documents may be rendered as inadmissible as evidence in a court in India, may not be authenticated by any public officer, or attract penalty as prescribed under applicable law, which impact our ability to enforce these agreements effectively, which may result in a material adverse effect on the continuance of the operations and business of our Company.

31. *We have certain contingent liabilities which may adversely affect our financial condition if they materialise.*

Our financial statements disclosed and reflected the following contingent liabilities:

Contingent Liabilities (to the extent not provided for)

(₹ in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Claims against the Company not acknowledged as debt				
(i) Income Tax Demands	6,327.34	6,065.85	6,065.85	6,065.85
(ii) Service Tax Demands	3,600.90	3,600.86	3,600.86	3,023.17
(iii) Value Added Tax Demands	1,432.70	2,294.21	1,432.69	1,432.69
(iv) Bank Guarantees	92.09	204.50	208.57	276.30
(v) Cash Margin on Securitisation	2,258.62	3891.32	-	-

Some of the branches of the Company had received notices under the Kerala Money Lenders Act, 1958, for registration. The Company has challenged the same and currently the matter is before the Hon'ble Supreme Court. The Hon'ble Supreme Court has granted an interim stay till the disposal of the appeal. Pending the resolution of the same, no adjustments have been made in the financial statements for the required license fee and Security deposits.

The Company has 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 totalled to ₹7,406 lakh. The Settlement Application related to notices received under Section 147 of the Income Tax Act, as per which the income chargeable to tax for the Financial



Particulars	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Years 2011-12 to 2016-17 of MFL had escaped assessment, 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. The proceedings before the High Court of Madras is currently pending.				

In the event that any of these contingent liabilities materialise, our financial condition may be adversely affected.

32. *We and some of our 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.*

We and some of our Directors and Promoters are currently involved in a number of legal proceedings arising in the ordinary course of our business. These proceedings are pending at different levels of adjudication before various courts and tribunals, primarily relating to civil suits and tax disputes.

We cannot provide any assurance in relation to the outcome of these proceedings. An adverse decision in these proceedings could materially and adversely affect our business, financial condition and results of operations. Further, there is no assurance that similar proceedings will not be initiated against us in the future.

33. *We are required to comply with strict regulations and guidelines issued by regulatory authorities in India. Any noncompliance with such regulations/guidelines may affect our status of operations.*

We are regulated principally by and have reporting obligations to the RBI. We are also subject to the corporate, taxation and other laws in effect in India. The regulatory and legal framework governing us may continue to change as India's economy and commercial and financial markets evolve. In recent years, existing rules and regulations have been modified, new rules and regulations have been enacted and reforms have been implemented which are intended to provide tighter control and more transparency in India's asset finance sector.

Compliance with many of the regulations applicable to our operations may involve significant costs and otherwise may impose restrictions on our operations. If the interpretation of the regulators and authorities varies from our interpretation, we may be subject to penalties and the business of our Company could be adversely affected. Our present operations may not meet all regulatory requirements or subsequent regulatory amendments. There can be no assurance that changes in these regulations and the enforcement of existing and future rules by governmental and regulatory authorities will not adversely affect our business and future financial performance.

For instance, pursuant to RBI guidelines and based on the recommendations of the K.U.B Rao Committee, NBFCs are required to be more transparent to the borrower and bring standardization in valuation. Consequently, gold jewellery accepted as collateral shall have to be valued at the average of the closing price of 22 carat gold for the preceding 30 days as quoted by The Bombay Bullion Association Limited ("BBA") or the historical spot gold price data publicly disseminated by a commodity exchange



regulated by the Forward Markets Commission. The Loan to Value ratio remain at 75%. While accepting the gold as collateral, NBFCs are required to give in writing to the borrower, on their letter head giving the purity (in terms of carats) and weight of the gold. If the gold is of purity less than 22 carats, the NBFC should translate the collateral into 22 carat and state the exact grams of the collateral. High value loans of ₹2 lakh and above must only be disbursed by cheque. Further, NBFCs have also been prohibited from issuing advertisements claiming the availability of loans in a matter of 2-3 minutes. Consequently, these guidelines could have an adverse effect on our results of operation and financial condition.

Further, existing NBFCs having more than 1,000 branches shall have to approach the RBI for prior approval for any further branch expansion.

34. Our ability to assess, monitor and manage risks inherent in our business differs from the standards of some of our counterparts in India and in some developed countries. Inability to effectively manage our risk management systems can adversely affect our business, financial condition and results of operation.

We are exposed to a variety of risks, including liquidity risk, interest rate risk, credit risk, operational risk and legal risk. The effectiveness of our risk management is limited by the quality and timeliness of available data.

Our hedging strategies and other risk management techniques may not be fully effective in mitigating our risks in all market environments or against all types of risk, including risks that are unidentified or unanticipated. Some methods of managing risks are based upon observed historical market behaviour. As a result, these methods may not predict future risk exposures, which could be greater than the historical measures indicated. Other risk management methods depend upon an evaluation of information regarding markets, customers or other matters. This information may not in all cases be accurate, complete, current, or properly evaluated. Management of operational, legal or regulatory risk requires, among other things, policies and procedures to properly record and verify a number of transactions and events. Although we have established these policies and procedures, they may not be fully effective. Our future success will depend, in part, on our ability to respond to new technological advances and evolving NBFC and gold loan sector standards and practices on a cost-effective and timely basis. The development and implementation of such technology entails significant technical and business risks. There can be no assurance that we will successfully implement new technologies or adapt our transaction-processing systems to customer requirements or evolving market standards and any failure to do so can adversely affect our business, financial condition and results of operation.

35. We have entered into certain related party transactions and may continue to do so in the future.

We have entered into transactions with related parties, within the meaning of AS 18 as notified by the Companies (Accounting Standards) Rules, 2006 including our Promoters, Directors and related entities. We can give no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we will enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations.



Such transactions may give rise to current or potential conflicts of interest with respect to dealings between us and such related parties. Additionally, there can be no assurance that any dispute that may arise between us and related parties will be resolved in our favour.

36. Our success depends in large part upon our management team and key personnel and our ability to attract, train and retain such persons.

Our ability to sustain our rate of growth depends significantly upon our ability to manage key issues such as selecting and retaining key managerial personnel, developing managerial experience to address emerging challenges and ensuring a high standard of client service. In order to be successful, we must attract, train, motivate and retain highly skilled employees, especially branch managers and product executives and gold assessment technical personnel. If we cannot hire additional qualified personnel or retain them, our ability to expand our business will be impaired and our revenue could decline. We will need to recruit new employees, who will have to be trained and integrated into our operations. In addition, we may not be able to hire and retain enough skilled and experienced employees to replace those who leave or may not be able to deploy and retain our employees to keep pace with continuing changes in technology, evolving standards and changing customer preferences. We will also have to train existing employees to adhere properly to internal controls and risk management procedures. Failure to train and motivate our employees properly may result in an increase in employee attrition rates, divert management resources and subject us to incurring additional human resource related expenditure. Hiring and retaining qualified and skilled managers are critical to our future, as our business model depends on our credit-appraisal and asset valuation mechanism, which are personnel-driven operations. Moreover, competition for experienced employees in the finance sector can be intense. Our inability to attract and retain talented professionals, or the resignation or loss of key management personnel, may have an adverse impact on our business and future financial performance.

37. Our results of operations could be adversely affected by any disputes with our employees.

As of September 30, 2020, we employed 16,009 employees including 243 contracted experts in our operations. Currently, none of our employees are members of any labour union. While we believe that we maintain good relationships with our employees, there can be no assurance that we will not experience future disruptions to our operations due to disputes or other problems with our work force, which may adversely affect our business and results of operations.

38. Our inability to obtain, renew or maintain our statutory and regulatory permits and approvals required to operate our business may have a material adverse effect on our business.

We require certain statutory and/or regulatory permits and approvals for our business.

NBFCs in India are subject to strict regulations and supervision by the RBI. In addition to the numerous conditions required for the registration as a NBFC with the RBI, we are required to maintain certain statutory and regulatory permits and approvals for our business. In the future, we will be required to renew such permits and approvals and obtain new permits and approvals for any proposed operations. There can be no assurance that the relevant authorities will issue any of such permits or approvals in a timely manner or at all, and/or on favourable terms and conditions. Failure by us to comply with the terms and conditions to which such permits or approvals are subject, and/or to renew, maintain or obtain



the required permits or approvals may result in the interruption of our operations and may have a material adverse effect on our business, financial condition and results of operations.

In addition, our branches are required to be registered under the relevant shops and establishments laws of the states in which they are located. The shops and establishment laws regulate various employment conditions, including working hours, holidays and leave and overtime compensation. If we fail to obtain or retain any of these approvals or licenses, or renewals thereof, in a timely manner, or at all, our business may be adversely affected. If we fail to comply, or a regulator claims we have not complied, with any of these conditions, our certificate of registration may be suspended or cancelled, and we shall not be able to carry on such activities.

39. *We are subject to supervision and regulation by RBI as a non-deposit-taking systemically important NBFC, and any adverse changes in RBI's regulations governing us could adversely affect our business.*

We are regulated principally by and have reporting obligations to the RBI. We are also subject to the corporate, taxation and other laws in effect in India. The regulatory and legal framework governing us may continue to change as India's economy and commercial and financial markets evolve. In recent years, existing rules and regulations have been modified, new rules and regulations have been enacted and reforms have been implemented which are intended to provide tighter control and more transparency in India's asset finance sector. We are subject to the RBI's guidelines on financial regulation of NBFCs, including capital adequacy, exposure and other prudential norms. The RBI also regulates the credit flow by banks to NBFCs and provides guidelines to commercial banks with respect to their investment and credit exposure norms for lending to NBFCs. The RBI's regulations of NBFCs could change in the future which may require us to restructure our activities, incur additional cost, impose restrictions on banks in relation to the exposure to NBFCs or could otherwise adversely affect our business and our financial performance. The RBI, from time to time, amends the regulatory framework governing NBFCs to address, among others, concerns arising from certain divergent regulatory requirements for banks and NBFCs. The laws and regulations governing the banking and financial services industry in India have become increasingly complex and cover a wide variety of issues, such as interest rates, liquidity, securitisation, investments, ethical issues, money laundering and privacy. In some cases, there are overlapping regulations and enforcement authorities. Moreover, these laws and regulations can be amended, supplemented or changed at any time such that we may be required to restructure our activities and incur additional expenses to comply with such laws and regulations, which could materially and adversely affect our business and our financial performance. Compliance with many of the regulations applicable to our operations in India, including any restrictions on investments, lending and other activities currently being carried out by our Company, involves a number of risks, particularly in areas where applicable regulations may be subject to varying interpretations. Further, compliance with many of the regulations applicable to our operations may involve significant costs and otherwise may impose restrictions on our operations. If the interpretation of the regulators and authorities varies from our interpretation, we may be subject to penalties and our business could be adversely affected. We are also subject to changes in Indian laws, regulations and accounting principles and practices. There can be no assurance that the laws governing our Company and its operations will not change in the future or that such changes or the interpretation or enforcement of existing and future laws and rules by governmental and regulatory authorities will not adversely affect our business and future financial performance.



In the ordinary course of business, loan borrowers of the Company have directly deposited cash as part of their loan repayments in the collection bank accounts of the Company with various bank aggregating to ₹ 60,639.52 lakhs during the period November 9, 2016 to December 30, 2016 the denomination wise details of which are not available with the company and hence the same could not be disclosed in the financial statements, standalone and consolidated of the Company for the year ended and as at March 31, 2017. This was also pointed in the report on other regulatory requirements by auditors of the Company forming part of their report to the members of the Company dated April 27, 2017 on the said financial statements reporting that they were not made available sufficient and appropriate audit evidence to report on the matter of denomination wise detail of such deposit of specified bank notes. Although the Company believes that action or omission, if any, in this regard was in pursuit of our business and in the interest of its stakeholders, there is no assurance that the same will be accepted by the concerned regulators and authorities. If the interpretation of the regulators and authorities varies from our interpretation, we may be subject to strictures or penalties in this regard by the regulatory authorities.

40. Our insurance coverage may not adequately protect us against potential losses. Any liability in excess of our insurance claim could have a material adverse effect on our results of operations and financial position.

We maintain such insurance coverage that we believe is adequate for our operations. Our insurance policies, however, may not provide adequate coverage in certain circumstances and are subject to certain deductibles, exclusions and limits on coverage. We cannot, however, assure you that the terms of our insurance policies will be adequate to cover any damage or loss suffered by us or that such coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims or that the insurer will not disclaim coverage as to any future claim.

A successful assertion of one or more large claims against us that exceeds our available insurance coverage or changes in our insurance policies including premium increases or the imposition of a larger deductible or co-insurance requirement could adversely affect our business, financial condition and results of operations. We maintain insurance cover for our free hold real estate and tangible properties and infrastructure at all owned and leased premises which provide insurance cover against loss or damage by fire, earthquake, lightning, riot, strike, storm, flood, explosion, aircraft damage, rock-slide and missile testing. Further we maintain insurance cover for employee fidelity, cash and gold in the office premises and in transit which provides insurance cover against loss or damage by employee theft, burglary, house breaking and hold up. The aggregate insured value covered by the various insurance policies we have subscribed may be less than the replacement cost of all covered property and may not be sufficient to cover all financial losses that we may suffer should a risk materialise. Further, there are many events that could significantly impact our operations, or expose us to third-party liabilities, for which we may not be adequately insured. If we were to incur a significant liability for which we were not fully insured, it could have a material adverse effect on our results of operations and financial position.

41. Our internal procedures, on which we rely for obtaining information on our customers and loan collateral, may be deficient and result in business losses.

We rely on our internal procedures for obtaining information on our customers and loan collateral provided. In the event of lapses or deficiencies in our procedures or in their implementation, we may be subject to business or operational risk. For example, in the event that we unknowingly receive stolen goods as collateral from a customer, the goods can be seized by the authorities. Once seized by the



authorities, gold items will be stored in court storage facilities without a surety arrangement unless released to the Company from safe custody, upon a specific order. No recourse will generally be available to the Company in the event of such seizure, except the recovery of the loss from the customer.

42. Increase in competition from our peer group in the finance sector may result in reduction of our market share, which in turn may adversely affect our profitability.

We have been increasingly facing competition from domestic and foreign banks and NBFCs in each of our lines of businesses. Some of our competitors are very aggressive in underwriting credit risk and pricing their products and may have access to funds at a lower cost, wider networks and greater resources than our Company. Our financial condition and results of operations are dependent on our ability to obtain and maintain low cost funds and to provide prompt and quality services to our customers. If our Company is unable to access funds at a cost comparable to or lower than our competitors, we may not be able to offer loans at competitive interest rates to our customers.

While our Company believes that it has historically been able to offer competitive interest rates on the loans extended to our customers, there can be no assurance that our Company will be able to continue to do so in the future. An increase in competition from our peer group may result in a decline in our market share, which may in turn result in reduced incomes from our operations and may adversely affect our profitability.

43. Conflicts of interest may arise out of common business objects shared by our Company and certain other entities promoted by our Promoters.

Certain decisions concerning our operations or financial structure may present conflicts of interest among our Promoters, other Shareholders, Directors, executive officers and the holders of equity shares. Our Promoters have interests in other companies and entities that may compete with us, including other companies and partnership firms that conduct businesses with operations that are similar to ours.

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

Companies:

- Muthoot Capital Services Limited;
- Muthoot Housing Finance Company Limited;
- Muthoot Microfin Limited;

44. We may not be able to detect money-laundering and other illegal or improper activities fully or on a timely basis, which could expose us to additional liability and harm our business or reputation.

We are required to comply with applicable anti-money-laundering, anti-terrorism laws and other applicable regulations in India. We, in the course of our operations, run the risk of failing to comply with the prescribed KYC procedures and the consequent risk of fraud and money laundering by dishonest customers despite putting in place systems and controls to prevent the occurrence of these risks. In our pursuit of business, we run the risk of inadvertently offering our financial products and services ignoring customer suitability and appropriateness despite having a Board approved customer suitability policy



and associated processes in place. To the extent the Company fails to fully comply with applicable laws and regulations, the relevant government agencies to which the Company reports have the power and authority to impose fines and other penalties. In addition, the Company's business and reputation could suffer if customers use the Company for money-laundering or illegal or improper purposes. Any potential penalties or liabilities imposed by the relevant regulators on such matters may adversely affect the Company's financial condition and results of operations.

45. Any failure by us to identify, manage, complete and integrate acquisitions, divestitures and other significant transactions successfully could adversely affect our results of operations, business prospects and/or cash flows.

Our current business strategy is to leverage on our experience in the gold loans industry and to expand our branch network and increase our gold loan portfolio. We cannot assure you that we will continue to follow these business strategies. In the future, we may decide to diversify into other businesses. We may also explore opportunities for expansion into new geographic markets outside India. We have stated our objectives for raising funds through the Issue and have set forth our strategy for our future business herein. However, depending on prevailing market conditions and other commercial considerations, our business model in the future may change from what is described herein. We cannot assure you that any diversification into other businesses will be beneficial to us. Further, any failure to successfully diversify in new businesses can adversely affect our financial condition.

As part of our business strategy, we may acquire complementary companies or businesses, divest non-core businesses or assets, enter into strategic alliances and joint ventures and make investments to further our business. In order to pursue this strategy successfully, we must identify suitable candidates for and successfully complete such transactions, some of which may be large and complex, and manage the integration of acquired companies or employees. We may not fully realise all of the anticipated benefits of any such transaction within the anticipated timeframe or at all. Any increased or unexpected costs, unanticipated delays or failure to achieve contractual obligations could make such transactions less profitable or unprofitable. Managing business combination and investment transactions requires varying levels of management resources, which may divert our attention from other business operations, may result in significant costs and expenses and charges to earnings. The challenges involved in integration include:

- i. combining product offerings and entering into new markets in which we are not experienced;
- ii. consolidating and maintaining relationships with customers;
- iii. consolidating and rationalising transaction processes and corporate and information technology infrastructure;
- iv. integrating employees and managing employee issues;
- v. coordinating and combining administrative and other operations and relationships with third parties in accordance with applicable laws and other obligations while maintaining adequate standards, controls and procedures;
- vi. achieving savings from infrastructure integration; and
- vii. managing other business, infrastructure and operational integration issues.

Any such acquisition may also result in earnings dilution, the amortisation of goodwill and other intangible assets or other charges to operations, any of which could have a material adverse effect on our business, financial condition or results of operations. These acquisitions may give rise to unforeseen



contingent risks or latent liabilities relating to these businesses that may only become apparent after the merger or the acquisition is finalised. Such acquisitions could involve numerous additional risks, including, without limitation, difficulties in the assimilation of the operations, products, services and personnel of any acquired company and could disrupt our ongoing business, distract our management and employees and increase our expenses.

In addition, in order to finance an acquisition, we may be required to make additional borrowings or may issue additional Equity Shares, potentially leading to dilution of existing shareholders.

46. We have not entered into any definitive agreements to utilise a substantial portion of the net proceeds of the Issue.

We intend to use the Net Proceeds for the purposes described in “***Objects of the Issue***” under paragraph 4.20 of this Disclosure Document. However, the net proceeds shall not be utilized for investment in real estate. Our management will have broad discretion to use the Net Proceeds and you will be relying on the judgment of our management regarding the application of these Net Proceeds. Our funding requirements are based on current conditions and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy. Our management, in response to the competitive and dynamic nature of the industry, will have the discretion to revise its business plan from time to time. Any such change in our plans may require rescheduling of our current plans or discontinuing existing plans and an increase or decrease in the fund requirements for the objects, at the discretion of the management. Pending utilisation for the purposes described above, we intend to temporarily invest the funds in interest bearing liquid instruments including deposits with banks and investments in liquid (not equity) mutual funds. Such investments would be in accordance with the investment policies approved by our Board from time to time.

47. We continue to be controlled by our Promoters and they will continue to have the ability to exercise significant control over us. We cannot assure you that exercise of control by our Promoters will always favour our best interest.

Our Promoters hold 99.69% of our total outstanding Paid Up Equity Shares as on March 31, 2020. Our Promoters exercise significant control over us, including being able to control the composition of our Board and determine matters requiring shareholder approval or approval of our Board. Our Promoters may take or block actions with respect to our business, which may conflict with our interests or the interests of our minority shareholders. By exercising their control, our Promoters could delay, defer or cause a change of our control or a change in our capital structure, delay, defer or cause a merger, consolidation, takeover or other business combination involving us, discourage or encourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of us which may not favour our best interest.

48. Our business and activities may be regulated by the Competition Act, 2002.

The Competition Act, 2002 (the “**Competition Act**”) seeks to prevent business practices that have a material adverse effect on competition in India. Under the Competition Act, any arrangement, understanding or action in concert between enterprises, whether formal or informal, which causes or is likely to cause a material adverse effect on competition in India is void and attracts substantial monetary penalties. Any agreement that directly or indirectly determines purchase or sale prices, limits or controls



production, shares the market by way of geographical area, market, or number of customers in the market is presumed to have a material adverse effect on competition. Provisions of the Competition Act relating to the regulation of certain acquisitions, mergers or amalgamations which have a material adverse effect on competition and regulations with respect to notification requirements for such combinations came into force on June 1, 2011. The effect of the Competition Act on the business environment in India is unclear. If we are affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the Competition Commission of India, or any adverse publicity that may be generated due to scrutiny or prosecution by the Competition Commission of India, it may have a material adverse effect on our business, prospects, results of operations, cash flows and financial condition.

- 49. We are required to prepare our financial statements with effect from April 1, 2018 under the Ind AS. As Ind AS differs in various respects from Indian GAAP, our financial statements for Fiscal 2020 and Fiscal 2019 may not be comparable to our historical financial statements.*

Our Company's financial statements for the Fiscals ended March 31, 2018, 2017 and 2016 have been prepared in accordance with Indian GAAP. In January 2016, the Ministry of Corporate Affairs laid out a road map for implementation of Ind AS for scheduled commercial banks, insurance companies and NBFCs. NBFCs are required to prepare Ind AS based financial statements (consolidated and individual) in two phases. Under Phase I, NBFCs that have a net worth of ₹500 crores or more, including our Company, and their holding, subsidiary, joint venture or associate companies are required to prepare Ind AS based financial statements for accounting periods beginning from April 1, 2018 onwards with comparatives for the periods ending March 31, 2018 or thereafter. Under Phase II, NBFCs whose equity and/or debt securities are listed or are in the process of being listed on any stock exchange in India or outside India and have a net worth less than ₹ 500 crores, NBFCs that are not listed and have a net worth of more than ₹ 250 crores but less than ₹ 500 crores, and their respective holding, subsidiary, joint venture or associate companies are required to prepare Ind AS based financial statements for accounting periods beginning from April 1, 2019 onwards with comparatives for the periods ending March 31, 2019 or thereafter. NBFCs that have a net worth below ₹ 250 crores shall continue to apply Accounting Standards specified in Annexure to the Companies (Accounting Standards) Rules, 2006, as amended by the Companies (Accounting Standards) (Amendment) Rules, 2016. Accordingly, we have adopted Ind AS notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, from April 1, 2018 and the effective date of such transition was April 1, 2017. The impact of transition has been recorded in the opening reserves as at April 1, 2017 and the corresponding figures, presented in the standalone financial statements of the Company for the year ended March 31, 2018, have been restated/reclassified. Therefore, our standalone financial statements for the year ended March 31, 2019 and March 31, 2020 are prepared in accordance with Ind AS and are not comparable to our historical financial statements. There are significant differences between RBI regulations and Ind AS and the RBI has not issued any clarifications with respect to these differences.

- 50. The new bankruptcy code in India may affect our rights to recover loans from borrowers.*

The Insolvency and Bankruptcy Code, 2016 ("**Bankruptcy Code**") was notified on August 5, 2016. The Bankruptcy Code offers a uniform and comprehensive insolvency legislation encompassing all companies, partnerships and individuals (other than financial firms). It allows creditors to assess the viability of a debtor as a business decision, and agree upon a plan for its revival or a speedy liquidation. The Bankruptcy Code creates a new institutional framework, consisting of a regulator, insolvency



professionals, information utilities and adjudicatory mechanisms, which will facilitate a formal and time-bound insolvency resolution and liquidation process. In case insolvency proceedings are initiated against a debtor to our Company, we may not have complete control over the recovery of amounts due to us. Under the Bankruptcy Code, upon invocation of an insolvency resolution process, a committee of creditors is constituted by the interim resolution professional, wherein each financial creditor is given a voting share proportionate to the debts owed to it. Bankruptcy Code provides a 180-day timeline which may be extended by 90 days when dealing with insolvency resolution applications. Subsequently, the insolvency resolution plan prepared by the insolvency professionals has to be approved by 66% of voting share of financial creditors, which requires sanction by the adjudicating authority and, if rejected, the adjudicating authority will pass an order for liquidation. Any resolution plan approved by committee of creditors is binding upon all creditors, even if they vote against it. In case a liquidation process is opted for, the Bankruptcy Code provides for a fixed order of priority in which proceeds from the sale of the debtor's assets are to be distributed. Before sale proceeds are distributed to a secured creditor, they are to be distributed for the costs of the insolvency resolution and liquidation processes, debts owed to workmen and other employees rank at par with those owed to secured creditors, and thereafter the debts owed to unsecured creditors shall be paid. Further, under this process, dues owed to the Central and State Governments rank at par with those owed to secured creditors for any amount unpaid following the separate enforcement of security interest. Moreover, other secured creditors may decide to opt out of the process, in which case they are permitted to realise their security interests in priority. Accordingly, if the provisions of the Bankruptcy Code are invoked against any of the borrowers of our Company, it may affect our Company's ability to recover our loans from the borrowers and enforcement of our Company's rights will be subject to the Bankruptcy Code.

Further, the GoI vide notification dated March 24, 2020 ("**Notification**") has amended section 4 of the Bankruptcy Code due the lingering impact of the COVID-19 pandemic. Pursuant to the said Notification, GoI has increased the minimum amount of default under the insolvency matters from ₹1,00,000 to ₹1,00,00,000. Therefore, the ability of our Company to initiate insolvency proceedings against the defaulters where the amount of default in an insolvency matter is less than ₹1,00,00,000 may impact the recovery of outstanding loans and profitability of our Company.

B. Risks Relating to the Utilization of Issue Proceeds

1. *Our management will have significant flexibility in applying proceeds of the Issue.*

The funds raised through this Issue, after meeting the expenditures of and related to the Issue, will be used for our various activities, including but not restricted to, refinancing of existing debt and other general purposes of the Company. The Main Objects clause of the Memorandum of Association of the Company permits the Company to undertake the activities for which the funds are being raised through the present Issue and also the activities which the Company has been carrying on till date. The management of the Company, in accordance with the policies formulated by it from time to time, will have flexibility in deploying the proceeds received from the issue. The Company shall however ensure compliance with disclosures in relation to the same as required in terms of the SEBI (ILDS) Regulations and the SEBI (LODR) Regulations.



C. Risks Relating to the Debentures

1. *Changes in interest rates may affect the price of our Debentures.*

The price of securities will vary inversely with changes in prevailing interest rates, i.e. when interest rates rise, prices of fixed income securities tend to fall and when interest rates drop, the prices tend to increase. The extent of fall or rise in the prices is a function of the existing coupon, days to maturity and the increase or decrease in the level of prevailing interest rates. Increased rates of interest, which frequently accompany inflation and/or a growing economy, are likely to have a negative effect on the price of our NCDs.

2. *You may not be able to recover, on a timely basis or at all, the full value of the outstanding amounts and/or the interest accrued thereon in connection with the NCDs.*

Our ability to pay interest accrued on the NCDs and/or the principal amount outstanding from time to time in connection therewith would be subject to various factors inter-alia including our financial condition, profitability and the general economic conditions in India and in the global financial markets. We cannot assure you that we would be able to repay the principal amount outstanding from time to time on the NCDs and/or the interest accrued thereon in a timely manner or at all.

3. *Payments to be made on the NCDs will be subordinated to certain tax and other liabilities preferred by law. In the event of bankruptcy, liquidation or winding-up, there may not be sufficient assets remaining to pay amounts due on the NCDs.*

The NCDs will be subordinated to certain liabilities preferred by law such as the claims of the Government on account of taxes, and certain liabilities incurred in the ordinary course of our business. In particular, in the event of bankruptcy, liquidation or winding-up, our Company's assets will be available to pay obligations on the NCDs only after all of those liabilities that rank senior to these NCDs have been paid as per relevant Section of the Companies Act. In the event of bankruptcy, liquidation or winding-up, there may not be sufficient assets remaining to pay amounts due on the NCDs.

4. *Any downgrading in credit rating of our NCDs may affect the value of NCDs and thus our ability to raise further debts.*

The rating of the NCDs by Rating Agency and/or agencies indicates high degree of safety regarding timely servicing of financial obligations and carrying very low credit risk. The ratings provided by Rating Agency and/or Agencies 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.

Any adverse revisions of our credit rating may adversely impact our ability to raise additional financing, the interest rates and other commercial terms at which such additional financing is available. This could have a material adverse effect on our business and financial performance and our ability to obtain financing for lending operations.

5. *There is no active market for the NCDs on the capital markets segment of the Stock Exchanges. As a result, the liquidity and market prices of the NCDs may fail to develop and may accordingly be adversely affected.*



There can be no assurance that an active market for the NCDs will develop. If an active market for the NCDs fails to develop or be sustained, the liquidity and market prices of the NCDs may be adversely affected. The market price of the NCDs would depend on various factors inter alia including (i) the interest rate on similar securities available in the market and the general interest rate scenario in the country, (ii) the market price of our equity shares, (iii) the market for listed debt securities, (iv) general economic conditions, and, (v) our financial performance, growth prospects and results of operations. The aforementioned factors may adversely affect the liquidity and market price of the NCDs, which may trade at a discount to the price at which you purchase the NCDs and/or be relatively illiquid.

6. *Our Company may raise further borrowings and charge its assets subject to receipt of necessary consents.*

Our Company may, subject to receipt of all necessary consents, raise further borrowings and charge its assets. Our Company will decide the nature of security that may be provided for future borrowings. In the event of creation of a *pari passu* charge with other charge holder(s) may reduce the amounts recoverable by the NCD holders upon our Company's bankruptcy, winding-up or liquidation.

7. *There may be no active market for the non-convertible debentures on the debt segment of the stock exchange. As a result, the liquidity and market prices of the non-convertible debentures may fail to develop and may accordingly be adversely affected.*

There can be no assurance that an active market for the NCDs will develop. If an active market for the NCDs fails to develop or be sustained, the liquidity and market prices of the NCDs may be adversely affected. The market price of the NCDs would depend on various factors inter alia including (i) the interest rate on similar securities available in the market and the general interest rate scenario in the country; (ii) the market for listed debt securities; (iii) general economic conditions; and (iv) our financial performance, growth prospects and results of operations. The aforementioned factors may adversely affect the liquidity and market price of the NCDs, which may trade at a discount to the price at which you purchase the NCDs and/or be relatively illiquid.

D. EXTERNAL RISK FACTORS

Risks Relating to the Indian Economy

1. *A slowdown in economic growth in India could cause our business to be adversely affected.*

Our results of operations are significantly affected by factors influencing the Indian economy and the global economy in general. Any slowdown in economic growth in India could adversely affect us, including our ability to grow our loan portfolio, the quality of our assets, and our ability to implement our strategy.

Any slowdown in the growth or negative growth of sectors where we have a relatively higher exposure could adversely impact our performance. Any such slowdown, and in particular the financing requirement of our customers could adversely affect our business, prospects, results of operations and financial condition.



2. *Political instability or changes in GoI could adversely affect economic conditions in India generally, and consequently, our business in particular.*

GoI has traditionally exercised and continues to exercise a significant influence over many aspects of the economy. Since 1991, successive governments have pursued policies of economic and financial sector liberalisation and deregulation and encouraged infrastructure projects. There can be no assurance that these liberalized policies will continue in the future as well. A significant change in GoI's policies in the future, particularly in respect of the gold loan NBFCs and the gold loan industry, could affect business and economic conditions in India. This could also adversely affect our business, prospects, results of operations and financial condition.

3. *We may be adversely affected by increase in taxes and duties.*

Tax and other levies imposed by the central and state governments in India that affect our tax liability include central and state taxes and other levies, income tax, goods and service tax, stamp duty and other special taxes and surcharges which are introduced on a temporary or permanent basis from time to time. Moreover, the central and state tax scheme in India is extensive and subject to change from time to time. Taxes and duties, including those taxes and duties on certain types of trade transactions and industries affecting the movement and transportation of goods in India, may affect our business, financial condition and results of operations. There can be no assurance that the current levels of taxes, tariffs and duties will not increase in the future, or that State Governments will not introduce additional levies, each of which may result in increased operating costs and lower income. To the extent additional levies are imposed, there can be no assurance that we will be able to pass such cost increases on to our customers.

4. *Significant fluctuations in exchange rates between the Rupee and foreign currencies may have an adverse effect on our results of operations.*

Our results of operations may be adversely affected if the Indian rupee fluctuates significantly against foreign currencies or if our hedging strategy is unsuccessful. To the extent that our income and expenditures are not denominated in Indian rupees, despite us entering into foreign exchange hedging contracts from time to time, exchange rate fluctuations could affect the amount of income and expenditure we recognise. In addition, the policies of RBI may also change from time to time, which may limit our ability to hedge our foreign currency exposures adequately.

5. *Natural calamities could have a negative impact on the Indian economy and could cause our business to be adversely affected.*

India has experienced natural calamities such as earthquakes, tsunami, floods and drought in the recent past. The extent and severity of these natural disasters determine their impact on the Indian economy. In previous years, many parts of India received significantly less than normal rainfall. As a result, the agricultural sector recorded minimal growth. Prolonged spells of below normal rainfall in the country or other natural calamities could have a negative impact on the Indian economy, thereby affecting our business, prospects, results of operations and financial condition.



6. *If regional hostilities, terrorist attacks or social unrest in India increases, our business could be adversely affected.*

India has from time to time experienced social and civil unrest and hostilities within itself and with neighbouring countries. India has also experienced terrorist attacks in some parts of the country. India has experienced terrorist attacks in some parts of the country, including in July 2011 in Mumbai, India's financial capital, which resulted in the loss of life, property and business. These hostilities and tensions and/or the occurrence of terrorist attacks have the potential to cause political or economic instability in India and adversely affect our business and future financial performance. Further, India has also experienced social unrest in some parts of the country. If such tensions occur in other parts of the country, leading to overall political and economic instability, it could have an adverse effect on our business, prospects, results of operations and financial condition. These hostilities and tensions could lead to political or economic instability in India and possible adverse effects on the Issuer's business, its future financial performance and the trading price of the NCDs. Furthermore, India has also experienced social unrest in some parts of the country. If such tensions occur in other parts of the country, leading to overall political and economic instability, it could have an adverse effect on the Issuer's business, future financial performance and the trading price of the NCDs.

7. *If more stringent labour laws or other industry standards in the jurisdictions in which we operate become applicable to us, our profitability may be adversely affected.*

We are subject to a number of stringent labour laws and restrictive contractual covenants related to levels of employment. India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for dispute resolution and employee removal, payment of overtime to employees and legislation that imposes financial obligations on employers upon retrenchment. In the future, if we are also required to supply manpower as part of our services, we shall incur additional cost in addition to be exposed to other labour legislation. If labour laws become more stringent or are more strictly enforced, it may become difficult for us to maintain flexible human resource policies, discharge employees or downsize, any of which could adversely affect our business, results of operations, financial condition and cash flows.

8. *Any downgrading of India's sovereign rating by an international rating agency(ies) may affect our business and our liquidity to a great extent.*

Any adverse revision to India's credit rating for domestic and international debt by international rating agencies may adversely impact our ability to raise additional finances at favourable interest rates and other commercial terms. This could have an adverse effect on our growth, financial performance and our operations. Instances of corruption in India have the potential to discourage investors and derail the growth prospects of the Indian economy. Corruption creates economic and regulatory uncertainty and could have an adverse effect on our business, profitability and results of operations. The Indian economy has had sustained periods of high inflation. Should inflation continue to increase sharply, our profitability and results of operations may be adversely impacted. High rates of inflation in India could increase our employee costs which could have an adverse effect on our profitability and results of operations.

9. *A decline in India's foreign exchange reserves may affect liquidity and interest rates in the Indian economy, which could adversely impact our financial condition.*



A decline in India's foreign exchange reserves could impact the valuation of the Rupee and could result in reduced liquidity and higher interest rates which could adversely affect our financial condition.

10. *Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws and regulations, may adversely affect our business and financial performance.*

Our business and financial performance could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business.

There can be no assurance that the Government of India may not implement new regulations and policies which will require us to obtain approvals and licenses from the Government of India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment to, or change to governing laws, regulation or policy in the jurisdictions in which we operate may have a material adverse effect on our business, financial condition and results of operations. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations. Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

The application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. If such tax laws, rules and regulations are amended, new adverse laws, rules or regulations are adopted or current laws are interpreted adversely to our interests, the results could increase our tax payments (prospectively or retrospectively) and/or subject us to penalties. Further, changes in capital gains tax or tax on capital market transactions or sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance.

Further, the Government of India has on July 1, 2017, introduced a comprehensive national goods and services tax ("GST") regime that combines taxes and levies by the central and state Governments into a unified rate structure. While the Government of India and other state governments have announced that all committed incentives will be protected under the GST, given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to this or any other aspect of the tax regime. Any such future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable.

11. *We face risks related to public health epidemics in India.*

Our business could be materially and adversely affected by the outbreak of public health epidemics, or the fear of such an outbreak, in India or elsewhere. In January 2020, an outbreak of a strain of coronavirus, COVID-19, which originated in Wuhan, China, began to spread globally, with cases recorded in Australia, Italy, Japan, Korea, Thailand, India, the United States, among other countries. On January 30, 2020, the World Health Organization declared the COVID-19 outbreak a health emergency of international concern. Governments in affected areas, including heavily industrial areas in China, Southeast Asia and other areas have imposed a number of measures designed to contain the outbreak, including business closures, travel restrictions, quarantines and cancellations of gatherings and events. This in turn has impacted the operation of businesses, reduced regional travels and trade and lowered industrial production and consumption



demand. The COVID-19 outbreak is ongoing and the actual extent of the outbreak and its impact on the economy in India and globally remains uncertain and may be severe. If the outbreak of any of these viruses or other severe viruses, continues for an extended period, occurs again and/or increases in severity, it could have an adverse effect on economic activity in India, and could materially and adversely affect our business, financial condition and results of operations. Similarly, any other future public health epidemics in India could materially and adversely affect our business, financial condition, results of operations and prospects

12. *Spread of COVID-19 pandemic and the consequent nationwide lockdown to impact our operations and financial condition.*

The rapid outbreak of the COVID-19 pandemic, has severely impacted the physical and financial health of the people across the globe and our business could be materially and adversely affected by the outbreak of the present public health epidemics. To prevent the contagion in the country, 4 phases of nationwide lockdown was announced by the Government of India and during such time, the demand of our Company's products and services has seen a slowdown. Our Company is also unaware of when the nation-wide lockdown in India may be fully lifted. However, some states including Kerala have relaxed certain lockdown restrictions. The spread of COVID-19 may impact our Company's operations. A slowdown in global economic growth or in economic growth in India (including as a result of the COVID-19 pandemic) could exert downward pressure on the demand for our product and services, which could have an adverse effect on our business, cash flows, financial condition and results of operations. It is anticipated that these impacts will continue for some time.

Amongst various measures announced to mitigate the economic impact from the COVID -19 Pandemic, the Reserve Bank of India issued circulars dated March 27, 2020, April 17, 2020 and May 23, 2020 (the "RBI circulars") allowing lending institutions to offer a moratorium to customers on payment of instalments falling due between March 1, 2020 and August 31, 2020. Our Company has reviewed these RBI Circulars and implemented certain policies and procedures in order to implement these measures to its customers. Given that the COVID -19 Pandemic and its impact remain a rapidly dynamic situation, the actual impact on our Company's loans and advances will depend on future developments, including, among other things, any new information concerning the severity of the COVID -19 Pandemic and any action to contain its spread or mitigate its impact. While, our Company continue to monitor the developments of the COVID-19 situation closely, assess and respond proactively to minimize any adverse impacts on the financial position, cash flows and operating results of our Company, it is possible that the Company's business, financial condition and results of operations could be adversely affected due to the COVID-19 pandemic. If the COVID-19 situation persists or worsens, it may adversely impact our Company's business and the financial condition.

13. *We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and Gold Loan industries contained in this Disclosure Document.*

While facts and other statistics in this Disclosure Document relating to India, the Indian economy as well as the Gold Loan industry has been based on various publications and reports from agencies that we believe are reliable, we cannot guarantee the quality or reliability of such materials, particularly since there is limited publicly available information specific to the Gold Loan industry. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisers and, therefore we make no representation as to their accuracy or completeness.



14. *Payments made on the NCDs will be subordinated to certain tax and other liabilities preferred by law.*

The NCDs will be subordinated to certain liabilities preferred by law such as claims of GoI on account of taxes, and certain liabilities incurred in the ordinary course of our transactions. In particular, in the event of bankruptcy, liquidation or winding-up, to pay obligations on the NCDs only after all of those liabilities that rank senior to these NCDs have been paid in accordance with the provisions of the Companies Act. In the event of bankruptcy, liquidation or winding-up, there will not be any sufficient assets remaining, after paying amounts relating to these proceedings, to pay amounts due on the NCDs.

Product Related Risk Factors

1. *The composition of the securities underlying the Underlying Index to which a Debenture may be linked may change over time.*

The composition of the constituents of the Underlying Index to which the Debentures are linked may change over time. The Underlying Index sponsor may, in its sole discretion, add, delete or substitute the securities underlying the index or make other methodological changes required by certain corporate events relating to the securities underlying the Underlying Index that could change the value of the index. There may be additions to the securities in Underlying Index to which the Debenture Holders may not want exposure, or deletions of securities to which they would want exposure. The Debenture Holders should not place undue reliance on the creditworthiness, business plans or prospects or other factors relating to any particular issuer of constituents of Underlying Index as of the date hereof.

2. *Structure Risks*

The Debentures being structured debentures are sophisticated instruments which involve a significant degree of risk and are intended for sale only to those Investors capable of understanding the risks involved in such instruments. Please note that both the return on the Debentures and the return of the principal amount in full are at risk if the Debentures are not held till, or for any reason have to be sold or redeemed, before the Scheduled Maturity Date. The Debentures are a principal protected product only upon maturity.

The Debentures are structured and are complex and an investment in such a structured product may involve a higher risk of loss of a part of the initial investment as compared to investment in other securities unless held till final Scheduled Maturity Date. The Debenture Holder shall receive at least the face value of the Debenture only if the Investor holds and is able to hold the Debentures till the Scheduled Maturity Date. Prior to investing in the Debentures, a prospective Investor should ensure that such prospective Investor understands the nature of all the risks associated with the investment in order to determine whether the investment is suitable for such prospective Investor in light of such prospective Investor's experience, objectives, financial position and other relevant circumstances. Prospective Investors should independently consult with their legal, regulatory, tax, financial and/or accounting advisors to the extent the prospective Investor considers necessary in order to make their own investment decisions.

An investment in Debentures where the payment of premium (if any), and/or coupon and/or other consideration (if any) payable or deliverable thereon is determined by reference to one or more equity or debt securities, indices, baskets, formulas or other assets or basis of reference will entail significant risks not associated with a conventional fixed rate or floating rate debt security. Such risks include, without limitation, changes in the level or value of the relevant underlying equity or debt securities or basket or index or indices



of equity or debt securities or other underlying asset or basis of reference and the holder of the Debentures may receive a lower (or no) amount of premium, coupon or other consideration than the holder expected. The Company has no control over a number of matters that are important in determining the existence, magnitude and longevity of such risks and their results, including, but not limited to, economic, financial and political events. In addition, if an index or formula used to determine any amounts payable or deliverable in respect of the Debentures contains a multiplier or leverage factor, the effect of any change in such index or formula will be magnified. In recent times, the values of certain indices, baskets and formulas have been volatile and volatility in those and other indices, baskets and formulas may occur in the future.

3. *Model Risk*

Investment in the Debentures is subject to model risk. The Debentures are created on the basis of complex mathematical models involving multiple derivative exposures which may or may not be hedged and the actual behaviour of the securities selected for hedging may significantly differ from the returns predicted by the mathematical models.

4. *Credit Risk*

While the repayment of sums due at maturity is provided by the Issuer, investors should be aware that receipt of any coupon payment and principal amount at maturity on the Debentures is subject to the credit risk of the Issuer. Investors assume the risk that the Company will not be able to satisfy their obligations under the Debentures and investors may or may not recover all or part of the principal amount in case of default by the Issuer.

Any stated credit rating of the Company reflects the independent opinion of the referenced rating agency as to the creditworthiness of the rated entity but is not a guarantee of credit quality of the Company. Any downgrading of the credit ratings of the Company or its parent or affiliates, by any rating agency could result in a reduction in the value of the Debentures. In the event that bankruptcy proceedings or composition, scheme of arrangement or similar proceedings to avert bankruptcy are instituted by or against the Company, the payment of sums due on the Debentures may be substantially reduced or delayed.

5. *The Debenture Holders should consult their own tax, legal, accounting experts to determine the impact of any change in valuation, returns etc. of these debentures in case of any prepayment or early redemption or premature exit by the Company relating to Debentures due to linkages to the reference asset*

An investment in Debentures that has payments of principal, coupon or both, indexed to the value of any equity share, index or any other rate, asset or index, or a basket including one or more of the foregoing and /or to the number of observation of such value falling within or outside a pre-stipulated range (each of the foregoing, a "**Reference Value**") will entail significant risks not associated with a conventional fixed rate or floating rate debt security. Such risks include, without limitation, changes in the applicable Reference Value and how such changes will impact the amount of any principal or coupon payments linked to the applicable Reference Value. The Company has no control over a number of matters that are important in determining the existence, magnitude and longevity of such risks and their results, including economic, financial and political events. Past performance of any Reference Value to which any principal or coupon payments may be linked is not necessarily indicative of future performance. Investors should be aware that a Reference Value may go down as well as up and/or be volatile and the resulting impact such changes will have on the



amount of any principal or coupon payments will depend on the applicable index formula. The Debenture Holder shall receive at least the face value of the Debenture only if the investor holds and is able to hold the Debentures and the Debentures are not sold or redeemed or bought back till the Maturity Date.

If so specified, the early redemption amount, if any, may in certain circumstances be determined by the Valuation Agency(ies) based upon the market value of the Debentures less any costs associated with unwinding any hedge positions relating to the Debentures. In the event the terms and conditions do not provide for a minimum redemption amount even in the event of an early redemption, then on such occurrence a holder may receive less than 100.00% of the principal amount. In case of principal/capital protected market linked debentures, the principal amount is subject to the credit risk of the Issuer whereby the Debenture Holder may or may not recover all or part of the funds in case of default by the Issuer. However, if the Debentures are held till the Maturity Date, subject to credit risk of the Issuer, the Debenture Holder of the Debenture will receive at least the principal amount.

The Debentures are likely to be less liquid than conventional fixed or floating rate debt instruments. No representation will be made as to the existence of a market for the Debentures. While the Company intends under ordinary market conditions to indicate and/or procure indication of prices for any such Debentures there can be no assurance as to the prices that would be indicated or that the Company will offer and/or cause to purchase any Debentures. The price given, if any, will be affected by many factors including, but not limited to, the remaining term and outstanding principal amount of the Debentures, the level of the Reference Value, fluctuations in interest rates and/or in exchange rates, volatility in the Reference Value used to calculate the amount of any coupon or principal payments, and credit spreads. Consequently, prospective Investors must be prepared to hold the Debentures for an indefinite period of time or until the redemption or maturity of the Debentures. Trading levels of any Debentures will be influenced by, among other things, the relative level and performance of the applicable Reference Value and the factors described above.

6. *No Claim against reference asset*

Debenture Holders do not have any interest in or rights to the underlying assets, indices or securities to which Debentures relate.



SECTION 4: DISCLOSURES AS PER SEBI REGULATIONS

PART - A

This Disclosure Document is prepared in accordance with the provisions of regulations issued by SEBI, RBI and Companies Act and in this section, the Issuer has set out the details required as per Schedule I of the SEBI (ILDS) Regulations.

4.1 Documents Submitted to the Exchanges

The following documents have been / shall be submitted to BSE:

- (a) Memorandum and Articles of Association of the Issuer and necessary resolution(s) for the allotment of the Debentures;
- (b) Copy of last 3 (Three) years audited Annual Reports;
- (c) Statement containing particulars of, dates of, and parties to all material contracts and agreements;
- (d) Copy of the Board resolution passed by the Board of Directors on January 19, 2021, authorizing the issue non-convertible debentures on a private placement basis up to an aggregate limit of Rs. 3200,00,00,000/- (Rupees Three Thousand Two Hundred Crores only);
- (e) Copy of the resolution passed by the Debenture Issue Committee of the Issuer on March 15, 2021, *inter alia* authorizing the issue and allotment of non-convertible debentures on a private placement aggregating upto Rs. 225,00,00,000/- (Rupees Two Hundred and Twenty Five Crores only);
- (f) Copy of the resolution passed by the shareholders of the Company on June 03, 2014, authorising the Board of Directors to borrow and create security in relation thereto, for the purpose of the Company, upon such terms as the Board may think fit, up to an aggregate limit which shall not exceed 40 (Forty) times of the aggregate of the paid-up share capital and free reserves of the Company;
- (g) Copy of the resolution passed by the shareholders of the Company on January 27, 2021 authorising the Board of Directors to issue non-convertible debentures on a private placement basis up to an aggregate limit of Rs. 3200,00,00,000/- (Rupees Three Thousand Two Hundred Crores only);
- (h) An undertaking from the Issuer stating that the necessary documents for the creation of the charge, where applicable, including the Debenture Trust Deed would be executed within the time frame prescribed in the relevant regulations/act/rules etc. and the same would be uploaded on the website of the designated stock exchange, where the debentures have been listed, within 5 (five) working days of execution of the same.
- (i) Any other particulars or documents that the BSE may call for as it deems fit.

4.2 Documents Submitted to Debenture Trustee

The following documents have been / shall be submitted to the Debenture Trustee:

- (a) Memorandum and Articles of Association of the Issuer and necessary resolution(s) for the allotment of the Debentures;
- (b) Copy of last 3 (Three) years audited Annual Reports;
- (c) Statement containing particulars of, dates of, and parties to all material contracts and agreements;
- (d) Latest audited / limited review half yearly consolidated (wherever available) and standalone financial information (profit & loss statement, balance sheet and cash flow statement) and auditor qualifications, if any;
- (e) An undertaking to the effect that the Issuer would, until the redemption of the debt securities, submit the details mentioned in point (D) above to the Trustee within the timelines as mentioned in SEBI



LODR Regulations issued by SEBI vide circular No. SEBI/LAD-NRO/GN/2015-16/013 dated September 2, 2015, as amended from time to time, for furnishing / publishing its half yearly/ annual result. Further, the Issuer shall within 180 (One Hundred and Eighty) days from the end of the financial year, submit a copy of the latest annual report to the Trustee and the Trustee shall be obliged to share the details submitted under this section with all Debenture Holders within 2 (Two) Business Days of their specific request.

4.3 Name and Address of the following:

Sr. No.	Particulars	Details
1.	Date of Incorporation	Our Company was incorporated on June 10, 1997, 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.
2.	Registered Office of the Issuer	Muthoot Centre, TC No 14/2074-7 Punnen Road Trivandrum – 695 039, Kerala Tel: +91 471 491 1550 Fax: +91 471 23 3156
3.	Corporate Office of the Issuer	Muthoot Centre, Spencer Junction, Trivandrum – 695 001, Kerala Tel: +91 471 491 1430 Fax: +91 471 491 1569
4.	Registration	Corporate Identification Number: U65929KL1997PLC011518 issued by the Registrar of Companies, Kerala at Kochi. The Company holds a certificate of registration dated July 23, 2002 bearing registration no. 16.00170 issued by the RBI to carry on the activities of a NBFC under section 45 IA of the RBI Act, 1934.
5.	Compliance Officer of the Issuer	Mr. T.D. Mathai Muthoot Centre, Punnen Road Trivandrum – 695 039, Kerala Tel: +91 471 491 1563 Fax: +91 471 233 1560 Email: cs@muthootfincorp.com
6.	Chief Finance Officer (CFO) of the Issuer	Mr. Thomas Muthoot Muthoot Towers, 6th Floor M.G. Road, Opp. Abad Plaza Ernakulam – 682 035, Kerala Tel: +91 484 236 6870 Fax: +91 484 416 1616 Email: tthomas@muthoot.com



Sr. No.	Particulars	Details
7.	Trustee to the Issue	Catalyst Trusteeship Limited Office No. 604, 6th floor, Windsor, C.S.T. Road, Kalina, Santacruz (East), Mumbai 400098, Tel. No.: +91 22 4922 0555, Website: catalysttrustee.com
8.	Arranger to the Issue	Northern Arc Capital Limited 10th Floor-Phase I, IIT-Madras Research Park, Kanagam Village, Taramani, Chennai 600113, India Website: www.northernarc.com
9.	Registrar to the Issue	Integrated Registry Management Services Private Limited II Floor, Kences Towers No. 1 Ramakrishna Street T. Nagar, Chennai – 600 017, Tamil Nadu Tel: +91 44 2814 0801 - 803 Fax: +91 44 2814 2479 Email: mfinipo@integratedindia.in
10.	Credit Rating Agency (s) of the Issue	CRISIL Limited CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai- 400076, Tel No: 91 22 3342 3000 Fax: 91 22 3342 3050 Email: crisilratingdesk@crisil.com
11.	Auditor(s) of the Issuer	M/s. Rangamani & Co Chartered Accountants 17/598, II Floor, Card Bank Buildings West of YMCA Bridge Alleppey-C1 Tel: +91 477 226 1542 Email: sreenivasan2121@gmail.com

4.4 A brief summary of business / activities of the Issuer and its line of business

In this section any reference to “we”, “us” or “our” refers to Muthoot Fincorp Limited. Unless stated otherwise, the financial data in this section is according to our Consolidated Ind AS Financial Statements, Reformatted Ind AS Standalone Financial Statements and Reformatted IGAAP Financial Statements prepared in accordance with the requirements of the SEBI Debt Regulations and the Companies Act set forth elsewhere in the Disclosure Document.

The following information should be read together with the more detailed financial and other information included in the Disclosure Document, including the information contained in the chapter titled “Risk Factors”.



(i) **Overview**

We are, a non-deposit taking, systemically important NBFC registered with the RBI bearing registration no. 16.00170 dated July 23, 2002 under Section 45 IA of the RBI Act. Our Company emerged as a prominent gold loan player with 75% growth in its gold loan portfolio up to ₹39,700 lakhs in FY 2011. From FY 2014 to FY 2019, our Company has shown a significant increase in its gold loan portfolio at a compound annual growth of around 13% (*Source: IMAcS Report*). The personal and business loans secured by gold jewellery and ornaments ("**Gold loans**") offered by our Company are structured to serve the business and personal purposes of individuals who do not have ready or timely access to formal credit or to whom credit may not be available at all, to meet unanticipated or other short-term liquidity requirements. The Gold loan portfolio of our Company as of March 31, 2020 comprised approximately 30.07 lakhs loan accounts. As of September 30, 2020, our Company operated out of 3578 branches located across 22 states, including union territory of Andaman and Nicobar Islands and the national capital territory of Delhi and employed 16,009 employees including 243 contracted experts in its operations.

We have been engaged in the Gold loans business for over a decade and are headquartered in Kerala, India. Our Company provides retail loan products, primarily comprising of Gold loans. Our Gold loan products include Muthoot Blue Guide Gold loan, Muthoot Blue Bright Gold loan, Muthoot Blue Power Gold loan, Muthoot Blue Bigg Gold loan, Muthoot Blue Smart Gold loan and 24x7 Express Gold loan. The product of our Company, the "24x7 Express Gold loan" can be utilised by individuals who require quick loans against their gold jewellery and who have an existing loan with the Company. This is a type of top up loan. "Smart Plus Gold loan", the other Gold loan variant of our Company is specifically designed for salaried customers, with tenure of up to 24 months.

In addition to the Gold loan business, our Company provides foreign exchange conversion and money transfer services as sub-agents of various registered money transfer agencies. Our Company is also engaged in following business:

- i. generation and sale of wind energy through its wind farms located in Tamil Nadu; and
- ii. real estate business through joint venture developers of the company owned land parcels;

Main Business of our Subsidiary Companies

Our Company's subsidiaries are engaged in the following businesses:

- i. our subsidiary Muthoot Housing Finance Company Limited providing affordable housing loans; and
- ii. our subsidiary Muthoot Microfin Limited, providing micro credit facility to aspiring women entrepreneurs.

Our Company is also authorised to act as a depository participant of CDSL as category II.

Our Company is a part of the "Muthoot Pappachan Group" which has diversified business interests ranging from hospitality, financial services, inflight catering, infrastructure for information technology, automobile sales and services and real estate.

Our portfolio of outstanding gross loans under management as of March 31, 2018 was ₹11,44,460 lakhs on



a standalone basis as per IGAAP as compared to loans under management of ₹10,34,728 lakhs as of March 31, 2017. Our gross loans under management as of March 31, 2019 and March 31, 2020 was ₹12,08,839 lakhs and ₹14,14,013 lakhs respectively on a standalone basis as per Ind AS. For the period ended March 31, 2019 and March 31, 2020, our Company held 48.85 tonnes and 50.59 tonnes of gold jewellery respectively, as security for all Gold loans.

Our capital adequacy ratio as of March 31, 2020 and March 31, 2019 computed on the basis of applicable RBI requirements was 19.56% and 21.95 %, respectively, on standalone basis as per Ind AS, compared to RBI stipulated minimum requirement of 15%, with Tier I Capital comprising 13.04% and 14.63%, respectively.

Our Gross NPAs as a percentage of total loan assets as per IGAAP was 1.90% and 1.58%, as of March 31, 2018 and 2017 respectively. Our Net NPAs as a percentage of total loan assets as per Indian GAAP was 1.45% and 1.14% as of March 31, 2018 and 2017 respectively. Our Stage 3 Assets as a percentage of total loan assets as per Ind AS was 1.86% and 2.62% as of March 31, 2020 and March 31, 2019, respectively. Our Stage 3 Assets net of Stage 3 Provision as per Ind AS as on March 31, 2020 and March 31, 2019 were 0.68 % and 1.17%, respectively, on a standalone basis.

Details of the Business Segments

I. Gold Loans

Our core business is disbursement of Gold loans, which are typically small ticket loans secured by the pledge of gold jewelry. As of March 31, 2020, we had approximately 30.07 lakh Gold loan accounts, aggregating to ₹ 13,17,001 lakhs, which comprised 93.14% of our total loan portfolio.

For the Fiscal 2020 and Fiscal 2019 revenues from our Gold loan business constituted 84.37% and 82.86 % of our total income on standalone basis as per Ind AS, respectively.

For the Fiscals 2018 and 2017 revenues from our Gold loan business constituted 85.63% and 75.44%, respectively, of our total income on standalone basis as per IGAAP

II. Muthoot Small Business Loans

Apart from Gold loans, we also provide financial assistance to micro MSMEs for their working capital needs which is known as “Muthoot Small Business Loans”

The features of MSME small business loans are given below:

These are business loans where target customers engaged in micro business sector (micro & small sectors) mostly in trading and service sectors. MSME loans offer a maximum loan amount of ₹15,000 and ₹12,00,000 respectively for various fund requirements like working capital needs, expansion of business etc. at nominal rates of interest and with daily instalment or monthly instalment options. MSME Small business loans are tailor made to manifest company's vision to assist the common man to fulfil their business dreams and would contribute to the larger cause of financial inclusion.



III. Other Business Initiatives***a. Money Transfer and Foreign Exchange Conversion Services***

We provide fee based services including money transfer and foreign exchange services. For the Fiscal 2020 and Fiscal 2019, our money transfer and foreign exchange services business generated ₹1,661.78 lakhs and ₹1,203.89 lakhs, or 0.61% and 0.49% of our total income, respectively, on a standalone basis as per Ind AS. For the Fiscal 2018 and 2017 our money transfer and foreign exchange services business generated ₹1,425 lakhs and ₹1,508 lakhs respectively, or 0.65% and 0.72%, respectively, of our total income on a standalone basis as per IGAAP. We act as direct agents for Western Union Money Transfer and as sub-agents to Indian representatives and enter into representation agreements for inward money transfer remittance. Under these agreements, we are entitled to receive a commission for the services provided depending on the number of transactions or the amount of money transferred and the location from which the money is transferred to us.

b. Wind Energy

Our Company is also engaged in the generation and sale of wind energy through our wind farms located in Tamil Nadu. We operate 19 wind turbine generators in the state of Tamil Nadu with a total installed capacity of more than 24 megawatts. For the Fiscal 2020 and Fiscal 2019 income from our windmills business was ₹ 996.2 lakhs and ₹1,076.44 lakhs, or 0.37% and 0.43%, respectively, of our total income on a standalone basis as per Ind AS. For Fiscal 2018 and 2017 income from our wind-mills business was ₹1,198 lakhs and ₹1,173 lakhs, respectively, or 0.55% and 0.56% respectively, of our total income on a standalone basis as per IGAAP.

c. Other loans

Our Company has in the past disbursed loans secured against non-convertible debentures of the Company held by customers (issued on a private placement basis). However, pursuant to the guidelines on private placement introduced by the RBI, we will no longer be able to disburse such loans. As on March 31 2020, ₹6.22 lakhs out of such loans remained outstanding. Further, our Company has also disbursed certain loans secured by a charge over immovable property.

d. Third party businesses

Pursuant to agreements entered into between the Company and some of its Group entities, the Company's branches/ premises and officials are utilised in connection with the business operations of the Group entities such collection and disbursal of loans and sale of jewelry etc.

Organization Structure

As of September 30, 2020, the Company employed 16,009 employees including 243 contracted experts in its operations. Most of our branches operate with one branch manager and at least three customer service executives depending upon the transaction volumes in that branch. In addition to the customer service executives, certain branches also have a relationship manager. Further, each branch falls under the purview of an area manager, such area manager being in charge of a group of branches. The area managers report to a regional manager and all the regional managers in a particular State report to the relevant Zonal head.



Business Outlet Network

Over the years our Company has established a pan-India presence, with 3578 branches located across 22 states, union territory of Andaman and Nicobar, and the national capital territory of Delhi (as of September 30, 2020), with a significant presence in south India. The distribution of branches across India by region as of September 30, 2020 is as set out in the following table:

State	As of September 30, 2020
Andaman Nicobar	4
Andhra Pradesh	341
Assam	3
Bihar	2
Delhi	109
Goa	11
Gujarat	106
Haryana	64
Himachal Pradesh	1
Jharkhand	4
Karnataka	549
Kerala	799
Madhya Pradesh	37
Maharashtra	191
Orissa	45
Punjab	77
Rajasthan	62
Tamil Nadu	786
Telangana	245
Uttar Pradesh	54
Uttarakhand	6
West Bengal	82
Total	3578

IV. Our Competitive Strengths

We believe that the following competitive strengths position us well for continued growth:

The Company is one of the largest Indian NBFCs engaged primarily in the Gold loans business in terms of the size of our Gold loans portfolio. Accordingly, we have extensive experience and a strong brand image and track record in the Gold loans business across India.

We believe that the “Muthoot Pappachan” and the “Muthoot Fincorp” brands are well established in the Gold loans business predominantly in South India. We have been engaged in the Gold loans business for over 17 years (seventeen) and as an NBFC specializing in the Gold loans business, we believe that we have created a niche in the Gold loans market by meeting the expectations of a typical Gold loan customer. Our Company



is one of the three largest Indian NBFCs engaged primarily in the Gold loans business in terms of the size of our Gold loans portfolio (Source: IMA CS Report). A typical Gold loan customer expects rapid and accurate appraisals, easy access, low levels of documentation and formalities, quick approval and disbursal of loans, lockers to ensure safety of pledged gold and a team of expert valuers. We believe we meet those expectations. We attribute our growth, in part, to our market penetration, particularly in areas less served by organised lending institutions and the efficient and streamlined procedural formalities which our customers need to complete in order to complete a loan transaction with us, which makes us a preferred medium of finance for our customers. Our targeted focus on the otherwise fragmented nature of this market segment, widespread branch network particularly in South India, as well as our large customer base has enabled us to build a strong brand. We also attribute our growth to customer loyalty which in turn leads to repeat business. We believe that a large portion of our customer base returns to us to avail credit facility when they are in need of funds. Our efficient credit approval procedures, credit delivery process and Gold loan products designed to suit the requirements of our customers have also aided in increasing customer loyalty which in turn leads to repeat business.

Widespread Branch Network and Strong Presence in South India

As of September 30, 2020, the Company had 3,597 branches located across 20 states, union territory of Andaman and Nicobar Islands and the national capital territory of Delhi, with a significant presence in South India. The customers of the Company are typically retail customers, small businessmen, vendors, traders, farmers and salaried individuals, who for reasons of convenience, accessibility or necessity, avail of our credit facilities by pledging their gold with us rather than by taking loans from banks and other financial institutions. A significant proportion of the Company's branches are located in rural locations and in semi-urban locations. We believe that we have a wide reach in rural markets as compared with other competition in this category. This reach in rural and semi-urban locations gives the Company an added advantage of being able to reach out to a large set of potential rural customers. Having such a network enables us to service and support our existing customers from proximate locations which gives our customers easy access to our services and enables us to reach new customers especially potential rural customers. We believe we can leverage on this existing network for further expansion and for fulfilling our customer requirements.

High-quality customer service and short response time

The products and services of the Company are aligned to the lifestyle needs of its customers. We adhere to a strict set of market survey and location guidelines when selecting branch sites to ensure that our branches are set up close to our customers. We believe that our customers appreciate this convenience, as well as extended operating hours that we typically offer, which are often more compatible with our customers' work schedules. Various loan products tailor made for MSME and salaried / household segments are offered. In addition to the physical environment, it is equally important to have professional and attentive staff at both the branch level and at our regional and centralised customer support centers. Each of the Company's branches across India is staffed with persons who possess local knowledge and understanding of customers' needs and who are adequately trained to appraise collateral and disburse loans within a few minutes. Although disbursement time may vary depending on the loan ticket size and the number of items pledged, we endeavour to service the customers within a short span of time. Furthermore, since our loans are all over-collateralized by gold jewelry, there are minimal documentary and credit assessment requirements, thereby shortening our turnaround time. We believe our high quality customer service, short response time and different product variants are significant competitive strengths that differentiate our services and products from those provided by commercial banks and other NBFCs.



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 March 31, 2019, the total secured borrowings utilised by the Company aggregated to ₹8,18,544.68 lakhs and unsecured borrowings utilised by our Company aggregated to ₹2,73,028.69 lakhs and outstanding securitization of ₹31,934.46 lakhs (pass through certification). Further, as of March 31, 2020, the total secured borrowings utilised by the Company aggregated to ₹ 10,72,716 lakhs and unsecured borrowings utilised by our Company aggregated to ₹2,33,989 lakhs and zero outstanding securitization.

As on date of the Disclosure Document, the Company has been assigned CRISIL A (Stable) rating by CRISIL, and BWR A+(Stable) rating by Brickworks for our bank facilities, CRISIL A/Stable rating by CRISIL and BWRA+ (Stable) rating by Brickworks for its various non-convertible debt instruments, CRISIL BBB+/Stable rating by CRISIL for ₹14,400 lakh perpetual bonds and CRISIL AA+(CE) rating for ₹ 12,500 Lakhs & ₹ 20,000 Lakhs covered bond (non-convertible debenture) and CRISIL PP MLD AA+ r(CE) for ₹ 97,100 lakhs and ₹ 12,500 lakhs for covered MLD and BWR A (Stable) rating by Brickworks for ₹ 26,400 lakh perpetual bonds and CRISIL A1 rating by CRISIL for its short term debt programme. Brickworks has assigned a BWR A1+ (Outlook: Stable) rating for our short term debt programme and BWR A (Outlook: Stable) rating for our perpetual debt instruments.

Experienced senior management team and a skilled workforce

The Board of Directors consists of seven Directors (including the Promoters) with extensive experience in the financial services sectors. The Promoters and key managerial personnel have significant experience and in-depth industry knowledge and expertise. In order to strengthen the credit appraisal and risk management systems, and to develop and implement credit policies, the Company has hired a number of senior managers who have extensive experience in the Indian banking and financial services sector and in specialized finance firms providing loans to retail customers. We believe that the in-depth industry knowledge and loyalty of our management and professionals provide us with a distinct competitive advantage.

Further, the Company has been successful in attracting, fostering and retaining the best talent. The recruitment and business strategy has been seamlessly aligned right through the years and this strong pool of talent gives the Company a competitive edge in its growth. For recruiting, the Company has a well laid down recruitment policy which includes minimum standards that a prospective candidate should meet. The prospective candidate is rated on various factors like qualifications and academic knowledge, communication skills, family background, experience in relevant field, personality, mental ability and behavioral competencies. The employee welfare initiatives like provident funds, group mediclaim policy etc. ensures a conducive work environment for all. To uphold its performance oriented culture, the Company conducts



training programmes and online skill assessments on a periodic basis, continuously monitoring and augmenting the performance level of the employees.

Our Strategies

The business strategy of the Company is designed to capitalize on its competitive strengths and enhance its market position. Key elements of its strategy include:

Further grow our Gold loan business

Historically, Indians have been one of the largest consumers of gold due to the strong preference for gold jewellery among Indian households and its widespread use as a savings instrument. Rural India population views investment in gold as a fallback option in the times of need. As a result, the market for Gold loan financing in India is largely untapped and offers good potential for further growth.

We intend to increase our presence in under-served rural and semi-urban markets, where a large portion of the population has limited access to credit either because they do not meet the eligibility requirements of banks or financial institutions, or because credit is not available in a timely manner at reasonable rates of interest, or at all. A typical Gold loan customer expects rapid and accurate appraisals, easy access, low levels of documentation, quick approval and disbursement and safekeeping of their pledged gold. We believe we meet those expectations, and thus our focus is to expand our Gold loan business.

Expansion of business into Tier 2 and Tier 3 towns and in select Tier 1 cities across India

In addition to our continuing focus on rural and semi-urban markets in the states that we are present, we are also focusing on opening branches in Tier 2 and Tier 2 towns and in select Tier 1 cities where we believe our business has high growth potential. We carefully assess the market, location and proximity to target customers when selecting branch sites to ensure that our branches are set up close to our target customers. We believe our customers appreciate this convenience and it enables us to reach new customers.

In-house training capabilities to meet our branch expansion requirements

The Company has been continuously investing in developing advanced learning solutions for preparing its employees for the future as well as to equip them with necessary skills to cater to the ever increasing needs of its customers. The training department is functioning under the Department of Training & Development. The department understands that it has a key role to play in keeping the employee's aspirations and organizational goals aligned. They work on the principle that better knowledge helps employees to serve customers better.

To consolidate and expand our branch network

We intend to continue to grow our Gold loan portfolio by expanding our network through the addition of new branches. Our Company is actively working on building a robust distribution strategy for the future, which will be aligned to the unique needs of our customers. We propose to consolidate our network of branches across the country by merging or shifting the unviable branches while strengthening our position in our existing markets with respect to our core Gold loans business. New branches will be opened with a special focus on untapped areas in regions where we already have established our presence and have good



potential subject to the approval of the RBI. These branches will be opened after multiple rounds of market evaluation and customer research and will have proximity to high customer activity areas.

Target new customer segments

The market for our loan products was traditionally confined to lower and middle income groups, who viewed Gold loans as an option of the last resort in case of emergency. We intend to undertake sustained marketing efforts to diminish the stigma attached to pledging gold jewellery in India. We have introduced new product variants to expand our customer base to include small traders, upper-middle income and upper income groups. We intend to emphasize our Gold loan products' key advantages of expediency and minimal documentation and alter the image of Gold loans from an option of the last resort to an option of convenience.

Strengthening our Brand Equity

Staying true to our purpose "To transform the life of the common man by improving their financial well-being", which stems from the life and values of our founder Muthoot Pappachan, we have constantly strove to "**Empower Human Ambitions (our Group Credo)**", by offering our customers with innovative and simple products, in sync with their needs and desires.

We, at Muthoot Pappachan Group, or as we are fondly called "**Muthoot Blue**", believe in supporting and giving wings to the "ambitions" of all our customers. Our un-flinching adherence to our Group Credo and values of – integration, collaboration and excellence, all under our over-arching value of TRUST, made us come up with our Brand Positioning - "**Blue Is Belief**". Blue is the colour of the sea and the sky; it is all pervasive, all encompassing. In line with this definition of "Blue", we have our brand positioning of "**Blue Is Belief**", the belief that we can fly higher, the belief that there is so much more to achieve!

Staying true to our brand positioning, we came up with our "**Blue Soch Campaign**" in 2018. Blue Soch is the belief that with hard work and determination, one can move mountains. It is this very belief that helps us "empower our customers" towards a better tomorrow.

Continue to implement advanced processes and systems

We have invested and continue to invest in latest technology, systems and processes to create a stronger organization and ensure good management of customer credit quality. Our information technology strategy is designed to increase our operational and managerial efficiency. This year we have planned to upgrade our CRM systems to serve our customers with even better services and faster turnaround time. With this system we have planned to integrate all our group company systems to provide One Muthoot Blue Customer experience.

Strengthen our operating processes and risk management systems

Risk management forms an integral part of our business as we are exposed to various risks relating to the Gold loan business. The objective of our risk management systems is to measure and monitor the various risks we are subject to and to implement policies and procedures to address such risks. We intend to continue to improve our operating processes and risk management systems that will further enhance our ability to manage the risks inherent to our business. We have internal audit systems which consists of audit and inspection, for risk assessment and internal controls. The audit system comprises of accounts audit and gold



appraisal. In accordance with our internal audit policy, all of our branches are subject to surprise gold audit every month and accounts audit once in very four months. Further the staffs are strictly advised to make the acid test, sound test etc., at the time of making the pledge for checking whether the ornament is of acceptable quality or not. For example, we have commenced installing offsite surveillance cameras in our branches and intend to implement this across our branch network. Tamper evident envelopes have also been introduced in all branches across the country to reduce frauds.

We have invested in our technology systems and processes to create a stronger organization and ensure good management of customer credit quality. Our information technology strategy is designed to increase our operational and managerial efficiency. We continue to implement technology led processing systems to make our systems and processes more efficient to augment the benefits of our relationship based approach. We also believe that deploying strong technology systems will enable us to respond to market opportunities and challenges swiftly, improve the quality of services to our customers, monitor our process and performance and improve our risk management capabilities.

(ii) **Key Operational and Financial Parameters**

Key Operational and Financial Parameters on an unconsolidated basis

The table below sets out the key operational and financial parameters of the Company as of and for the Fiscal 2020 and Fiscal 2019 as per Ind AS.

(₹ in lakhs)

Sr. No.	Particulars	September 2020 Limited Review	Fiscal 2020	Fiscal 2019
1.	Net worth	2,96,375	2,95,438.09	2,80,196.71
2.	Total Debt of which:			
	– Non-current maturities of Long Term Borrowing	7,15,616	4,34,094.94	2,79,464.18
	– Short Term Borrowing	7,01,685	7,77,441.01	7,42,712.53
	– Current maturities of Long Term Borrowings	2,11,165	1,03,058.11	1,01,331.12
3.	Net Fixed Assets	43,455	45,760.00	50,104.97
4.	Non-Current Assets	3,80,822	3,61,178.87	3,21,055.23
5.	Cash and Cash Equivalents	1,53,047	30,017.28	25,389.37
6.	Current Investments	2,915	2,239.8	3,417.70
7.	Current Assets	16,75,539	14,08,711.99	12,30,734.41
8.	Current Liabilities	964,511	8,03,779.68	9,16,021.08
9.	Assets under Management ¹	16,00,471	14,14,012.90	12,08,838.75
10.	Off Balance Sheet Assets	1,34,332	1,94,544.30	1,76,709.55
11.	Interest Income	1,26,094	2,39,311.54	2,27,773.81
12.	Interest Expense	67,918	1,27,279.35	1,26,452.06
13.	Provisioning and Write-offs	3,271	7,959.93	2,638.88
14.	Profit after Taxation ("PAT")	16,670	21,907.51	15,545.85
15.	Gross Stage 3 Assets to Loans and advances	4.51%	1.86%	2.62%
16.	Net Stage 3 Assets to Loans and	3.26%	0.68%	1.17%



Sr. No.	Particulars	September 2020 Limited Review	Fiscal 2020	Fiscal 2019
	advances			
17.	Tier I Capital Adequacy Ratio (%)	12.83%	13.04%	14.63%
18.	Tier II Capital Adequacy Ratio (%)	5.81%	6.52%	7.32%

The table below sets out the key operational and financial parameters of the Company on standalone basis as of and for the Fiscal 2018 and 2017, calculated as per Indian GAAP:

(₹ in lakhs)

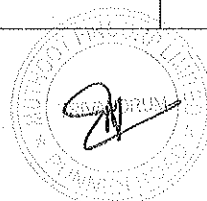
Sr. No.	Particulars	Fiscal 2018	Fiscal 2017
1.	Net worth	1,79,558.91	1,68,713.57
2.	Total Debt of which:		
	- Non-current maturities of Long Term Borrowing	2,80,483.96	3,04,068.41
	- Short Term Borrowing	7,68,506.94	6,57,340.40
	- Current Maturities of Long Term Borrowings	1,36,262.32	1,33,987.62
3.	Net Fixed Assets	53,301.56	56,888.99
4.	Non-Current Assets	1,27,619.56	1,42,062.78
5.	Cash and Cash Equivalents	32,461.19	40,788.00
6.	Current Investments	1,678.56	1,433.31
7.	Current Assets	13,22,524.49	12,06,084.13
8.	Current Liabilities	9,58,360.59	8,36,782.27
9.	Assets under Management	11,44,460.20	10,34,727.58
10.	Off Balance Sheet Assets	0.00	0.00
11.	Interest Income	210,424.59	195,992.91
12.	Interest Expense	1,10,002.32	1,07,758.19
13.	Provisioning and Write-offs	2,574.14	1,734.96
14.	Profit after Taxation ("PAT")	15,152.59	11,607.06
15.	Gross NPA (%)	1.90%	1.58%
16.	Net NPA (%)	1.45%	1.14%
17.	Tier I Capital Adequacy Ratio (%)	14.59%	14.10%
18.	Tier II Capital Adequacy Ratio (%)	7.62%	7.32%

Key Operational and Financial Parameters on a consolidated basis

The table below sets out the key operational and financial parameters of the Company on consolidated basis for the Fiscal 2019 as per Ind AS:

(₹ in lakhs)

Sr. No.	Particulars	Fiscal 2019
1.	Net worth	2,58,905.66
2.	Total Debt of which:	
	- Non-current maturities of Long Term Borrowing	4,70,090.47
	- Short Term Borrowing	7,46,212.75
	- Current maturities of Long Term Borrowings	2,42,690.28
3.	Net Fixed Assets	53,817.48



Sr. No	Particulars	Fiscal 2019
4.	Non-Current Assets	3,52,305.87
5.	Cash and Cash Equivalents	95,902.14
6.	Current Investments	3,417.71
7.	Current Assets	14,85,303.35
8.	Current Liabilities	10,76,615.51
9.	Assets under Management *	15,82,450.68
10.	Off Balance Sheet Assets	1,75,748.00
11.	Interest Income	2,93,225.92
12.	Interest Expense	1,57,755.43
13.	Provisioning and Write-offs	5,760.56
14.	Profit after Taxation ("PAT")	37,261.16
15.	Gross NPA (%)	2.63%
16.	Net NPA (%)	1.18%
17.	Tier I Capital Adequacy Ratio (%)	14.60
18.	Tier II Capital Adequacy Ratio (%)	7.10

* Assets under Management includes the Gross Total Loan Assets & Interest accrued on loans, before provision for impairment and is net of unamortised processing fee.

The table below sets out the key operational and financial parameters of the Company on consolidated basis for the Fiscal 2018 and 2017:

(₹ in lakhs)

Sr. No	Particulars	Fiscal 2018	Fiscal 2017
1.	Net worth	2,31,018.73	1,80,336.92
2.	Total Debt of which:		
	- Non-current maturities of Long Term Borrowing	428,505.12	417,128.41
	- Short Term Borrowing	7,68,754.35	6,57,741.43
	- Current Maturities of Long Term Borrowings	2,26,342.24	1,80,386.76
3.	Net Fixed Assets	56,074.40	58,435.03
4.	Non-Current Assets	2,51,456.59	2,19,859.93
5.	Cash and Cash Equivalents	95,323.09	76,809.99
6.	Current Investments	1,678.56	1,433.31
7.	Current Assets	15,06,940.94	13,17,732.11
8.	Current Liabilities	10,65,925.99	9,00,277.10
9.	Assets under Management	13,95,383.26	11,87,717.24
10.	Off Balance Sheet Assets	0.00	0.00
11.	Interest Income	260,133.80	224,184.84
12.	Interest Expense	1,31,700.15	1,19,964.85
13.	Provisioning and Write-offs	5,306.16	2,562.88
14.	Profit after Taxation ("PAT")	23,816.82	15,795.65
15.	Gross NPA (%)	1.90%	1.58%
16.	Net NPA (%)	1.45%	1.14%
17.	Tier I Capital Adequacy Ratio (%)	14.59%	14.10%
18.	Tier II Capital Adequacy Ratio (%)	7.62%	7.32%



Gross Debt: Equity Ratio

(Rs. in lakhs)

Capitalization Statement as at September 30, 2020			
Particulars	Pre-Issue as at September 30, 2020	Increase due to the Issue	Post-Issue
Share capital	19,370.56	-	19,370.56
Reserves and Surplus	276,067.54	-	276,067.54
Total Shareholders' Funds (A)	295,438.10	-	295,438.10
Long term borrowings (including current maturities of Long Term Debt)	571,086.96	22500.00	593586.96
Short term borrowings	778,217.96	-	778,217.96
Total Debt Funds (B)	1,349,304.92	-	1371804.92
Total Capitalisation (A) + (B)	16,44,743.02	-	1667243.02
Long Term Debt / Equity	1.93	-	2.00
Debt/Equity	4.57	-	4.64

Notes:

1. The Pre-Issue figures have been extracted from the Audited Standalone Financial Statements as on 31/03/2020, which have been prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder.
2. The Post-Issue Total Capitalization is indicative and has been arrived at on the assumption that the proposed issue would result in an inflow of Rs.22,500 lakhs (the entire proceeds of which is considered as Long Term for computation purposes).
3. Changes in Equity, Reserves and Borrowings between 01/04/2020 & the date of issue may have an impact on the calculations made above.

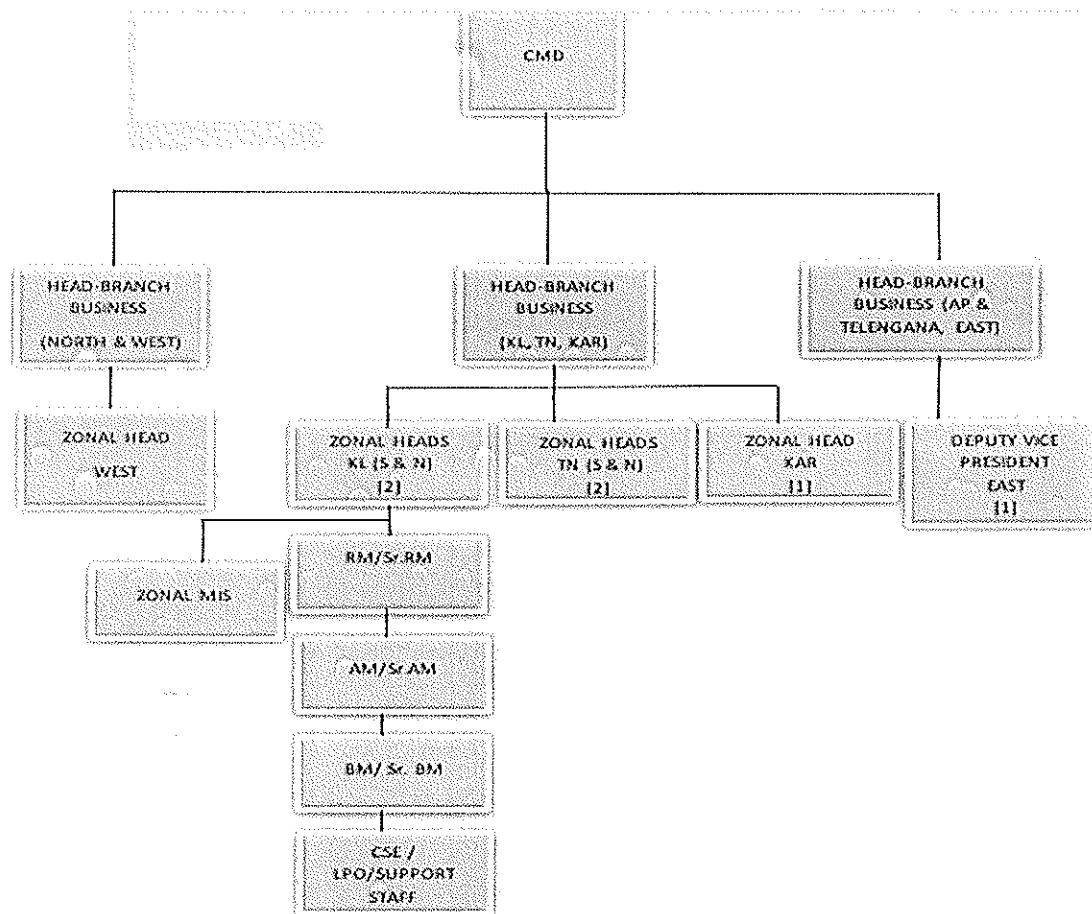
Loan-Book as on March 31, 2020 and March 31, 2019

The product-wise loan book of the Company as on March 31, 2020 and March 31, 2019 as per Ind AS is as follows:

Particulars	Total Book Size (₹ in lakhs)		% of Total Book Size (%)	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
Gold loan	13,17,001	10,57,809	93%	88%
Other Loan Receivables	97,012	1,51,030	7%	12%
Total	14,14,013	12,08,838	100%	100%



(iii) *Corporate Structure*



(iv) *Subsidiaries or associate companies*

As on the date of the Disclosure Document, our Company has the following subsidiaries:

I. Muthoot Housing Finance Company Limited (“MHFCL”)

MHFCL was incorporated pursuant to a certificate of incorporation dated March 5, 2010 and obtained a certificate of commencement of business dated June 1, 2011, issued by the Registrar of Companies, Kerala and Lakshadweep. It obtained a certificate of registration dated February 11, 2011, from the National Housing Bank, to commence the business of a housing finance institution, without accepting public deposits. The registered office of MHFCL is situated at TC No. 14/2074 – 7, Muthoot Centre, Punnen Road, Thiruvananthapuram 695 039.

Our Company currently owns 80.65% shareholding of MHFCL.



Shareholding pattern as on last quarter end December 31, 2020

Sr. No.	Name of Shareholder	No. of equity shares held	Percentage of issued equity share capital (%)
1.	Muthoot Fincorp Limited	5,93,48,840	80.66
2.	Thomas John Muthoot	42,97,885	5.84
3.	Thomas George Muthoot	42,97,890	5.84
4.	Thomas Muthoot	42,97,890	5.84
5.	MHFL Employee Welfare Trust	13,28,766	1.81
6.	Preeethi John Muthoot	3,265	0.004
7.	Nina George	3,265	0.004
8.	Remmy Thomas	3,265	0.004
	Total	7,35,81,066	100.00

Board of directors:

The board of directors of MHFCL comprises of the following persons:

- Thomas Muthoot, Managing Director,
- Thomas John Muthoot; Director,
- Thomas George Muthoot; Director,
- Santanu Mukherjee; Independent Director, and
- Kandiyoor Muralidharan, Independent Director

II. Muthoot Microfin Limited ("MML")

Muthoot Microfin Limited was originally incorporated as Panchratna Stock and Investment Consultancy Services Private Limited pursuant to a certificate of incorporation dated April 6, 1992. The name of Panchratna Stock and Investment Consultancy Services Private Limited was changed to Panchratna Stock and Investment Consultancy Services Limited pursuant to the fresh certificate of incorporation dated June 9, 1994.

Subsequently, the name of Panchratna Stock and Investment Consultancy Services Limited was changed to Panchratna Securities Limited pursuant to the fresh certificate of incorporation dated June 22, 1994. As a part of its diversification programme and to offer more impetus to its micro finance business, the Company acquired a majority equity holding in Panchratna Securities Limited in September 2012. Subsequently, the name of Panchratna Securities Limited was changed to MML and a fresh certificate of incorporation dated November 6, 2012 was issued by the Registrar of Companies, Mumbai. The registered office of MML is situated at 13th floor, Parinee Crescenzo, Bandra Kurla Complex, Bandra East, Mumbai 400 051.

Muthoot Microfin Limited was registered as an NBFC with the RBI pursuant to the certificate of registration No. 13.00365 dated March 18, 1998 issued by the RBI under Section 45 IA of the RBI Act. Subsequently RBI has granted a new certificate of registration in relation to change of name and conversion of MML to NBFC-MFI with effect from March 25, 2015.

Shareholding pattern: As on last quarter end December 31, 2020

Sr. No.	Name of Shareholder	No. of equity shares held	Percentage of issued equity share capital (%)
1	Muthoot Fincorp Limited	7,26,25,449	63.61%
2.	Thomas Muthoot	63,50,459	5.56%
3.	Thomas John Muthoot	63,28,806	5.54%
4.	Thomas George Muthoot	63,27,160	5.54%
5.	Creations Investments India LLC	1,30,06,778	11.39%
6.	Nina George	27,04,513	2.37%
7.	Preethi John	27,02,867	2.37%
8.	Remy Thomas	26,81,214	2.35%
9	ESOP Trust	10,83,114	0.95%
10	ESOP Holders	3,60,142	0.32%
	Total	11,41,70,502	100.00

Board of directors:

The board of directors of MML comprises of the following persons:

- i. Mr. Thomas John Muthoot;
- ii. Mr. Thomas George Muthoot;
- iii. Mr. Thomas Muthoot;
- iv. Mr. Thomas Muthoot John;
- v. Mr. Kenneth Dan Vander Weele;
- vi. Mr. Alok Prasad;
- vii. Mrs. Bhama Krishnamurthy;
- viii. Mrs. Pushpy Muricken; and
- ix. Thai Salas Vijayan

III. Muthoot Pappachan Technologies Limited (formerly Muthoot Pappachan Technologies Private Limited) ("MPTL")

MPTL was originally incorporated as a private company pursuant to the certificate of incorporation dated November 16, 2012, issued by the Registrar of Companies, Kerala and Lakshadweep. Subsequently, upon conversion to a public company, the name of Muthoot Pappachan Technologies Private Limited was changed to MPTL and a fresh certificate of incorporation dated July 5, 2013 was obtained from the Registrar of Companies, Kerala and Lakshadweep.

Shareholding pattern: As on as on December 31, 2020

Sr. No.	Name of Shareholder	No. of equity shares held	Percentage of issued equity share capital (%)
1.	Muthoot Fincorp Limited	30,000	60.00
2.	Thomas John Muthoot	3,334	6.67
3.	Thomas George Muthoot	3,333	6.67



Sr. No.	Name of Shareholder	No. of equity shares held	Percentage of issued equity share capital (%)
4.	Thomas Muthoot	3,333	6.67
5.	Preeethi John Muthoot	3,333	6.67
6.	Nina George	3,333	6.67
7.	Remmy Thomas	3,334	6.67
	Total	50,000	100.00

Board of directors:

The board of directors of MPTL comprises of the following persons:

- Thomas Muthoot;
- Thomas John Muthoot; and
- Thomas George Muthoot.

Joint Ventures, Associate Companies and Investments

A list of associates of the Company as on the date of the Disclosure Document is as follows:

Sr. No.	Name	Registered Address	Shareholding of our Company as on December 31, 2020	Activity undertaken by the entity
Joint Venture Companies and Associate Companies				
1.	Alaska Agri Projects and Hospitalities Private Limited	First Floor, Door # F - 2/A - 2, Sector - 9, Vashi, Navi Mumbai 407 003	NIL	Hospitality
2.	Bamboo Agri Projects and Hospitalities Private Limited	First Floor, Door # F - 2/A - 2, Sector - 9, Vashi, Navi Mumbai 407 003	NIL	Hospitality
3.	Buttercup Agri Projects and Hospitalities Private Limited	First Floor, Door # F - 2/A - 2, Sector - 9, Vashi, Navi Mumbai 407 003	NIL	Hospitality
4.	Calypso Agri Development and Hospitalities Private Limited	First Floor, Door # F - 2/A - 2, Sector - 9, Vashi, Navi Mumbai 407 003	NIL	Hospitality
5.	Cinnamon Agri Development and Hospitalities Private Limited	First Floor, Door # F - 2/A - 2, Sector - 9, Vashi, Navi Mumbai 407 003	NIL	Hospitality
6.	El Toro Agri Projects and Hospitalities Private Limited	First Floor, Door # F - 2/A - 2, Sector - 9, Vashi, Navi Mumbai 407 003	NIL	Hospitality
7.	Emmel Realtors and Developers Private Limited	Muthoot Centre, Punnen Road, Trivandrum 695 039	NIL	Real Estate



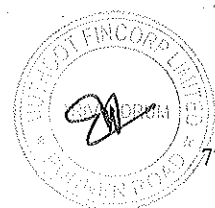
Sr. No.	Name	Registered Address	Shareholding of our Company as on December 31, 2020	Activity undertaken by the entity
8.	Flame Agri Projects and Hospitalities Private Limited	First Floor, Door # F - 2/A – 2, Sector - 9, Vashi, Navi Mumbai 407 003	NIL	Hospitality
9.	Fox Bush Agri Development and Hospitalities Private Limited	First Floor, Door # F - 2/A – 2, Sector - 9, Vashi, Navi Mumbai 407 003	NIL	Hospitality
10.	Goblin Agri Projects and Hospitalities Private Limited	First Floor, Door # F - 2/A – 2, Sector - 9, Vashi, Navi Mumbai 407 003	NIL	Hospitality
11.	Jungle Cat Agri Development and Hospitalities Private Limited	First Floor, Door # F - 2/A – 2, Sector - 9, Vashi, Navi Mumbai 407 003	NIL	Hospitality
12.	LM Realtors Private Limited	Muthoot Centre, Punnen Road, Trivandrum, Kerala - 695 034	NIL	Hospitality
13.	Mandarin Agri Ventures and Hospitalities Private Limited	First Floor, Door # F - 2/A – 2, Sector - 9, Vashi, Navi Mumbai 407 003	NIL	Hospitality
14.	Mariposa Agri Ventures and Hospitalities Private Limited	First Floor, Door # F - 2/A – 2, Sector - 9, Vashi, Navi Mumbai 407 003	NIL	Hospitality
15.	MPG Hotels and Infrastructure Ventures Private Limited (formerly Muthoot Hotels & Infrastructure Ventures Private Limited)	Muthoot Centre, Punnen Road, Trivandrum 695 039	NIL	Hospital Infrastructure and IT Park
16.	MPG Security Group Private Limited	Diamond Hill, TC 15/42(3) Vellayambalam, Sasthamangalam P.O Thiruvananthapuram Kerala – 695 010	NIL	Security Agency
17.	Muthoot Agri Development and Hospitalities Private Limited	First Floor, Door # F - 2/A – 2, Sector - 9, Vashi, Navi Mumbai 407 003	NIL	Hospitality
18.	Muthoot Agri Projects and Hospitalities Private Limited	First Floor, Door # F - 2/A – 2, Sector - 9, Vashi, Navi Mumbai 407 003	NIL	Agriculture and Hospitality
19.	Muthoot Dairies and Agri Ventures Hospitalities Private Limited (Formerly	First Floor, Door # F - 2/A – 2, Sector - 9, Vashi, Navi Mumbai 407 003	NIL	Hospitality



Sr. No.	Name	Registered Address	Shareholding of our Company as on December 31, 2020	Activity undertaken by the entity
	Muthoot Agri Ventures and Hospitality Ventures Private Limited)			
20.	Muthoot Apt Ceramics Limited	Muthoot Towers, M.G Road, Ernakulam 682 035	NIL	Chemical Manufacturing
21.	Muthoot Automobile Solutions Private Limited	T.C # 14/2074 - 7, Muthoot Centre, Punnen Road, Trivandrum 695 039	NIL	Automotive
22.	Muthoot Automotive (India) Private Limited	T.C # 14/2074 - 7, Muthoot Centre, Punnen Road, Trivandrum 695 039	NIL	Automotive
23.	Muthoot Buildtech (India) Private Limited	T.C # 14/2074 - 7, Muthoot Centre, Punnen Road, Trivandrum 695 039	NIL	Real Estate
24.	Muthoot Capital Services Limited	Muthoot Towers, M.G Road, Ernakulam 682 035	NIL	Retail two and three wheeler Loans
25.	Muthoot Equities Limited	5th Floor, Muthoot Towers, M.G Road, Ernakulam 682 035	NIL	Share trading
26.	Muthoot Exim Private Limited	Muthoot Towers, M.G Road, Ernakulam 682 035	NIL	Sale of Jewellery
27.	Muthoot Holdings Private Limited	1st Floor, Door No: 1500/1, Sri. Lakshmi Complex, Kammanhalli Main Road, St. Thomas Town P.O, Bengaluru - 560 084, Karnataka	NIL	Holding
28.	Muthoot Hotels Private Limited	T.C # 14/2074 - 7, Muthoot Centre, Punnen Road, Trivandrum, Kerala-695039	NIL	Hospitality
29.	Muthoot Housing Finance Company Limited	Muthoot Centre, Punnen Road, Trivandrum, Kerala - 695 039.	5,35,34,840	Housing Loan
30.	Muthoot Infrastructure Private Limited (formerly Muthoot Infrastructure Limited)	Muthoot Centre, Punnen Road, Trivandrum 695 039	NIL	Infrastructure
31.	Muthoot Kuries Private Limited	1st Floor, Door No: 1500/1, Sri. Lakshmi Complex, Kammanhalli Main Road, St.	NIL	Chitties



Sr. No.	Name	Registered Address	Shareholding of our Company as on December 31, 2020	Activity undertaken by the entity
		Thomas Town P.O, Bangalore 560 084		
32.	Muthoot Land and Estates Private Limited	T.C # 14/2074 - 7, Muthoot Centre, Punnen Road, Trivandrum 695 039	NIL	Real Estate
33.	Muthoot Motors Private Limited	Muthoot Shopping Arcade, Ulloor, Trivandrum 695 011	NIL	Automobile dealership
34.	Muthoot Pappachan Chits (India) Private Limited	Muthoot Centre, Punnen Road, Trivandrum 695 039	80,000	Chits
35.	Muthoot Pappachan Medicare Private Limited	Muthoot Centre, Punnen Road, Trivandrum 695 039	NIL	Hospital
36.	Muthoot Properties (India) Private Limited	T.C # 14/2074 - 7, Muthoot Centre, Punnen Road, Trivandrum 695039	NIL	Real Estate
37.	Muthoot Risk Insurance and Broking Services Private Limited	1st Floor, Door No: 1500/1, Sri. Lakshmi Complex, Kammanhalli Main Road, St. Thomas Town P.O, Bangalore 560 084	NIL	Insurance
38.	Muthoot Microfin Limited (Formerly Panchratna Securities Limited)	13th Floor, Parinee Crescenzo, Bandra Kurla Complex, Bandra East Mumbai, Maharashtra	7,26,25,449	Microfinance
39.	Pine Pink Agri Ventures and Hospitalities Private Limited	First Floor, Door # F - 2/A - 2, Sector - 9, Vashi, Navi Mumbai 407 003	NIL	Hospitality
40.	The Right Ambient Resorts Private Limited	Muthoot Centre, Punnen Road, Trivandrum, Kerala - 695039	NIL	Hospitality
41.	Muthoot Pappachan Technologies Limited (Formerly Muthoot Pappachan Technologies Private Limited)	Muthoot Centre, Punnen Road, Trivandrum, Kerala - 695039	30,000	IT
42.	The Thinking Machine Media Private Limited	Muthoot Towers, M.G Road, Ernakulam, Kerala - 682035	NIL	Advertising
43.	MPG Precious Metals Private Limited	No:66/3628, Muthoot Towers, M.G. Road, College P.O, Ernakulam, Kerala - 682035	NIL	Dealing of precious metals
44.	Muthoot Pappachan Centre of Excellence in Sports	Door No:40/8922(New No 66/3628), Muthoot Towers,	NIL	Sports



Sr. No.	Name	Registered Address	Shareholding of our Company as on December 31, 2020	Activity undertaken by the entity
		M.G Road, College P.O, Ernakulam		promotion
45.	M-Liga Sports Excellence Private Limited	Door No:66/3630, Muthoot Towers, M.G Road, College P.O, Ernakulam-682035	NIL	Sports promotion
Partnerships/ LLPs				
46.	Muthoot Bankers	Muthoot Centre, Punnen Road, Trivandrum, Kerala - 695 034.	NIL	Finance
47.	Muthoot Cine Enterprises	Over Bridge, Thampanoor, Trivandrum, Kerala	NIL	Cine Exhibition
48.	Muthoot Estate Investments	Muthoot Shopping Arcade, Ulloor, Medical College P.O, Trivandrum, Kerala - 695 011.	NIL	Real Estate& Infrastructure
49.	Muthoot Finance Company	TC 9/2150(1), Sasthamangalam P.O, Trivandrum-695010	NIL	Online Share Trading
50.	Muthoot Insurance Services	Muthoot Centre, Punnen Road, Trivandrum, Kerala - 695 034.	NIL	Insurance
51.	Muthoot Motors (Cochin)	The Grande, Near KSEB, Palarivattom, Cochin-682025	NIL	Automobile dealership
52.	MPG Automobiles LLP	TC 2/460-4, Ulloor, Muthoot Building, Trivandrum - 695011	NIL	Automotive



4.5 Capital Structure

A brief history of the company since its incorporation giving details of its following activities:

(a) Details of Share Capital as on last quarter end i.e. December 31, 2020

	Aggregate value
Authorised share capital	
22,50,00,000 Equity Shares of ₹10 each	2,25,00,00,000
20,00,00,000 preference shares of ₹10 each.	2,00,00,00,000
Issued share capital	
19,38,00,800 Equity Shares of ₹10 each, fully paid up	1,93,80,08,000
Paid up equity share capital after the Issue	
19,37,05,560 Equity Shares of ₹10 each, fully paid up	1,93,70,55,600
Securities Premium Account	
Existing Securities Premium Account	3,81,29,85,000

(b) Changes in its capital structure as on last quarter end (December 31, 2020), for the last five years:

The Company increased its authorised share capital from Rs. 200,00,00,000 (Rupees Two Hundred Crores) to Rs. 4,25,00,00,000 (Rupees Four Hundred and Twenty-Five Crores) by addition of: (i) 25,00,000/- (Twenty Five Lakhs) equity shares having a face value of Rs. 10/- (Rupees Ten only) each, of the aggregate nominal value of up to Rs. 2,50,00,000 (Rupees Two Crore Fifty Lakhs); and (ii) 2,00,00,000/- (Two Crore) preference shares having a face value of Rs. 10/- (Rupees Ten only) each of the aggregate nominal value of up to Rs. 20,00,00,000 (Rupees Twenty Crore only), on October 26, 2020.

(c) Equity Share Capital History of the Company as on last quarter end i.e. December 31, 2020 for the last five years:

The history of the equity share capital of the Company for the last five years up to December 31, 2020 is set forth below:

The Company increased its authorised share capital from Rs. 200,00,00,000 (Rupees Two Hundred Crores) to Rs. 4,25,00,00,000 (Rupees Four Hundred and Twenty-Five Crores) by addition of: (i) 25,00,000/- (Twenty Five Lakhs) equity shares having a face value of Rs. 10/- (Rupees Ten only) each, of the aggregate nominal value of up to Rs. 2,50,00,000 (Rupees Two Crore Fifty Lakhs); and (ii) 2,00,00,000/- (Two Crore) preference shares having a face value of Rs. 10/- (Rupees Ten only) each of the aggregate nominal value of up to Rs. 20,00,00,000 (Rupees Twenty Crore only), on October 26, 2020.



Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature of consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-up Share Capital (₹)	Cumulative Share Premium
March 31, 2017	71,42,860	10	210	Cash	Rights Issue	19,37,05,560	1,93,70,55,600	38,12,98,500

(d) **Details of Acquisition or Amalgamation in the last 1 year:**

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

(c) **Details of reorganization or reconstruction in last 1 year: NIL**

Type of Event	Date of Announcement	Date of Completion	Details
NIL			



4.6 Details of shareholding of the company as on latest quarter end:

(a) Shareholding of the Company as on last quarter end (December 31, 2020):

Sr. No. (I)	Category of shareholder (II)	Number of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held** (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			
								No of Voting Rights			Total as a % of (A+B+C) (X)
								Class e.g.: x	Class e.g.: y	Total (IX)	
1.	Promoter & Promoter Group	3	15,25,31,297	Nil	Nil	15,25,31,297	78.75	15,25,31,297	Nil	15,25,31,297	78.75
2.	Public	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
3.	Non-Promoter - Non-Public	13	4,11,74,263	Nil	Nil	4,11,74,263	21.25	4,11,74,263	Nil	4,11,74,263	21.25
4.	Shares Underlying DRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
5.	Shares Held by Employee Trust	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total		19,37,05,560				100.00				100.00

** All the equity shares of the Company are held in dematerialized form.

(b) Promoter Shareholding as on December 31, 2020:

Sr. No.	Name of Promoter	Number of shares held	Percentage of the total paid-up capital (%)
1.	Thomas John Muthoot	5,08,43,764	26.25
2.	Thomas George Muthoot	5,08,43,764	26.25
3.	Thomas Muthoot	5,08,43,769	26.25
		15,25,31,297	78.75

Note: None of the Equity Shares are pledged or otherwise encumbered by our Promoters.



(c) List of top 10 holders of equity shares of the Company as on last quarter end (as on December 31, 2020)

Sr. No.	Particulars	No. of Equity Shares	Percentage of issued Equity Share capital (%)
1.	Thomas John Muthoot	5,08,43,764	26.25
2.	Thomas George Muthoot	5,08,43,764	26.25
3.	Thomas Muthoot	5,08,43,769	26.25
4.	Preethi John Muthoot	1,35,25,989	6.98
5.	Nina George	1,35,25,961	6.98
6.	Remmy Thomas	1,35,25,988	6.98
7.	Muthoot Exim Private Limited	4,76,200	0.25
8.	Muthoot Kuries Private Limited	1,19,050	0.06
9.	Janamma Thomas	1,039	0.00
10.	Shiney Thomas	6	0.00
	Total	19,37,05,530	100.00

(d) Details of other shareholders

Sl. No. :	Name of the Shareholder	Designation	No. of Shares	Amount	% of Share holding
1	Ms. Janamma Thomas	Director & Shareholder	1,039	10,390	
2	Mr. A.V Koshy	Shareholder	5	50	
3	Mr. Jayakrishnan P	Shareholder	5	50	
4	Mr. Amjad A.M	Shareholder	5	50	
5	Mrs. Lathika Anand	Shareholder	5	50	
6	Mr. Parameswaran T.S	Shareholder	5	50	
7	Mrs. Sangeetha Vijay	Shareholder	5	50	
8	Mrs Shiney Thomas	Shareholder	6	60	
	Total		19,37,05,560	1,93,70,55,600	100

4.7 Following details regarding the directors of the Company:

(a) Details of the current Directors of the Company*:

Name, Designation, Nationality, Term, Address and Director of the Company**	Age	DIN	Other Directorships
Thomas John Muthoot Designation: Managing Director	58 years	00011618	1. EMMEL Realtors and Developers Private Limited 2. LM Realtors Private Limited 3. Mariposa Agri Ventures and Hospitalities Private



(This Disclosure Document is neither a prospectus nor a statement in lieu of a prospectus)

Term: 3 Years Director of the Company Since: June 10, 1997 Nationality: Indian Address: TC 4/1008, (1), Kawdiar, PO, Trivandrum 695 003, Kerala, India			Limited 4. MPG Hotels and Infrastructure Ventures Private Limited 5. Muthoot APT Ceramics Limited 6. Muthoot Automobile Solutions Private Limited 7. Muthoot Automotive (India) Private Limited 8. Muthoot Buildtech (India) Private Limited 9. Muthoot Capital Services Limited 10. Muthoot Equities Limited 11. Muthoot Hotels Private Limited 12. Muthoot Housing Finance Company Limited 13. Muthoot Land and Estates Private Limited 14. Muthoot Motors Private Limited 15. Muthoot Pappachan Medicare Private Limited. 16. Muthoot Pappachan Technologies Limited 17. Muthoot Risk Insurance and Broking Services Private Limited 18. Muthoot Microfin Limited 19. Trivandrum Centre for Performing Arts 20. Muthoot Pappachan Centre of Excellence in Sports
Thomas George Muthoot Designation: Director Term: N.A. Director of the Company Since: June 10, 1997 Nationality: Indian Address: Muthoot Towers, College Road, P.O. M G Road, Ernakulam 682 035, Kerala, India	58 years	00011552	1. Buttercup Agri Projects and Hospitalities Private Limited 2. Fox Bush Agri Development and Hospitalities Private Limited 3. Jungle Cat Agri Development and Hospitalities Private Limited 4. Mandarin Agri Ventures and Hospitalities Private Limited 5. MPG Hotels and Infrastructure Ventures Private Limited 6. Muthoot APT Ceramics Limited 7. Muthoot Automobile Solutions Private Limited 8. Muthoot Automotive (India) Private Limited 9. Muthoot Capital Services Limited 10. Muthoot Hotels Private Limited 11. Muthoot Housing Finance Company Limited 12. Muthoot Pappachan Medicare Private Limited 13. Muthoot Pappachan Technologies Limited 14. Muthoot Properties (India) Private Limited 15. Muthoot Risk Insurance and Broking Services Private Limited 16. The Thinking Machine Media Private Limited 17. Muthoot Microfin Limited 18. Finance Companies' Association (India). 19. Muthoot Pappachan Centre of Excellence in Sports



Thomas Muthoot Designation: Executive Director and Chief Financial Officer. Term: 3 years Director of the Company Since: June 10, 1997 Nationality: Indian Address: 7/59 A, Near Kaniyampuzha Bridge Cherukad, Eroor P O, Ernakulam, Kerala, India	54 years	00082099	20. Muthoot Infrastructure Private Limited 1. Flame Agri Projects and Hospitalities Private Limited 2. Goblin Agri Projects and Hospitalities Private Limited 3. LM Realtors Private Limited 4. MPG Hotels and Infrastructure Ventures Private Limited 5. Muthoot Agri Development and Hospitalities Private Limited 6. Muthoot Agri Projects and Hospitalities Private Limited 7. Muthoot APT Ceramics Limited 8. Muthoot Automobile Solutions Private Limited 9. Muthoot Automotive (India) Private Limited 10. Muthoot Capital Services Limited 11. Muthoot Dairies and Agri Ventures Private Limited 12. Muthoot Hotels Private Limited 13. Muthoot Housing Finance Company Limited 14. Muthoot Motors Private Limited 15. Muthoot Pappachan Technologies Limited 16. Muthoot Risk Insurance and Broking Services Private Limited 17. The Right Ambient Resorts Private Limited 18. Muthoot Pappachan Centre of Excellence in Sports 19. Muthoot Microfin Limited 20. M-Liga Sports Excellence Private Limited
Arrattukkulam Peter Kurian Designation: Independent Director Term: NA Director of the Company Since: January 30, 2007 Nationality: Indian Address: 9, Friendship, 23 rd Road, TPS III, Bandra (W), Mumbai 400 050, Maharashtra, India	87 years	00008022	1. Muthoot Capital Services Limited 2. Union Trustee Company Private Limited
Preeethi John Muthoot	55 years	00483799	1. Muthoot Infrastructure Private Ltd 2. Muthoot Exim Private Ltd



Designation: Director Term: Up to the date of the Annual General Meeting to be conducted in the Fiscal Year 2019-2020 Director of the Company Since: March 28, 2019 Nationality: Indian Address: TC 4/1008, (1), Kawdiar, PO, Trivandrum 695 003, Kerala, India			3. Muthoot Kuries Private Ltd 4. Muthoot Pappachan Chits (India) Private Ltd 5. Alaska Agri Projects and Hospitalities Private Ltd 6. Bamboo Agri Projects and Hospitalities Private Ltd. 7. Calypso Agri Development and Hospitalities Private Ltd 8. Cinnamon Agri Development and Hospitalities Private Ltd 9. El Toro Agri Projects and Hospitalities Private Ltd. 10. Goblin Agri Projects and Hospitalities Private Limited 11. Mandarin Agri Ventures and Hospitalities Private Limited 12. Muthoot Agri Projects and Hospitalities Pvt. Ltd 13. Muthoot Dairies and Agri Ventures Hospitalities Private Ltd 14. The Thinking Machine Media Private Limited 15. MPG Security Group Private Limited 16. MPG Precious Metals Private Limited 17. Muthoot Holdings Private Limited 18. EMMEL Realtors and Developers Private Limited
Vikraman Ampalakkat Designation: Director (Independent Director) Term: NA Director of the Company Since: October 21, 2007 Nationality: Indian Address: G-3 V B Royal Apartments, Elamakkara Road, Edappally, Kochi, 682 024, Kerala, India	73 years	01978341	1. ESAF Financial Holdings Private Limited 2. Samastha Microfinance Limited 3. Saggraha Management Services Private Limited

*None of the Directors of the Company are appearing on the RBI/ECGC defaulters list.

**Independent Director does not hold any equity shares in the Company or any Group entity.



(b) Details of change in Directors since last three years:-

Mrs. Janamma Thomas resigned from the Board of Directors on March 20, 2019 and Mrs. Preethi John Muthoot was appointed as Additional Director on the Board of Directors on March 28, 2019. Mr. R. Kamalasanan Nair resigned from the Board of Directors on November 15, 2019.

Name of the Director, Designation and DIN	Date of Appointment/ Resignation	Director of our Company since (in case of resignation)	Remarks
Mrs. Janamma Thomas	March 20, 2019	June 10, 1997	Resignation
Mrs. Preethi John Muthoot	March 28, 2019	-	Appointed as Additional Director
Ramakrishnapillai Kamalasanan Nair	November 15, 2019	June 11, 2001	Resignation

4.8 Following details regarding the Auditors of the Company:

(a) Details of the Auditor of the Company:-

Name	Address	Auditor since
M/s. Rangamani & Co Chartered Accountants	17/598, II Floor, Card Bank Buildings West of YMCA Bridge Alleppey-C1 Tel: +91 477 226 1542 Email: sreenivasan2121@gmail.com	September 25, 2017

(b) Details of change in Auditor since last three years:

Name	Address	Date of appointment / resignation	Auditor of our Company since (in case of resignation)	Remarks
M/s. A. Cherian & Associates, Chartered Accountants	A Cherian & Associates, Chartered Accountants Puthuparampil, Manganam P.O., Kottayam – 686 018	2006 (Appointment) September 25, 2017 (Resignation)	2006	Nil



4.9 Details of borrowing of the company, as on the latest quarter ended, i.e. December 31, 2020:

(a) Details of Secured Borrowings

Our Company's secured borrowings as on December 31, 2020 amounts to Rs. 11,22,224.5 lakhs on an unconsolidated basis. The details of the borrowings are set out below:

1. Term Loans from Banks:

(₹ in lakhs)

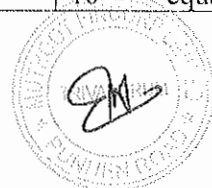
Sr. No.	Lender's Name	Date of Sanction/last renewal	Amount Sanctioned	Drawing Power	Amount outstanding as on December 31, 2020	Maturity date	Repayment schedule and pre-payment penalty, if any	Security
1	State Bank of India	March 29, 2017	32.00	13.39	13.39	March 10, 2024	Tenure of 84 months	Secured against vehicle- HONDA BR-VV CV IVTEC (BASE)
2	State Bank of India	June 1, 2016	12.00	6.56	6.56	July 1, 2023	Tenure of 84 months	Secured against vehicle- Ford New Endeavour- 3.2.1.4*4 Titanium AT- Diesel Car
3	Yes Bank	January 18, 2018	30,000.00	12,083.84	12,083.84	March 29, 2025	Repayment in 28 quarters from the date of disbursement including 2 quarters of moratorium.	Equitable mortgage of collateral property as acceptable to YES Bank with minimum 1.25 cover.
	TOTAL		30,044.00	12,103.79	12,103.79			



2. Working Capital Term Loans from Banks:

(₹ in lakhs)

Sr. No.	Lender's Name	Date of Sanction/last renewal/disbursement	Amount Sanctioned	Drawing Power	Amount outstanding as on December 31, 2020	Maturity date	Repayment schedule and pre-payment penalty, if any	Security
1	Indian Bank (erstwhile Allahabad Bank)	November 11, 2019	20,000.00	13328.63	13328.63	November 30, 2021	Tenor of 24 months with initial moratorium of 6 months, repayable in 6 equal quarterly installments.	First <i>pari passu</i> charge on Hypothecation on Gold loan Receivables and entire other current assets of the company with other lenders i.e. 15% margin
2	Bank of Baroda	December 10, 2019	10,000.00	7,000.00	7,000.00	June 10, 2022	Tenor of 30 months, repayable in 10 equal quarterly installments.	<i>Pari passu</i> charge on book debts, loan receivables/current assets of the company, both present and future to the extent of 1.18 times, of the loan amount, with other banks/FI.
3	Bank of India	FEBRUARY 18, 2020	30000	27000	27000	MARCH 31, 2023	Tenor of 36 months with initial moratorium of 6 months, repayable in 10 equal	First <i>Pari passu</i> charge on receivable (present and future) of the company



Sr. No.	Lender's Name	Date of Sanction/last renewal/disbursement	Amount Sanctioned	Drawing Power	Amount outstanding as on December 31, 2020	Maturity date	Repayment schedule and pre-payment penalty, if any	Security
							quarterly installments.	
4	Bank of Maharashtra	June 24, 2019	15,000.00	7500.00	7500.00	April 15, 2021	Repayable in 4 equal instalments after 1 year moratorium	First <i>pari passu</i> Hypothecation charge on loan receivables and entire chargeable current assets of the company with other member banks by way of hypothecation with minimum security coverage of 1.25 times of the loan amount.
5	Central Bank of India	August 29, 2019	30,000.00	14,000.00	14,000.00	August 31, 2022	Tenor of 36 months with initial moratorium of 6 months, repayable in 10 equal quarterly installments.	First charge on <i>pari passu</i> basis on entire current assets of the company with minimum security coverage margin of 25% the loan amount.
6	Central Bank of India	February 1, 2020	30,000.00	22500.00	22500.00	June 6, 2022	Tenure 28 months 4 months moratorium,	First <i>pari passu</i> basis on entire chargeable



Sr. No.	Lender's Name	Date of Sanction/last renewal/disbursement	Amount Sanctioned	Drawing Power	Amount outstanding as on December 31, 2020	Maturity date	Repayment schedule and pre-payment penalty, if any	Security
							8 equal quarterly installments	current assets of the company with minimum security coverage margin of 25% of the loan amount.
7	Punjab National Bank (Erstwhile Oriental Bank of Commerce)	September 19, 2019	10,000.00	10,000.00	10,000.00	March 31, 2022	Tenor of 30 months - Repayable in 6 equal quarterly instalments after the moratorium of 12 months	First charge on a <i>pari passu</i> basis on hypothecation of gold loan receivables with minimum coverage of 1.18 times
8	Punjab National Bank (Erstwhile Oriental Bank of Commerce)	March 18, 2020	10,000.00	10,000.00	10,000.00	September 26, 2022	Tenor of 30 months - Repayable in 6 equal quarterly instalments after the moratorium of 12 months	First charge on a <i>pari passu</i> basis on hypothecation of gold loan receivables with minimum coverage of 1.18 times
9	Punjab and Sind Bank	January 12, 2018	10,000.00	999.00	999.00	January 12, 2021	10 equal quarterly repayment after moratorium of 2 quarters	First charge on <i>pari passu</i> basis on entire current assets of the company including gold loan



Sr. No.	Lender's Name	Date of Sanction/last renewal/disbursement	Amount Sanctioned	Drawing Power	Amount outstanding as on December 31, 2020	Maturity date	Repayment schedule and pre-payment penalty, if any	Security
								receivables with all banks / financial institutions (including debenture trustee) with minimum security cover of 1.10 times the loan amount.
10	State Bank of India	APRIL 13,2020	20000.00	20000.00	20000.00	JULY 3,2021	Bullet payment in 15th month from date of first disbursement	<i>Pari passu</i> charge on gold loan receivables of Which comply with the priority sector on-lending norms of RBI (1.33 times of the TL limit) along with lenders for the same purpose.
11	State Bank of India	December 23,2020	35000.00	35000.00	20000.00	November 05,2023	Tenor of 36 months with initial moratorium of 6 months, repayable in 10 equal quarterly instalments.	First charge on <i>pari passu</i> basis on entire current assets of the company including gold loan receivables with all banks (gold loan receivables of 1.15 times of the limit)



Sr. No.	Lender's Name	Date of Sanction/last renewal/disbursement	Amount Sanctioned	Drawing Power	Amount outstanding as on December 31, 2020	Maturity date	Repayment schedule and pre-payment penalty, if any	Security
12	Canara Bank (Erstwhile Syndicate Bank)	May 24, 2018	10,000.00	2,000.00	2,000.00	June 20, 2021	₹ 100Cr (WCTL)-- Door to door tenor of 36 months with initial moratorium of 6 months, Repayable in 10 equal quarterly installments after initial moratorium of 2 quarters.	First <i>pari passu</i> charge on book debts, loan receivables / current standard assets (Excluding restructured or stressed assets) to the extent of 1.15 times of loan amount availed from the bank. <i>Pari passu</i> charge with lenders and secured public/ privately placed NCDs (present & prospective).
13	Punjab National Bank Erstwhile United Bank of India	MARCH 20, 2020	20000.00	20000.00	20000.00	MAY 30, 2022	Tenor of 24 months with initial moratorium of 6 months, repayable in 6 equal quarterly installments.	<i>Pari passu</i> charge on gold & other loan receivables of the company with minimum asset cover maintained at 1.20 times.
14	UCO Bank	October 18, 2019	20,000.00	16249.60	16249.60	October 18, 2024	Tenor of 4 years with initial moratorium	<i>Pari passu</i> charge on gold & other loan



Sr. No.	Lender's Name	Date of Sanction/last renewal/disbursement	Amount Sanctioned	Drawing Power	Amount outstanding as on December 31, 2020	Maturity date	Repayment schedule and pre-payment penalty, if any	Security
							of 3 months, repayable in 16 equal quarterly instalments.	receivables of the company with minimum asset cover maintained at 1.10 times.
15	UCO Bank	JUNE 23, 2020	10,000.00	8750.00	8750.00	JUNE 30, 2024	Tenor of 4 years with initial moratorium of 3 months, repayable in 16 equal quarterly instalments.	<i>Pari passu</i> charge on gold & other loan receivables of the company with minimum asset cover maintained at 1.10 times.
16	UCO Bank	March 12, 2020	20,000.00	15000.00	15000.00	February 2, 2024	Tenor of 4 years with initial moratorium of 3 months, repayable in 16 equal quarterly instalments.	<i>Pari passu</i> charge on gold & other loan receivables of the company with minimum asset cover maintained at 1.10 times.
17	Union Bank of India (erstwhile Andhra Bank)	March 24, 2020	25,000.00	25,000.00	25,000.00	March 29, 2021	Bullet payment in 12th month from date of first disbursement	<i>Pari passu</i> first charge on all Current Assets/ Loan Assets including receivables of the company with minimum



Sr. No.	Lender's Name	Date of Sanction/last renewal/disbursement	Amount Sanctioned	Drawing Power	Amount outstanding as on December 31, 2020	Maturity date	Repayment schedule and pre-payment penalty, if any	Security
								asset coverage of 112% of the loan amount, along with other lenders with a margin of 10%.
18	Bank of Baroda	July 21, 2020	30000.00	30000.00	30000.00	July 31, 2023	Tenor of 36 months with initial moratorium of 6 months, repayable in 10 equal quarterly instalments.	<i>Pari passu</i> charge on gold & other loan receivables of the company with minimum asset cover maintained at 1.18 times.
19	Axis bank	September 24, 2020	20000.00	20000.00	20000.00	March 31, 2022	Tenor of 18 months with initial moratorium of 9 months, repayable in 4 equal quarterly instalments.	<i>Pari passu</i> charge on gold & other loan receivables of the company with minimum asset cover maintained at 1.25 times.
20	Indian bank	September 29, 2020	30000.00	30000.00	30000.00	September 15, 2023	Tenor of 3 years with initial	<i>Pari passu</i> charge



Sr. No.	Lender's Name	Date of Sanction/last renewal/disbursement	Amount Sanctioned	Drawing Power	Amount outstanding as on December 31, 2020	Maturity date	Repayment schedule and pre-payment penalty, if any	Security
							moratorium of 6 months, repayable in 10 equal quarterly instalments.	on gold & other loan receivables of the company with minimum asset cover maintained at 1.18 times.
21	Canara Bank	September 29, 2020	47500.00	47500.00	47500.00	September 30, 2023	Tenor of 3 years with initial moratorium of 3 months, repayable in 11 Structured quarterly instalments.	<i>Pari passu</i> charge on gold & other loan receivables of the company with minimum asset cover maintained at 1.25 times.
22	AU Small Finance	August 24, 2018	5,000.00	625.00	625.00	March 5, 2021	Repayable in 8 quarterly Instalments starting after the moratorium period.	<i>Pari passu</i> Charge on present & future loan receivables (Net of Financial Security Margin – 110% for the loan principal outstanding during the



Sr. No.	Lender's Name	Date of Sanction/last renewal/disbursement	Amount Sanctioned	Drawing Power	Amount outstanding as on December 31, 2020	Maturity date	Repayment schedule and pre-payment penalty, if any	Security
								currency of the loan.
23	Mahindra & Mahindra Financial services Limited	September 7, 2018	10,000.00	1398.33	1398.33	September 18, 2021	Repayment to be made in 36 EMI (equated monthly installments)	<i>Pari passu</i> hypothecation charge together with other term loan and working capital lenders of the borrower over receivables/loan assets/book debts with a minimum cover of 1.10 times of the outstanding principal at any point of time during currency of the facility.
	TOTAL		4,67,500.00	3,90,850.56	3,75,850.56			



3. Cash Credit / Working Capital Loans/ Working Capital Demand Loans/ Short Term Loans from Banks

(₹ in lakhs)

Sr. No.	Lender's name	Date of Sanction/	Amount Sanctioned	Drawing Power	Amount outstanding as on December 31, 2020	Repayment Schedule and pre-payment penalty, if any	Security
1	Indian bank (Erstwhile Allahabad Bank)	September 29, 2020	30,000.00	30,000.00	29,765.00	On Demand	First <i>pari passu</i> charge on Hypothecation on Gold loan Receivables and entire other current assets of the company with other lenders i.e. 15% margin
2	Union Bank of India Erstwhile Andhra Bank	MARCH 24, 2020	13,000.00	13,000.00	12,814.00	On Demand	<i>Pari passu</i> first charge on all Current Assets/ Loan Assets including receivables of the company with minimum asset coverage of 112% of the loan amount, along with other lenders with a margin of 10%.
4	Axis Bank	October 23, 2020	22,500.00	22,500.00	18,445.00	On Demand	First charge on a <i>pari passu</i> basis of gold loan receivables of the Company, with a margin of 20% for gold loan receivables, by way of hypothecation.
5	Bank of Baroda	December 10, 2019	45,000.00	45,000.00	44,617.00	On Demand	<i>Pari passu</i> charge on book debts, loan receivables/ current assets of the company (both present and future) to the extent of 1.18 times of loan amount with other bank/ financial



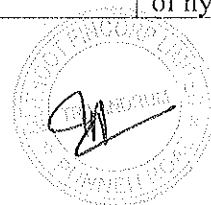
Sr. No.	Lender's name	Date of Sanction/	Amount Sanctioned	Drawing Power	Amount outstanding as on December 31, 2020	Repayment Schedule and pre-payment penalty, if any	Security
							institution; <i>pari passu</i> charge with lenders on secured public / privately places NCDs (present and prospective)
6	Bank of India	February 18, 2020	20,000.00	20,000.00	19936.00	On Demand	First charge on <i>pari passu</i> basis on book debts and other current assets of the company, with a margin of 15%, i.e. security cover of 1.18 times.
7	Bank of Maharashtra	December 23, 2020	15,000.00	15,000.00	14,882.00	On Demand	First <i>Pari passu</i> Hypothecation charge on receivables and entire chargeable current assets of the company (both present and future) with other member banks by way of hypothecation with minimum security coverage of 1.15 times of the loan amount.
8	Canara Bank	September 29, 2020	25,000.00	25,000.00	2,045.87	On Demand	First <i>pari passu</i> charge on the entire current assets of the Company (including assets receivables) along with other working capital lenders and the debenture holders with a margin of 20%, by way of hypothecation.



Sr. No.	Lender's name	Date of Sanction/	Amount Sanctioned	Drawing Power	Amount outstanding as on December 31, 2020	Repayment Schedule and pre-payment penalty, if any	Security
9	Central Bank of India	August 29, 2019	30,000.00	30,000.00	29,946.00	On Demand	First <i>pari passu</i> charge on Gold loan Receivables of the company along with the other working capital /short term lenders with margin of 20% on Gold loans Receivables
10	City Union Bank Ltd	November 10, 2020	2,500.00	2,500.00	2450.00	On Demand	First charge on a <i>pari passu</i> basis on the current assets including gold loan receivables of the Company, with a margin of 25%, by way of hypothecation.
11	Federal Bank	February 6, 2020	10,000.00	10,000.00	9,899.00	On Demand	Hypothecation and <i>pari passu</i> first charge on the current assets, major portion of which is gold loan receivables with other lenders, with a margin of 15%,
13	ICICI Bank Limited	January 17, 2020	10,000.00	10,000.00	9,845.70	On Demand	<i>Pari passu</i> floating charge on all current assets of the company with other participating banks and debenture trustees, with a margin of 15% on the entire current assets, by way of hypothecation.
14	IDBI Bank Ltd	March 6, 2020	30,000.00	30,000.00	29,464.50	On Demand	First charge on a <i>pari passu</i> basis on the present and future current assets of the



Sr. No	Lender's name	Date of Sanction/	Amount Sanctioned	Drawing Power	Amount outstanding as on December 31, 2020	Repayment Schedule and prepayment penalty, if any	Security
							Company, with a margin of 15%, by way of hypothecation.
15	Indian Bank	September 24, 2019	25,000.00	25,000.00	24,500.00	On Demand	<i>Pari passu</i> first Charge on receivables with margin of 20% on Gold loan receivables.
16	Indian Overseas Bank	July 11, 2019	30,000.00	30,000.00	29,922.00	On Demand	First charge on a <i>pari passu</i> basis on the present and future gold loan receivables and current assets of the Company along with secured debenture holders and other working capital lenders, with a margin of 20%, by way of hypothecation.
17	Indus Ind Bank	December 7, 2020	40,000.00	40,000.00	39,500.00	On Demand	First charge on <i>pari passu</i> basis on current assets, book debts, loans and advances and receivables including gold loan receivables with a margin of 15% gold loan receivables (security cover 1.18*)
18	Karnataka Bank	June 28, 2019	5,000.00	5,000.00	4,863.57	On Demand	First charge on a <i>pari passu</i> basis current assets and gold loan receivables and other current assets of the Company, with a margin of 15% on current assets, by way of hypothecation.



Sr. No.	Lender's name	Date of Sanction/	Amount Sanctioned	Drawing Power	Amount outstanding as on December 31, 2020	Repayment Schedule and prepayment penalty, if any	Security
19	Karur Vysya Bank	November 5, 2020	12,500.00	12,500.00	12,485.00	On Demand	First <i>pari passu</i> charge on Current assets, book debts, loans and advances and receivables including gold loan receivables with a margin of 15% (i.e. 1.18times)
20	DBS Bank (Erstwhile Lakshmi Vilas Bank)	September 14, 2020	6,000.00	6,000.00	5900.00	On Demand	First charge on <i>pari passu</i> basis against assignment/hypothecation of the company's receivables arising out of gold loans extended with other working capital lenders with a minimum coverage of 1.10 times of gold loan receivables by way of hypothecation.
21	Punjab National Bank Erstwhile Oriental Bank of Commerce	March 18, 2020	40,000.00	40,000.00	39,000.00	On Demand	First charge on a <i>pari passu</i> basis on hypothecation of gold loan receivables with minimum security coverage of 1.18 times, that is with a margin of 15%, by way of hypothecation.
23	Punjab National Bank	December 27, 2019	1,00,000.00	1,00,000.00	85,717	On Demand	First charge on a <i>pari passu</i> basis on the entire current assets, book debt receivables both present and future including gold loan receivables of the Company, with a margin of 20%, by way of hypothecation.



Sr. No.	Lender's name	Date of Sanction/	Amount Sanctioned	Drawing Power	Amount outstanding as on December 31, 2020	Repayment Schedule and prepayment penalty, if any	Security
24	South Indian Bank	September 14, 2020	17,500.00	17,500.00	17,407.72	On Demand	<i>Pari passu</i> charge on gold loan receivables along with other working capital lenders and debenture holders, with a margin of 15% on gold loan receivables, by way of hypothecation.
25	State Bank of India	December 23, 2020	1,22,500.00	1,22,500.00	1,19,353.00	On Demand	Primary Security: First charge on a <i>pari passu</i> basis on the present and future current assets including receivables along with other lenders, with a margin of 20%, by way of hypothecation of receivables Collateral and first charge over four properties owned by the Promoters and Janamma Thomas situated in (a) Vizinjam village, Thiruvananthapuram; (b), Kovalam Thiruvananthapuram. Vattiyoorkavu village, Thiruvananthapuram; and (c) Sasthamangalam village
27	Union Bank of India	December 04, 2020	107000.00	107000.00	107000.00	On Demand	First charge on a <i>pari passu</i> basis on the present and future gold loan receivables



Sr. No.	Lender's name	Date of Sanction/	Amount Sanctioned	Drawing Power	Amount outstanding as on December 31, 2020	Repayment Schedule and prepayment penalty, if any	Security
							and entire current assets of the Company, with a margin of 10%, by way of hypothecation
28	Tamilnad Mercantile Bank	December 22, 2020	5,000.00	5,000.00	5,000.00	On demand	Drawing shall be allowed only against gold loan receivables, with minimum security coverage of 1.18 times of the loan amount
29	DCB Bank	September 29, 2020	4000	4000	4000	On Demand	First <i>pari passu</i> charge on receivables/book debts (pertaining to Gold Loan book) other than those specifically charged to other lenders covering 110% of exposure at all times.
30	Dhanlaxmi Bank	September 14, 2020	2,500.00	1,500.00	2,500.00	On Demand	First <i>pari passu</i> charge by way of hypothecation of all chargeable current assets, loans and receivables including gold loan receivables of the company present and future with other member banks and debenture holders with 20% margin.
	TOTAL		747,500.70	7,47,500.70	7,34,290.12		



(b) **Non-Convertible Debentures- Private Placement, as on December 31, 2020**

1. The Company has issued secured, redeemable, unlisted non-convertible debentures on a private placement basis, the details of which are set out below*:

Sr. No.	Description	Date of Allotment	ISIN	Tenor/Period of Maturity	Coupon (per annum)	Credit Rating	No. of NCD holders as on December 31, 2020	Amount outstanding as December 31, 2020 (₹ in lakhs)	Redemption / Maturity Date
1	Secured, Redeemable, Non-Convertible Debentures	October 1, 2018	NIL	60 Months	9%	NIL	3	68.00	October 1, 2023
2	Secured, Redeemable, Non-Convertible Debentures	October 1, 2018	NIL	36 Months	9%	NIL	4	80.00	October 1, 2021

Security: Subservient charge on all current assets of the company both present and future with a minimum asset cover ratio of 1.0 times to be maintained during the entire tenure of the NCD*

2. The Company has issued Covered Bonds in the nature of secured, redeemable, listed non-convertible debentures on a private placement basis, the details of which are set out below*:

Sr. No.	Description	Date of Allotment	ISIN	Tenor/Period of Maturity	Coupon (per annum)	Credit Rating	No. of NCD holders as on December 31, 2020	Amount outstanding as December 31, 2020 (₹ in lakhs)	Redemption / Maturity Date
1	Rated, Listed, Senior, Secured, Redeemable, Non-Convertible Debentures	March, 05 2020	INE549K07626	28 Months	9.50 %	CRISIL AA+(C E)/STABLE	01	12500.00	July 5, 2022
2	Rated, Listed,	May, 22 2020	INE549K07634	36 Moths	9.25 %	CRISIL AA+(C	03	20000.00	May 21, 2023



Sr. No.	Description	Date of Allotment	ISIN	Tenor/Period of Maturity	Coupon (per annum)	Credit Rating	No. of NCD holders as on December 31, 2020	Amount outstanding as December 31, 2020 (₹ in lakhs)	Redemption / Maturity Date
	Senior, Secured, Redeemable, Non-Convertible Debentures					E)/STABLE			
3	Rated, Listed, Senior, Secured, Redeemable, Non-Convertible Debentures	Sep 09, 2020	INE549K07790	25 Months	8.75 %	CRISIL PP-MLD AA+r (CE)/Stable	106	9710.00	October 8, 2022
4	Rated, Listed, Senior, Secured, Redeemable, Non-Convertible Debentures	Nov 24, 2020	INE549K07899	26 Months	8.75 %	CRISIL PP-MLD AA+r (CE)/Stable	85	12500.00	January 24, 2023
5	Rated, Listed, Senior, Secured, Redeemable, Non-Convertible Debentures	December 10, 2020	INE549K07907	26 Months	8.75 %	CRISIL PP-MLD AA+r (CE)/Stable	90	7500.00	February 10, 2023
6	Rated, Listed, Senior, Secured, Redeemable, Non-Convertible Debentures	December 16, 2020	INE549K07915	26 Months	8.75 %	CRISIL PP-MLD AA+r (CE)/Stable	61	7500.00	February 16, 2023



Security: First ranking pari passu charge by way of mortgage over, all the right, title and interest of the Company in all that piece and parcel of the vacant land measuring an extent of Cents 28 (Hec.0.11.34) in the Tirunelveli District, Panagudi, Sub-Registrar Office, Pazhavor Panchayat, Pazhavor Village, Ayan Punja Survey No. 1490 measuring an extent of South portion of Cents 28 (Hec.0.11.34)*

Security: First ranking pari passu charge by way of mortgage over, all the right, title and interest of the Company in all that piece and parcel of the vacant land measuring an extent of Cents 28 (Hec.0.11.34) in the Tirunelveli District, Panagudi, Sub-Registrar Office, Pazhavor Panchayat, Pazhavor Village, Ayan Punja Survey No. 1490 measuring an extent of South portion of Cents 28 (Hec.0.11.34)*

- (c) The Company has issued NCDs in the nature of secured, redeemable, listed non-convertible debentures on a private placement basis, the details of which as on December 31, 2020 are set out below*:

Sr. No.	Description	Date of Allotment	ISIN	Tenor/ Period of Maturity	Coupon (per annum)	Credit Rating	No. of NCD holders as on December 31, 2020	Amount outstanding as December 31, 2020 (₹ in lakhs)	Redemption/ Maturity Date
1	Rated Listed Senior Secured Redeemable Non-Convertible Debentures	May 28, 2020	INE549 K07642	36 Months	9.75 %	CRISIL A/Stable	1	10000	May 28, 2023
2	Rated Listed Senior Secured Redeemable Non-Convertible Debentures	June 23, 2020	INE549 K07659	18 Months	9.35 %	CRISIL A/Stable	3	45000	December 23, 2021
3	Rated Listed Senior Secured Redeemable Non-Convertible Debentures	July 28, 2020	INE549 K07758	18 Months	9.35 %	CRISIL A/Stable	4	47500	January 28, 2022



Sr. No.	Description	Date of Allotment	ISIN	Tenor/Period of Maturity	Coupon (per annum)	Credit Rating	No. of NCD holders as on December 31, 2020	Amount outstanding as December 31, 2020 (₹ in lakhs)	Redemption/Maturity Date
	Convertible Debentures								
4	Rated Listed Senior Secured Redeemable Non-Convertible Debentures	July 31, 2020	INE549 K07766	18 Months	9.10 %	CRISIL A/Stable	1	20000	January 31, 2022
5	Rated Listed Senior Secured Redeemable Non-Convertible Debentures	August 14, 2020	INE549 K07774	18 Months	9.25 %	CRISIL A/Stable	2	25000	February 14, 2022
6	Rated Listed Senior Secured Redeemable Non-Convertible Debentures	August 20, 2020	INE549 K07782	18 Months	9.35 %	CRISIL A/Stable	2	27500	February 19, 2022

Security(1): First Pari-passu charge on the present and future standard loan receivables along with other lenders and NCD investors with a minimum asset coverage ratio of 1.1 X time of the value of the outstanding principal amounts of the Debentures and it shall be maintained at all times until the redemption of the Debentures. The security shall be created in ROC within 30 days from the deemed date of allotment.*

Security(2): First Pari-passu charge (to be shared with other NCD Holder / Lender, as may be applicable), by way of a registered mortgage, on the immovable property to the extend of 2 acres of land, situated in Sy.No 1253/2, Patta No 2414, Erukkanthurai Village (Part 1), Radhapuram Taluk (and sub registry), Tirunelveli District, Tamil Nadu. First Pari-passu charge on the present and future standard loan receivables along with other lenders and NCD investors with a minimum asset coverage ratio of 1.25 X time*



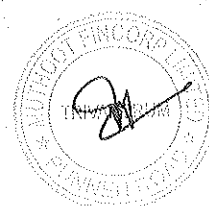
of the value of the outstanding principal amounts of the Debentures and it shall be maintained at all times until the redemption of the Debentures

Secured Non-Convertible Debentures – Public Issue as on December 31, 2020

(A) The Company has issued 50,00,000 secured, redeemable bonds in the nature of non-convertible debentures and allotted 41,703.81 lakhs by way of public issue pursuant to the prospectus dated September 13, 2019, the details of which are set out below*:

Sr. No.	Description	Date of Allotment	ISIN	Tenor/ Period of Maturity	Coupon (per annum)	Credit Rating	No. of NCD holders as on December 31, 2020	Amount outstanding as on December 31, 2020 (₹ in lakhs)	Redemption / Maturity Date
1	Secured, Redeemable, Listed, Rated Non-Convertible Debentures	October 25, 2019	INE549K07436	400 Days	9.00%	BRICK WORK RATING BWR A+	NIL	NIL	NIL
2			INE549K07444	24 Months	9.25%		368	1,130.94	October 25, 2021
3			INE549K07451	36 Months	9.50%		1,810	7,061.50	October 25, 2022
4			INE549K07469	24 Months	9.50%		174	362.16	October 25, 2021
5			INE549K07477	36 Months	10.00%		859	2,476.33	October 25, 2022
6			INE549K07485	400 Days	9.25%		NIL	NIL	NIL
7			INE549K07493	24 Months	9.50%		640	1,286.57	October 25, 2021
8			INE549K07501	36 Months	10.00%		6,589	18,058.70	October 25, 2022

(B) The Company has issued 48,00,000 secured, redeemable bonds in the nature of non-convertible debentures and allotted 32,161.24 lakhs by way of public issue pursuant to the prospectus dated January 06, 2020, the details of which are set out below*:



Sr. No.	Description	Date of Allotment	ISIN	Tenor/Period of Maturity	Coupon (per annum)	Credit Rating	No. of NCD holders as on December 31, 2020	Amount outstanding as on December 31, 2020 (₹ in lakhs)	Redemption / Maturity Date
1	Secured, Redeemable, Listed, Rated Non-Convertible Debentures	February 07, 2020	INE549K07519	400 Days	9.00 %	“A (Stable)” by CRISIL Limited and “BWR A +” Outlook : Stable’ by Brickwork Ratings India Private Limited	1719	3293.29	March 13, 2021
2			INE549K07527	24 Months	9.25 %		521	1682.14	February 7, 2022
3			INE549K07535	38 Months	9.40 %		856	3123.69	April 09, 2023
4			INE549K07543	60 Months	9.50 %		638	2631.89	February 07, 2025
5			INE549K07550	24 Months	9.65 %		392	667.92	February 07, 2022
6			INE549K07568	38 Months	9.90 %		477	1044.06	April 08, 2023
7			INE549K07576	60 Months	10.00 %		335	891.00	February 07, 2025
8			INE549K07584	400 Days	-		4859	7428.00	March 13, 2021
9			INE549K07592	24 Months	-		875	1715.39	February 07, 2022
10			INE549K07600	38 Months	-		1466	4123.67	April 08, 2023
11			INE549K07618	60 Months	-		1931	5560.19	February 07, 2025

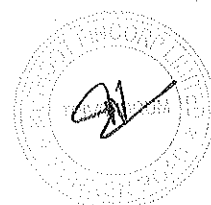
(C) The Company has issued 16,00,000 secured, redeemable bonds in the nature of non-convertible debentures and allotted 16000 lakhs by way of public issue pursuant to the prospectus dated June 25, 2020, the details of which are set out below*:



(S r. No	Descripti on	Date of Allotment	ISIN	Tenor/ Period of Maturit y	Coup on (per annu m)	Credit Ratin g	No. of NCD holders as on Decemb er 31, 2020	Amount outstand ing as on Decembe r 31, 2020 (₹ in lakhs)	Redemption / Maturity Date
1	Secured, Redeema ble, Listed, Rated Non- Convertib le Debentur es	July 17, 2020	INE549K07 667	24 Months	9.00 %	“A (Stable)” by CRISI L Limite d	1092	2300.53	July 17, 2022
2			INE549K07 675	38 Months	9.15 %		389	1062.49	September 16, 2023
3			INE549K07 683	60 Months	9.25 %		467	1396.23	July 17, 2025
4			INE549K07 691	24 Months	9.40 %		566	730.34	July 17, 2022
5			INE549K07 709	38 Months	9.65 %		251	693.16	September 16, 2023
6			INE549K07 717	60 Months	9.75 %		226	581.39	July 17, 2025
7			INE549K07 725	24 Months	-		2629	4637.53	July 17, 2022
8			INE549K07 733	38 Months	-		771	1791.72	September 16, 2023
9			INE549K07 741	60 Months	-		973	2806.61	July 17, 2025

(D) The Company has issued 40,00,000 secured, redeemable bonds in the nature of non-convertible debentures and allotted 39713.43 lakhs by way of public issue pursuant to the prospectus dated September 24, 2020, the details of which are set out below*:

(S r. No	Descripti on	Date of Allotment	ISIN	Tenor/ Period of Maturi ty	Coup on (per annu m)	Credit Ratin g	No. of NCD holders as on Decem ber 31, 2020	Amount outstand ing as on Decembe r 31, 2020	Redemption / Maturity Date
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							ber 31, 2020	(₹ in lakhs)	
1	Secured, Redeemable, Listed, Rated Non- Convertible Debentures	October 29, 2020	INE549K07 808	27 Months	8.85 %	“A (Stable) ” by CRISIL Limited	2139	5111.62	January 28, 2023
2			INE549K07 816	38 Months	9%		1548	5444.67	December 28, 2023
3			INE549K07 824	60 Months	9.15%		1198	4785.35	October 29, 2025
4			INE549K07 832	27 Months	9.25%		1550	2425.52	January 28, 2023
5			INE549K07 840	38 Months	9.45%		900	2030.09	December 28, 2023
6			INE549K07 857	60 Months	9.60%		884	1900.62	October 29, 2025
7			INE549K07 865	27 Months	-		4502	7047.38	January 28, 2023
8			INE549K07 873	38 Months	-		1598	6024.96	December 28, 2023
9			INE549K07 881	60 Months	-		1810	4943.22	October 29, 2025

(E) The Company has issued 40,00,000 secured* & unsecured, redeemable bonds in the nature of non-convertible debentures and allotted 35265.09 lakhs by way of public issue pursuant to the prospectus dated December 28, 2020, the details of which are set out below*:

Sr. No.	Description	Date of Allotment	ISIN	Tenor/ Period of Maturity	Coupon (per annum)	Credit Rating	No. of NCD holders as on February 05, 2021	Amount outstanding as on February 05, 2021 (₹ in lakhs)	Redemption / Maturity Date
1	Secured & Unsecured, Redeemable, Listed,	January 29, 2021	INE549K0 7923	27 Months	8.25 %	“A (Stable) ” by CRISIL Limited	2861	5233.71	April 29, 2023
2			INE549K0 7931	38 Months	8.50 %		1258	3740.77	March 29, 2024
3			INE549K0 7949	60 Months	8.75 %		933	2912.40	January 29, 2026



4	Rated Non- Converti ble Debentu res	INE549K0 8178	72 Months	9.00 %	1046	3201.66	January 29, 2027
5		INE549K0 8186	72 Months	9.40 %	559	1178.43	January 29, 2027
6		INE549K0 7956	27 Months	-	6201	8932.22	April 29, 2023
7		INE549K0 7964	38 Months	-	1509	3594.91	March 29, 2024
8		INE549K0 7972	60 Months	-	925	2284.37	January 29, 2026
9		INE549K0 8194	72 Months	-	1482	4186.62	January 29, 2027

***Security:**

Public Issue 4: (i) subservient charge on certain loan receivables (both present and future) of the company in favour of Debenture Trustee; and (ii) exclusive mortgage and first charge over the immovable property admeasuring 5.19 cents situated at Survey No: 537, Samugarengapuram Village, Radhapuram Taluk, Tirunelveli District, Tamilnadu.

Public Issue 5: subservient charge with existing secured creditors, on certain loan receivables (both present and future) of the Company in favour of Debenture Trustee.

Public Issue 6: i) subservient charge with existing secured creditors, on certain loan receivables (both present and future) of the Company in favour of Debenture Trustee and (ii) mortgage and charge over the immovable property admeasuring 54 cents situated at Survey No 764/6A, Arulvaimozhy Village, Thovala Thaluk, Kanyakumari District, Tamil Nadu, to be held on pari passu basis among the present and / or future NCD holders, as may be applicable.

Public Issue 7: subservient charge with existing secured creditors, on certain loan receivables (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.

Public Issue 8: Subservient charge with existing secured creditors on all loan receivables (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.

(d) Details of Unsecured Borrowings:

Our Company's unsecured borrowings of ₹ 211663.07 lakhs as on December 31, 2020. The details of the individual borrowings are set out below:

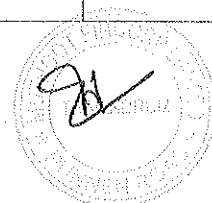


1. Subordinated Debts:

Sr. No.	Series	Tenor/Period of Maturity	Coupon Rate	Amount raised (₹ in lakhs)	Deemed Date of Allotment	Redemption Date/Schedule	Redemption Amount Outstanding as on December 31, 2020 (₹ in lakhs)
2	Series 9	75 months	11.75% per annum compounded annually payable under the maturity scheme, 11.75% under annual scheme and 11.10% under monthly scheme.	14,385.44	February 3, 2015 to August 2, 2015	75 months from date of allotment	14385.44
3	Series 10	75 months	11.75% per annum compounded annually payable under the maturity scheme, 11.75% under annual scheme and 11.10% under monthly scheme.	10,455.36	August 3, 2015 to September 24, 2015	75 months from date of allotment	10430.01
4	Series 11	84 months	10.41% per annum compounded annually payable under the maturity scheme for 84 months and 10% under monthly scheme for 63 months.	2,989	November 9, 2015 to December 15, 2015	84 months from date of allotment	2987.99
5	Series 12	80 months	11% per annum compounded annually payable under the maturity scheme for 84 months and 10.25% under monthly scheme for 63 months.	15,340.10	December 16, 2015 to March 15, 2016	80 months from date of allotment	15338.7



Sr. No.	Series	Tenor/ Period of Maturity	Coupon Rate	Amount raised (₹ in lakhs)	Deemed Date of Allotment	Redemption Date/ Schedule	Redemption Amount Outstanding as on December 31, 2020 (₹ in lakhs)
6	Series 13	80 months	10.94% per annum compounded annually payable under the maturity scheme for 84 months and 10.25% under monthly scheme for 63 months.	29,398	March 16, 2016 to September 15, 2016	80 months from date of allotment	29397.69
7	Series 14	84 months	10.94% per annum compounded annually payable under the maturity scheme for 84 months, 10.25% per annum compounded annually payable under the maturity scheme for 63 months and 9.75% under monthly scheme for 63 months.	15,216	September 30, 2016 to February 14, 2017	84 months from date of allotment	15211.5
8	Series 15	96 months	9.06% per annum compounded annually payable under the maturity scheme for 96 months and 9% under monthly scheme for 63 months.	7,185.02	February 18, 2017 to June 13, 2017	96 months from date of allotment	7185.02
9	Series 16	96 months	9.06% per annum compounded annually payable under the maturity scheme for 96 months and 9% under monthly	19,893	September 9, 2017 to February 2, 2018	96 months from date of allotment	19887.15



Sr. No.	Series	Tenor/Period of Maturity	Coupon Rate	Amount raised (₹ in lakhs)	Deemed Date of Allotment	Redemption Date/Schedule	Redemption Amount Outstanding as on December 31, 2020 (₹ in lakhs)
			scheme for 63 months.				
10	Series 17	96 months	9.06% per annum compounded annually payable under the maturity scheme for 96 months and 9% under monthly scheme for 63 months.	27,183.42	February 3, 2018 to August 6, 2018	96 months from date of allotment	27183.42
11	Series 18	96 months	9.06% per annum compounded annually payable under the maturity scheme for 96 months and 9% under monthly scheme for 63 months.	19,563.48	September 7, 2018 to December 10, 2018	96 months from date of allotment	19563.48
12	Series 19	96 months	9.06% per annum compounded annually payable under the maturity scheme for 96 months and 9% under monthly scheme for 63 months.	5,875.83	December 21, 2018	96 months from date of allotment	5875.83
13	Series 20	96 months	9.06% per annum compounded annually payable under the maturity scheme for 96 months and 9% under monthly scheme for 63 months.	12,040	March 28, 2019 to July 06, 2019	96 months from date of allotment	12022.19



Sr. No.	Series	Tenor/ Period of Maturity	Coupon Rate	Amount raised (₹ in lakhs)	Deemed Date of Allotment	Redemption Date/ Schedule	Redemption Amount Outstanding as on December 31, 2020 (₹ in lakhs)
14	Series 21	96 months	9.06% per annum compounded annually payable under the maturity scheme for 96 months and 9% under monthly scheme for 63 months	10,822.88	July 12, 2019 to September 19, 2019	96 months from date of allotment	10822.88
15	Series 22	96 months	9.06% per annum compounded annually payable under the maturity scheme for 96 months, 9.50% per annum compounded annually payable under the maturity scheme for 63 months, 9.50% per annum under annual scheme for 63 months and 9% under monthly scheme for 63 months	3,115.96	October 28, 2019 to January 4, 2020	96 months from date of allotment	3347.53
16	Series 23	101 Months	8.60% per annum compounded annually payable under the maturity scheme (Doubling scheme) for 101 months, 9% per annum compounded annually payable under the maturity scheme for 63 months, 9% per	4766.13	20th May 2020 to 24th June 2020	101 months from date of allotment	4775.27



Sr. No.	Series	Tenor/Period of Maturity	Coupon Rate	Amount raised (₹ in lakhs)	Deemed Date of Allotment	Redemption Date/Schedule	Redemption Amount Outstanding as on December 31, 2020 (₹ in lakhs)
			annum under annual scheme for 63 months and 8.50% under monthly scheme for 63 months				
17	Series 24	101 Series	8.60% per annum compounded annually payable under the maturity scheme (Doubling scheme) for 101 months, 9% per annum compounded annually payable under the maturity scheme for 63 months, 9% per annum under annual scheme for 63 months and 8.50% under monthly scheme for 63 months	3248.97	3 rd August 2020 to 4 th September 2020	101 months from date of allotment	3248.97
18	Bank of Maharashtra	84 months	11.00% per annum paid monthly	10,000.00	March 9, 2016 (Date of disbursement)	84 months from date of Disbursement	10,000.00
	TOTAL						211663.07

2. Perpetual Debt Instrument:

The Company has issued unsecured, rated, non-convertible, listed perpetual debt instruments on a private placement basis of which ₹ 26,400 lakhs is currently outstanding as on December 31, 2020. The details of which are set out below:



Sr. No.	Description	Date of Allotment	ISIN	Tenor/Period of Maturity	Coupon (per annum)	Credit Rating	No. of NCD holders as on December 31, 2020	Amount outstanding as on December 31, 2020 (₹ in lakhs)	Redemption/ Maturity Date
1	Unsecured, rated, non-convertible, listed perpetual debt instruments	November 30, 2008	INE549 K08061	Perpetual	12%	BRICKWORKS BWR A for 144 + 120 Crores CRISIL BBB+/ Stable for 144 Crores	253	5,000.00	Perpetual
2		September 30, 2010	INE549 K08079	Perpetual			66	2,600.00	Perpetual
3		December 21, 2009	INE549 K08053	Perpetual			290	5,400.00	Perpetual
4		August 10, 2009	INE549 K08046	Perpetual			114	1,400.00	Perpetual
5		October 17, 2017	INE549 K08152	Perpetual			51	4,800.00	Perpetual
6		November 2, 2017	INE549 K08145	Perpetual			85	2,400.00	Perpetual
7		February 26, 2018	INE549 K08160	Perpetual			68	4,800.00	Perpetual

(e) Top 10 holders of each class and kind of securities

Equity (as on December 31, 2020)

Sr. No.	Particulars	No. of Equity Shares**	Percentage of issued Equity Share capital (%)
1.	Thomas John Muthoot	5,08,43,764	26.25
2.	Thomas George Muthoot	5,08,43,764	26.25
3.	Thomas Muthoot	5,08,43,769	26.25
4.	Preethi John Muthoot	1,35,25,989	6.98
5.	Nina George	1,35,25,961	6.98
6.	Remmy Thomas	1,35,25,988	6.98
7.	Muthoot Exim Private Limited	4,76,200	0.25
8.	Muthoot Kuries Private Limited	1,19,050	0.06
9.	Janamma Thomas	1,039	0.00
10.	Shiney Thomas	6	0.00
	Total	19,37,05,530	100.00

** All the equity shares of the Company are held in dematerialized form



(f) **Top 10 Debenture Holders as on December 31, 2020**

List of top 10 debenture holders our Company as on December 31, 2020

(1) List of top 10 holders of secured listed non-convertible debentures issued by way of public issue pursuant to the prospectus dated September 13, 2019 (Public Issue - 4), as on December 31, 2020.

Sr. No.	Name	Amount (in ₹)
1	Preetha Sajan Thomas	10025000
2	Biju Jacob	10000000
3	Bimla Bijay Dalmia Charitable Trust	10000000
4	Joseph P A	10000000
5	Mooppil Venugopal	9000000
6	Veena Choodamani	8000000
7	Tina Suzanne George	7600000
8	Ritu Elizabeth George	7500000
9	Joseph Kallooparambil Mathew	7050000
10	Renu Biju Jacob	7050000

(2) List of top 10 holders of secured listed non-convertible debentures issued by way of public issue pursuant to the prospectus dated January 06, 2020 (Public Issue - 5), as on December 31, 2020

Sr. No.	Name	Amount (in ₹)
1	Plant Lipids Private Limited	63449000
2	Jacob C V	20000000
3	Fortune Wealth Management Company India (P) Ltd	10001000
4	Chitra Ramamurthy	10000000
5	D. Ramamurthy	10000000
6	Lalitha George	10000000
7	Preethy Sajeev	10000000
8	Purushothaman Vakkom Bhanu Panicker	10000000
9	Mooppil Venugopal	7500000
10	Shanmugam A	7002000

(3) List of top 10 holders of secured listed non-convertible debentures issued by way of public issue pursuant to the prospectus dated June 25, 2020 (Public Issue - 6), as on December 31, 2020

Sr. No.	Name	Amount (in ₹)
1	Priya Prakash	66072000



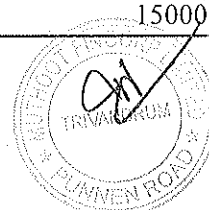
2	Anneyamma Jose Kozhipatt	5000000
3	Jose Antony Bosco Kozhipatt	5000000
4	Sheeba Mathew	5000000
5	The India Thermit Corporation Ltd	5000000
6	Vivek Sivaram	5000000
7	Aromatic Ingredients Private Limited	4569000
8	Somdutt Sharma	3500000
9	Anitha Devadas	3000000
10	Sangeetha Sunny	3000000

- (4) List of top 10 holders of secured listed non-convertible debentures issued by way of public issue pursuant to the prospectus dated September 24, 2020 (Public Issue - 7), as on December 31, 2020

Sr. No.	Name	Amount (in ₹)
1	Plant Lipids Private Limited	107305000
2	Manish Jain Bafna	50000000
3	Aleyamma Jacob	20000000
4	Thomas George Muthoot	20000000
5	Jose Thomas Vally	11000000
6	Krishna Prasad Sreedhara Panicker	10000000
7	Remmy Thomas	7500000
8	Babu Oonunni	6000000
9	Vidhi Singhal	5010000
10	Ajimon Mary John	5000000

- (5) List of top 10 holders in secured non-convertible debentures private placement by way of private placement, as on December 31, 2020:

Sr. No.	Name	Amount (in ₹)
1	Canara Bank-Mumbai	4750000000
2	Central Bank of India	2500000000
3	Bank of India	2000000000
4	Indian Bank	2000000000
5	Union Bank of India	2000000000
6	Nippon Life India Trustee Ltd	2000000000
7	State Bank of India	1500000000
8	UCO Bank	1500000000



9	CSB Bank Ltd	1250000000
10	Bank of Maharashtra	750000000

(6) List of top 10 holders of perpetual debt instruments issued by the Company, as on December 31, 2020:

Sr. No.	Name	Amount (in ₹)
1	Thomas Muthoot	191500000
2	Thomas Muthoot Mathew	129000000
3	Thomas John Muthoot	128500000
4	Muthoot Risk Insurance And Broking Services Private Limited	100000000
5	Thomas George Muthoot	85500000
6	Preethi John	41500000
7	Nina George	35500000
8	Madhubalakrishnan Rajakrishnan	27500000
9	Muthoot Exim Private Limited	27000000
10	Gopu G S	21500000

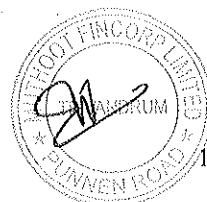
(g) The amount of corporate guarantee issued by the Issuer along with the name of the Counterparty (like name of the subsidiary, JV entity, group company, etc) on behalf of whom it has been issued:

As on December 31, 2020 our Company has not issued any corporate guarantees on behalf of any subsidiary, JV entity, group company, etc.

(h) Details of Commercial Paper: - The total Face Value of Commercial Papers Outstanding as on the latest quarter end as on December 31, 2020:

(₹ in lakhs)

Sr. No.	Series - CP	Tenor/ Period of Maturity	Coupon Rate	Amount raised (₹ in lakhs)	Deemed Date of Allotment	Redemption Date/ Schedule	Redemption Amount Outstanding as on December 31, 2020 (₹ in lakhs)
1.	NIL						



- (i) **Details of Rest of the borrowing (if any including hybrid debt like FCCB, Optionally Convertible Debentures / Preference Shares) as on December 31, 2020**

NIL

- (j) **Details of all default/s and/or delay in payments of interest and principal of any kind of term loans, debt securities and other financial indebtedness including corporate guarantee issued by the Company, in the past 5 years:**

The company has delayed the payment of interest on its rated non-convertible debentures (NCD) by three working days. The delay was one off event due to an inadvertent operational error. The interest payment of ₹4.8 lakhs was due on August 2, 2018, but payment to investors was made on August 7, 2018.

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

NIL

4.10 Details of Promoter Group of the Company:

Details of Promoter and Promoter Group's holding in the Company as on quarter ended December 31, 2020

Sr. No.	Name of Promoter	Number of shares held**	Percentage of the total paid-up capital (%)
1.	Thomas John Muthoot	5,08,43,764	26.25
2.	Thomas George Muthoot	5,08,43,764	26.25
3.	Thomas Muthoot	5,08,43,769	26.25
		15,25,31,297	78.75

**** All the equity shares are held in dematerialized form**

None of the Equity Shares are pledged or otherwise encumbered by our Promoters.

- 4.11 Abridged version of audited consolidated (wherever available) and standalone financial information (like profit & loss statement, balance sheet and cash flow statement) for at least last three years and auditor qualifications, if any.**

Attached in **Annexure III** and **Annexure IV**



- 4.12 Abridged version of latest audited / limited review half yearly consolidated (wherever available) and standalone financial information (like profit & loss statement, and balance sheet) and auditors' qualifications, if any;**

Attached in **Annexure VII**

- 4.13 Any material event/ development or change having implications on the financials/credit quality (e.g. Any material regulatory proceedings against the Issuer/promoters, tax litigations resulting in material liabilities, corporate restructuring event etc) at the time of issue which may affect the issue or the investor's decision to invest / continue to invest in the debt securities.**

There have been no material developments since December 31, 2020 and there have arisen no circumstances that materially or adversely affect the operations, or financial condition or profitability or credit quality of our Company or the value of its assets or its ability to pay its liabilities with the next 12 months

- 4.14 Names of the Debentures Trustees and Consents thereof:**

The Debenture Trustee of the proposed Debentures is Catalyst Trusteeship Limited. Catalyst Trusteeship Limited has given its written consent dated March 12, 2021 for its appointment as debenture trustee to the Issue and inclusion of its name in the form and context in which it appears in this Disclosure Document. The consent letter from the Debenture Trustee is provided in **Annexure VI** of this Disclosure Document.

- 4.15 Rating and Rating Rationale:**

The Rating Agency has assigned a provisional rating of 'CRISIL PP-MLD AA+r (CE))/Stable' vide the provisional rating rationale which has been attached in **Annexure V**.

- 4.16 If the security is backed by a guarantee or letter of comfort or any other document / letter with similar intent, a copy of the same shall be disclosed. In case such document does not contain detailed payment structure (procedure of invocation of guarantee and receipt of payment by the investor along with timelines), the same shall be disclosed in the offer document.**

The Debentures are credit enhanced *inter alia* by an unconditional and irrevocable guarantee to be provided by the SPV Trustee in favour of the Debenture Trustee, having such terms and conditions as more particularly set out in the Debenture Trust Deed and the relevant Transaction Documents.

- 4.17 Consent Letter from the Debenture Trustee**

The consent letter from the Debenture Trustee is provided in **Annexure VI** of this Disclosure Document.

- 4.18 Names of all the recognized stock exchanges where the debt securities are proposed to be listed:**



The NCDs are proposed to be listed on the debt segment of the BSE.

4.19 Other details:

(a) DRR Creation:

If applicable, the Company shall at all times until the Final Settlement Date maintain the Debenture Redemption Reserve in accordance with the Applicable Law and also in terms thereof ensure that at least 15% of the monies required to be paid out to the holders of the Debentures in a particular financial year are kept in specified investments (as stipulated under Rule 18(7)(b)(vi) of Companies (Share Capital and Debentures) Rules, 2014) on or prior to April 30 of that financial year.

As per the Companies (Share Capital and Debentures) Rules, 2014 as amended by the Companies (Share Capital and Debentures) Amendment Rules, 2019, Debenture Redemption Reserve is not required to be created for issue of privately placed debentures by Non-Banking Finance Companies registered with Reserve Bank of India under Section 45 IA of the RBI (Amendment) Act 1997.

The Company also undertakes that, if there are any further guidelines formulated (or modified or revised) by the Central Government or any other authority in respect of creation of Debenture Redemption Reserve the Company shall abide by such guidelines.

(b) A statement containing particulars of the dates of and parties to all material contracts and agreements involving financial obligations of the Issuer:

By the very nature of its business, the Company is involved in a large number of transactions involving financial obligations and therefore it may not be possible to furnish details of all material contracts/ agreements/ documents involving financial obligations of the Company. However, the contracts/ agreements/ documents listed below which are or may be deemed to be material (not being contracts entered into in the ordinary course of the business carried on by the Issuer) in connection with the Issue:

1. Memorandum and Articles of Association of the Company as amended from time to time.
2. Resolution of the Board of Directors passed at its meeting held on January 19, 2021, authorizing the issue non-convertible debentures on a private placement basis up to an aggregate limit of Rs. 3200,00,00,000/- (Rupees Three Thousand Two Hundred Crores only).
3. Resolution of the Debenture Issue Committee of the Company passed at its meeting held on March 15, 2021 approving, inter-alia, the issue and allotment of non-convertible debentures aggregating up to Rs. 225,00,00,000/- (Rupees Two Hundred and Twenty Five Crore only).
4. Resolution passed by the shareholders of the Company on June 03, 2014, authorising the Board of Directors to borrow, for the purpose of the Company, upon such terms and conditions as the Board may think fit for amounts up to an aggregate limit which shall not exceed 40 (Forty) times of the aggregate of the paid-up share capital and free reserves of the Company under Section 180(1) of the Companies Act.
5. Resolution passed by the shareholders of the Company on January 27, 2021, authorising the Board of Directors to offer, issue and allot Rated Listed Non-Convertible Debentures, in one or more series/tranches, aggregating up to Rs. 3200,00,00,000/- (Rupees Three Thousand Two Hundred Crores only) on private placement basis, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine in the best interests of the



- Company.
6. Draft Credit Rating Rationale from CRISIL Limited, assigning the credit rating to the Issue.
 7. Tripartite agreement dated May 03, 2011 between the Company, Integrated Enterprises India Limited (Registrar & Transfer Agent) and CDSL.
 8. Tripartite agreement dated October 06, 2009 between the Company, Integrated Enterprises India Limited (Registrar & Transfer Agent) and NSDL.
 9. Consent letter issued by Catalyst Trusteeship Limited dated March 12, 2021 to act as the Debenture Trustee to the Issue inclusion of its name in the form and context in which it appears in this Disclosure Document.

Certified true copies of the above documents are available for inspection at the Registered / Corporate Office of the Company until the date of closure of the Issue.

(c) Issue / instrument specific regulations:

The present issue of Debentures is being made in conformity with the applicable provisions of the Companies Act, 2013, the SEBI (ILDS) Regulations, SEBI (LODR) Regulations, and the Non-Banking Financial Company-Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 dated September 01, 2016.

(d) Application process:

The application process for the Issue is as provided in **Section 6** of this Disclosure Document.

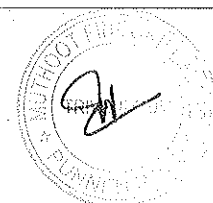
4.20 Issue Details

Summary Table

Security Name	8.75% PP-MLD Muthoot Fincorp Limited PP-MLD 2024 Series VII
Issuer	Muthoot Fincorp Limited
Type of Instrument	Rated, Listed, Senior, Secured, Redeemable, Principal Protected Market-Linked, Non-Convertible Debentures having a face value of Rs. 10,00,000/- (Rupees Ten Lakhs only) per Debenture.



Nature of Instrument	The Debentures are proposed to be secured as follows: 1. A charge by way of hypothecation to be created by the Company over the Company Hypothecated Property in favour of the Debenture Trustee to secure the Debentures. 2. The Company is issuing the Debentures with an intention to create a 'covered bond' structure. A charge by way of hypothecation over the Identified Receivables assigned by the Company to the SPV Trust, to be created by the SPV Trustee.
Seniority	Senior
Mode of Issue	Private Placement
Eligible Investors	The investor to whom this Disclosure Document is specifically addressed, is eligible to apply for this private placement of Debentures subject to fulfilling its respective investment norms/rules and compliance with laws applicable to it by submitting all the relevant documents along with the Application Form. The persons to whom the Disclosure Document has been circulated to, may include but not limited to: 1. Financial Institutions: registered under the Applicable Laws in India which are duly authorized to invest in Bonds 2. Insurance companies 3. Provident, Gratuity, Pension & Superannuation Funds 4. Regional Rural Banks 5. Mutual Funds 6. Companies, Bodies Corporate authorized to Invest in bonds 7. Trusts, Association of Persons, Societies registered under the Applicable Laws in India which are duly authorized to invest in bonds 8. FPIs 9. Individuals 10. Scheduled Commercial Banks 11. Co-operative Bank 12. Partnership Firms 13. HUF through Karta
Listing	This issue of Debentures will be listed on debt segment of the BSE. The Issue will be listed within 4 (Four) trading days from the Issue Closing Date.



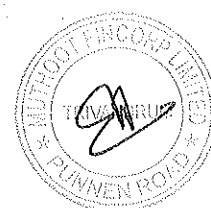
	In the event that the Debentures are not listed on the BSE within a period of 4 (Four) trading days from the Issue Closing Date, the Company shall pay default interest at the rate of 1% (One Percent) per annum on the outstanding principal amount of the Debentures over and above the Coupon Rate for the period commencing from the Deemed Date of Allotment till the date the Debentures are listed on the BSE.
Rating of the Instrument	Provisional Rating of 'CRISIL PP-MLD AA+r (CE)/Stable' by CRISIL Limited
Issue Size	Private placement of up to 225,00,00,000/- (Rupees Two Hundred and Twenty Five Crore only)
Option to retain oversubscription	NA
Objects of the Issue	The monies raised through the issue the Debentures shall be used for: (i) general corporate purposes; and (ii) meeting funding requirements in the ordinary course of business of the Company, including refinancing of existing indebtedness.
Details of the utilization of the Proceeds	The monies raised through the issue the Debentures shall be used for: (i) general corporate purposes; and (ii) meeting funding requirements in the ordinary course of business of the Company, including refinancing of existing indebtedness. No part of the proceeds shall be utilized directly/indirectly towards capital markets (debt and equity), land acquisition or usages that are restricted for bank financing.
Coupon Rate	The coupon payable on the Debentures ("Coupon") shall be linked to the performance of the Underlying Index, and shall be determined in the following manner: if Final Fixing Level is greater than -75% (Negative Seventy Five Percent) of Initial Fixing Level, then the Coupon payable shall be an amount which provides a rate of return (calculated on XIRR basis using the Microsoft Excel function) of 8.75% (Eight Decimal Point Seven Five Percent) on the principal amount of the Debentures ("Coupon Rate"); in all other scenarios, the Coupon payable would be NIL. While the Coupon has been promised to be paid only on the Scheduled Maturity Date or the Call Option Date or pursuant to Early Redemption, as the case may be, the Company is expected to meet payments of Coupon on the Expected Payout Dates. The Coupon shall be computed on Actual / Actual basis, i.e. Actual / 365 (Three Hundred Sixty Five) days (or 366 (Three Hundred Sixty Six) days in the case of a leap year.



	Please refer to Annexure II for a detailed scenario analysis/ valuation matrix showing Coupon payable on the Debentures under different market conditions such as rising, stable and falling market conditions along with a suitable graphic representation.
Step Up/ Step Down Coupon Rate	(1) In the event there is any downgrade in the rating of the Debentures, the Coupon Rate (i.e., the annualized coupon rate as set out under “Coupon Rate” above) shall stand automatically increased by a spread of 50 (Fifty) basis points for each notch of rating downgrade; provided that in the event there are multiple ratings for the Debentures, the lowest of all available ratings of the Debentures shall be considered; and (2) Upon the occurrence of a Trigger Event, the Coupon Rate (i.e., the annualized coupon rate as set out under “Coupon Rate” above) shall stand automatically increased to the rate of 12.75% (Twelve Decimal Point Seven Five Percent) (on XIRR basis) on the principal amounts outstanding on the Debentures. For avoidance of any doubt, it is hereby clarified that such increased Coupon Rate shall be applicable for the period commencing from the Deemed Date of Allotment till the Final Settlement Date. It is also hereby clarified that upon the occurrence of any Trigger Event, the Coupon Rate shall stand capped at the rate set out in paragraph 2 above, without prejudice however to the Default Interest payable over and above the applicable Coupon Rate upon the occurrence of any Event of Default.
Coupon Payment Frequency	Please refer to the details provided in section ‘Coupon Rate’ above
Coupon Payment Date	Please refer to the details provided in section ‘Coupon Rate’ above
Coupon Type	Please refer to the details provided in section ‘Coupon Rate’ above
Coupon Reset Process	NA
Day Count Basis	The Coupon shall be computed on Actual / Actual basis, i.e. Actual / 365 (Three Hundred Sixty Five) days (or 366 (Three Hundred Sixty Six) days in the case of a leap year).
Interest on Application Money	The Company shall be liable to pay the Debenture Holders interest on application money, at the Coupon Rate for the period commencing from the date on which the Debenture



	Holders have made payment of the application monies in respect of the Debentures to the Company and ending on the date falling 1 (One) day prior to the Deemed Date of Allotment. The interest on application monies shall be paid by the Company to the Debenture Holders on the first Maturity Date.
Default Interest Rate	Without prejudice to the rights of the Debenture Trustee and/or the Debenture Holders upon the occurrence of any Event of Default, the Company shall be liable to pay default interest which shall be calculated at the rate of 2% (Two Percent) per annum on the outstanding principal amount of the Debentures over and above the Coupon Rate, (the default interest payable in terms hereof shall be referred to as “Default Interest”). In the event that the Debentures are not listed on the BSE within a period of 4 (Four) trading days from the Deemed Date of Allotment, the Company shall pay default interest at the rate of 1% (One Percent) per annum on the outstanding principal amount of the Debentures over and above the Coupon Rate for the period commencing from the Deemed Date of Allotment till the date the Debentures are listed on the BSE. Subject to the timelines provided hereinabove, the Debenture Trust Deed shall be executed within a maximum period of 3 (Three) months from the Issue Closing Date, failing which the Company shall pay interest of at least 2% (Two Percent) per annum to the Debenture Holders, without prejudice to any liability arising on account of violation of the provisions of any applicable law, over and above the Coupon Rate on the Debentures, till the execution of the Debenture Trust Deed.
Tenure	36 (Thirty Six) months from the Deemed Date of Allotment
Redemption Date / Scheduled Maturity Date	The date of falling on the expiry of 36 (Thirty Six) months from the Deemed Date of Allotment being March 16, 2024. The Debentures are structured in a manner that the principal amount of the Debentures, the Coupon and all other Outstanding Amounts are promised to be paid on the Scheduled Maturity Date or the Call Option Date or pursuant to Early Redemption, as the case may be. However, the Company is required to make principal and Coupon payments in relation to the Debentures upon the occurrence of any Trigger Event on the Expected Payout Dates. The schedule of the Expected Payout Dates together with the amounts payable shall be drawn up by the Company upon the occurrence of any Trigger Event and revised from time to time based on realisations on the Identified Receivables (and shared by the Company with



	Debenture Trustee and SPV Trustee from time to time) such that the dates on which payments are made post the occurrence of any Trigger Event in accordance with the Transaction Documents falls on the 16th day of every calendar month (each such date is referred to as “Expected Payout Date”). The Company shall not be entitled to redeem the Debentures except upon acceleration of payment due on Debentures on account of exercise of the Call Option or pursuant to Early Redemption or on the occurrence of an Event of Default or Accelerated Redemption Event or a Trigger Event in accordance with the Transaction Documents.
Redemption Amount	Rs. 10,00,000/- (Rupees Ten Lakh only) per Debenture plus accrued Coupon if any.
Redemption Premium / Discount	NA
Issue Price	Rs. 10,00,000/- (Rupees Ten Lakh Only) per Debenture
Discount at which security is issued and the effective yield as a result of such discount	NA
Put Option	NA
Put option date	NA
Put option price	NA
Put notification time	NA
Call Option	On the Call Option Date, the Company shall have the option to redeem the Debentures in full by repayment of all the Outstanding Amounts in relation thereto (“Call Option”), subject to providing the Debenture Trustee a written notice of its intention to redeem the Debentures (with a copy marked to the Debenture Holders) at least 30 (Thirty) days prior to the Call Option Date. It is clarified that the Company shall not be required to pay any prepayment penalty on a prepayment on the Debentures under this Clause. In the event that the Company has exercised the Call Option in the manner set out above, the Company shall on the Call Option Date, redeem the principal amount of the Debentures and make payment of the accrued Coupon in relation thereto and any other Outstanding Amounts, to the Debenture Holders on the Call Option Date.
Call option date	Shall be the date falling 24 (Twenty Four) months after the Deemed Date of Allotment i.e. on March 16, 2023



Call option price	At Par, along with the Coupon, if any to be paid as per Coupon Rate
Call notification time	At least 30 (Thirty) days prior to the Call Option Date
Early Redemption	The Company may, subject to the terms below, make an early redemption of the Debentures as under (“Early Redemption”): 1. The Company may, till the time that no Trigger Event has occurred, with the prior written consent of the Debenture Trustee (acting upon the instructions of the Majority Debenture Holders) redeem all the Debentures in full by repayment of all the Outstanding Amounts (with accrued Coupon at applicable Coupon Rate) in relation thereto by deposit of such amounts into the Designated Account, without any prepayment penalty. The Company shall make a request for such redemption by providing to the Debenture Trustee and the Debenture Holders a written notice at least 15 (Fifteen) Business Days prior to the date of the meeting where consent of the Debenture Holders shall be sought.; 2. Upon the occurrence of any Trigger Event, the Company may, within 30 (Thirty) days from the date on which the said Trigger Event has occurred, without the requirement of obtaining any consent from the Debenture Trustee / Debenture Holders, redeem all the Debentures in full by repayment of all the Outstanding Amounts (with accrued Coupon at the stepped-up Coupon Rate) in relation thereto by deposit of such amounts into the Designated Account, without any prepayment penalty; 3. On any day post the expiry of 30 (Thirty) days from the occurrence of any Trigger Event till the Scheduled Maturity Date, the Company may with the prior written consent of the Debenture Trustee (acting upon the instructions of the Majority Debenture Holders) redeem all the Debentures in full by repayment of all the Outstanding Amounts (with accrued Coupon at the stepped-up Coupon Rate) in relation thereto by deposit of such amounts into the Designated Account, without any prepayment penalty. The Company shall make a request for such redemption by providing to the Debenture Trustee and the Debenture Holders a written notice at least 15 (Fifteen) Business Days prior to the date of the meeting where consent of the Debenture Holders shall be sought.
Face Value	Rs. 10,00,000/- (Rupees Ten Lakh Only) per Debentures



Minimum Application size	10 (Ten) Debentures and in multiples of 1 (One) Debenture thereafter
Issue Opening Date	March 16, 2021
Issue Closing Date:	March 16, 2021
Pay-in Date:	March 16, 2021
Deemed Date of Allotment:	March 16, 2021
Issuance mode of the Instrument	Demat only
Trading mode of the Instrument	Demat only
Settlement mode of the Instrument	Cheques, Demand Drafts, interest/ redemption warrants, pay order, direct credit, ECS, NEFT, RTGS, other online payment mechanism as are permitted by the Reserve Bank of India.
Depositories	NSDL and / or CDSL
Business Day Convention/Effect of Holidays	“Business Day” means any day of the week (excluding Sundays or any day which is a public holiday for the purpose of Section 25 of the Negotiable Instruments Act, 1881 (26 of 1881) in Mumbai and Chennai and any other day on which banks are closed for general business in Mumbai and Chennai, India) shall be a Business Day. In the event that any of the Record Dates or Expected Payout Date (other than the Scheduled Maturity Date) falls on a day that is not a Business Day, the immediately succeeding Business Day shall be considered as the effective date(s) for that payment or determination, as the case may be. In the event that the date for performance of any event or the Maturity Date falls on a day that is not a Business Day, the immediately preceding Business Day shall be considered as the effective date for that payment or the date for performance of such event.
Record Date	Means the date that occurs 10 (Ten) calendar days prior to any Expected Payout Date, provided that such date is a Friday. In case such Record Date is not a Friday, the Record Date in relation to such Expected Payout Date shall be deemed to be the Friday immediately preceding the date falling 10 (Ten) calendar days prior to the relevant Expected Payout Date. The Record Date is the date on which any payment is to be made by the Company/ the Debenture Trustee to the Debenture Holders in accordance with the terms of the Debentures, on the basis of which, the determination of the persons entitled to receive payment of the Coupon, redemption of principal and other



	payments, if any, as the case may be, in respect of the Debentures shall be made
All covenants of the issue (including side letters, accelerated payment clause, etc.)	Refer to paragraph 4.21 of this Disclosure Document Also refer to the details provided in section ' Accelerated Redemption Event and Consequences ' of this paragraph 4.20.
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.	The security to be provided or caused to be provided by the Company as security for the discharge of the Outstanding Amounts in relation to the Debentures shall consist of: 1. security created over the Company Hypothecated Property by the Company in favour of the Debenture Trustee; 2. security created over the receivables due to the Company from certain identified obligors ("Identified Obligors") under certain identified loan agreements ("Identified Receivables") entered into by the Company with the Identified Obligors ("Identified Loan Agreements"), which Identified Receivables, together with all rights, benefits, powers, risk, and guarantees and indemnities in relation thereto including the rights in relation to the security interests created in connection therewith and the right, title interest of the Company in the cash collateral made available by the Company to the extent of Rs. 6,86,25,000/- (Rupees Six Crores Eighty Six Lakhs Twenty Five Thousand Only) ("Cash Collateral"), (collectively referred to as "Assets"), that shall be transferred by the Company to a special purpose vehicle created in the form of a trust ("SPV Trust"), pursuant to various deeds of assignment; (iii) an unconditional and irrevocable guarantee to be provided by the SPV Trust ("SPV Guarantee"); and (iv) Cash Collateral made available by the Company for securing the obligations of the Company in relation to the Debentures, to the extent of Rs. 6,86,25,000/- (Rupees Six Crores Eighty Six Lakhs Twenty Five Thousand Only), the right, title and interest in which shall be transferred by the Company to the SPV Trust. (collectively referred to as the "Security" / "Security Interest"). The security cover for the Debentures shall be tested on the basis of the value of the Identified Receivables held by the SPV Trust. The expected security cover which is to be provided by the Identified Receivables is at least 1.20 (One Decimal Point



	Two Zero) times of the Outstanding Amounts at any point of time ("Minimum Security Cover"). For the purposes of determining whether Minimum Security Cover is being maintained: (i) only the principal amounts outstanding under the Identified Receivables shall be taken into consideration; (ii) the principal amounts outstanding under any of the Identified Receivables, which are overdue for more than 30 (Thirty) days, shall not be taken into consideration; (iii) all cashflows due on the Identified Receivables, which are scheduled to be payable on and from the date falling 5 (Five) months prior to the expiry of the Scheduled Maturity Date of the Debentures, shall be excluded; (iv) if the principal amounts outstanding under the overdue Identified Loan Agreements (which are overdue up to 30 (Thirty) days past due) exceeds 5% (Five Percent) of the total principal outstanding under the said Identified Loan Agreements, then the principal amounts from the said overdue Identified Loan Agreements, will not be taken into consideration; and (v) all cash collected towards the Identified Receivables which is available with the SPV Trust in the SPV Account shall also be taken into consideration for testing whether the Minimum Security Cover is being maintained. The Company shall ensure that the Minimum Security Cover is maintained till the Final Settlement Date. Each of the loans, under which the Identified Receivables are due and payable, shall meet the criteria, as agreed under the Debenture Documents, at the time of acquisition by the SPV Trust. All additional receivables purchased by the SPV Trust from the Company in terms of the Assignment Documents, shall also form part of the 'Identified Receivables', on and from the date of such purchase, subject to complying with the criteria referred to above.
Transaction Documents	Shall mean collectively: (i) the Assignment Documents; and (ii) the Debenture Documents.
Conditions Precedent to Pay-In	The Company shall have ensured the following conditions precedent: 1. The Company shall have submitted the following to the Debenture Trustee: (a) Certified true copy of the constitutional documents (Memorandum of Association, Articles of Association and Certificate of Incorporation) of the Company.



	(b) Certified true copies of the special resolutions of the shareholders of the Company under Sections 42 of the Act and under Section 180 of the Act (if applicable). (c) A certified true copy of the board of directors of the Company approving the issue of the non-convertible debentures on a private placement basis. (d) A certified true copy of the resolution of the board of directors / committee of directors of the Company approving the issue of the Debentures and creation of Security for the Debentures and approving the assignment of Identified Receivables and the Cash Collateral to the SPV Trust. 2. The Company shall have filed the resolutions (if applicable) in paragraphs 1 (b) and (c) above with the Registrar of Companies prior to issuing the Disclosure Document. 3. The Company shall have made all such relevant disclosures/intimations to the concerned stock exchanges with respect to raising of funds by way of issuance of Debenture as required under the regulations issued by SEBI and the Company shall ensure compliance with the regulations issued by SEBI and the Companies Act 2013 to be complied with prior to the issuance of the Debentures. 4. The Company shall have submitted to the Debenture Trustee / Debenture Holders all documents as may be required for the purpose of meeting KYC requirements. 5. The Company shall have submitted to the Debenture Trustee / Debenture Holders the provisional rating rationale from the Rating Agency with respect to the rating in relation to the Debentures. 6. The Company shall have submitted to the Debenture Trustee, the audited financial statements (annual) for the financial year 2019-20 or the audited financial statements (half-yearly) for the financial year 2020-21. 7. Payment of all legal and other fees, which are due and payable by the Company in connection with this transaction; 8. Execution of the Debenture Documents and the Assignment Documents. 9. The Company shall open the Designated Account and shall ensure that the Designated Account shall be operated under the signature of the Debenture Trustee (for the benefit of the Debenture Holders), and shall ensure that written confirmation thereof is provided by the Designated Bank to the Debenture Trustee. 10. The Company shall provide the Cash Collateral and shall ensure that the Cash Collateral is lien marked in favour of
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	the Debenture Trustee and written confirmation thereof is provided to the Debenture Trustee. 11. A certificate of an independent practicing chartered accountant, certifying that there are no proceedings pending against the Company (as an assessee) under the Income Tax Act, 1961 which would warrant the requirement of permission / certificate from the Assessing Officer under Section 281 of the Income Tax Act, 1961 for the creation of Security, shall be provided by the Company to the Debenture Trustee. 12. Issuance of Disclosure Document and Private Placement Offer Letter, containing disclosures required in terms of the SEBI (Issue and Listing of Debt Securities) Regulations 2008 and the Companies Act. 13. Evidence that all the conditions precedent have been satisfied by the Company to the satisfaction of the Debenture Trustee and the receipt by the Debenture Trustee of a conditions precedent compliance certificate in this regard, in a form and manner acceptable to the Debenture Trustee.
Conditions Subsequent to the Deemed Date of Allotment	1. The Company shall obtain in-principle approval of the concerned stock exchanges; 2. The Company shall ensure the dematerialised credit of the Debentures within 2 (Two) trading Days from the Deemed Date of Allotment; 3. The Company shall ensure that the Debentures are listed and traded on the BSE within 4 (Four) trading days from the Issue Closing Date of the Debentures; 4. Filing of a return of allotment on the issue of the Debentures in Form PAS-3 specified pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 by the Company, with the registrar of companies, within 15 (Fifteen) days from the Deemed Date of Allotment; 5. A certificate by statutory auditor of the Company certifying the Purpose of the proceeds of the Debentures, to be submitted within 20 (Twenty) days from the Deemed Date of Allotment; 6. The Company shall file appropriate charge form with the Registrar of Companies by the Company in respect of the Company Deed of Hypothecation, within 30 (Thirty) Business Days from the Deemed Date of Allotment; 7. The Company shall provide all required assistance to the Debenture Trustee for registration of hypothecation over the assets over which the security interest is created in terms of the Debenture Documents, with the Central



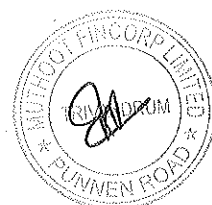
	Registry of Securitisation Asset Reconstruction and Security Interest of India (CERSAI) within 30 (Thirty) days from the Deemed Date of Allotment; 8. The Company shall submit a legal opinion from the transaction legal counsel, Wadia Ghandy & Co., in such form and manner as mutually agreed, 30 (Thirty) days from the Deemed Date of Allotment; 9. The Company shall submit the final rating letter from the Rating Agency certifying the rating of 'CRISIL PP-MLD AA+r (CE))/Stable' in respect of the Debentures to the Debenture Trustee, within a period of 4 (Four) Business Days from the Deemed Date of Allotment.
Trigger Events	If one or more of the events specified herein happen(s), the same shall constitute a "Trigger Event": 1. Failure of the Company to exercise the Call Option on the Call Option Date and failure on the part of the Company to satisfy all or any part of payments in relation to the Debentures on the Call Option Date, in accordance with the Debenture Documents; 2. The rating of the Company is downgraded to 'BBB+' or below by any of the rating agency or the rating agency classifies the Company as 'Issuer not co-operating'; 3. The rating of the Debentures is downgraded to 'AA-(CE)' or below, by any of the rating agencies, provided that in the event there are multiple ratings for the Debentures, the lowest of all available ratings of the Debentures shall be considered; 4. The Debentures are delisted from the relevant stock exchange; 5. The capital adequacy ratio of the Company, calculated in accordance with RBI guidelines, falling below 15% (Fifteen Percent); 6. The gross non-performing assets of the Company computed in the manner prescribed by RBI, forming part of the Company's AUM, crossing 5% (Five Percent) of its AUM; 7. The removal of 'Muthoot' from the name of the Company; 8. Change in Promoters of the Company; 9. If the aggregate equity shareholding of the Promoters and their relatives (as such term is defined in the Act) held in the Company (either directly or indirectly), falls below 76% (Seventy Six Percent); 10. If in the reasonable opinion of the Debenture Trustee, the Secured Property is in jeopardy; 11. Failure of the Company to comply with any of the covenants set out under any of the Debenture Documents



	(other than breach of any certified covenant as covered under sub-paragraphs 5 and 6 above or any other covenants breach of which are specifically covered as Trigger Events) or under any of the Assignment Documents (the breach of which, if capable of being remedied, has not been remedied to the satisfaction of the Debenture Trustee, within a maximum period of 30 (Thirty) days from its occurrence, provided however, while the said cure period shall apply to the breach of the negative covenant set out in paragraph 4.22(d)(v), it shall however not apply to the breach of the other negative covenants set out in paragraph 4.22(d)); 12. Any or all of the representations and warranties provided by the Company under any Debenture Document or any of the Assignment Documents, being untrue, incomplete, incorrect or misleading; 13. The Company is unable or admits in writing its inability to pay its Financial Indebtedness as they fall due or if an event of default is declared by any lender of the Company in relation to any Financial Indebtedness of the Company; 14. Any corporate action, legal proceedings or other procedure or step is taken in relation to the Company (including the making of an application, the presentation of a petition, the filing or service of a notice or the passing of a resolution), in relation to: (i) the suspension of payments, a moratorium of any indebtedness, winding-up, insolvency, dissolution, administration or reorganisation of the Company with an intention of winding up or liquidating or declaring insolvent the Company (by way of voluntary arrangement, scheme of arrangement or otherwise); or (ii) a composition, compromise, assignment or arrangement with any creditor of the Company; or (iii) the appointment of a liquidator, supervisor, receiver, administrative receiver, administrator, compulsory manager, trustee or other similar officer in respect of the Company or any of its assets. 15. It is or becomes unlawful for the Company to perform any of its obligations under the Debenture Documents including relating to the Outstanding Amounts and/or the Security; 16. Failure to maintain the Minimum Security Cover; 17. The Company repudiates a Debenture Document to which it is a party or evidences an intention to repudiate Debenture Documents to which it is a party; 18. The Company is in default in relation to servicing obligations undertaken by it with respect to the direct assignment transactions or securitisation transactions
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	wherein the Company is the originator of loans assigned/secured; 19. If one or more legal or governmental proceedings have been initiated against the Company or any claims are made against the Company, which in the opinion of the Debenture Trustee (acting on the instructions of the Majority Debenture Holders), may impair the Company's ability to perform its obligations undertaken in terms of the Debenture Documents or which has a Material Adverse Effect; 20. Any expropriation, attachment, sequestration, distress or execution affects any assets of the Company which has a material adverse effect on their ability to comply with its payment obligations under the Debenture Documents. 21. Revocation of operating licenses or other authorisations of the Company; 22. The Company ceasing or threatening to cease to carry on its respective business or changing its business in breach of the terms of the Debenture Trust Deed; 23. Any event or any series of events occur, which, in the sole opinion of the Debenture Trustee, might have a Material Adverse Effect. 24. If the Transaction Documents or any part thereof ceases, for any reason whatsoever, to be valid and binding or in full force and effect; 25. Occurrence of an Event of Default; 26. If any court of law or any regulatory authority holds that the transfer of Assets from the Company to the SPV Trust is not a valid assignment and transfer and that the Assets therefore will continue to belong to the Company; 27. Failure or delay by the Company to deposit the Identified Receivables received by it from the Obligor, in the SPV Account on or prior to the relevant Deposit Date, in accordance with the terms of the Assignment Documents; 28. Any other trigger event as stated in the Debenture Trust Deed.
Consequences of Trigger Event	Upon the occurrence of any Trigger Event: 1. The guarantee issued by the SPV Trustee shall be deemed to be invoked and the collection and payment mechanism applicable for post occurrence of Trigger Event as set out in the Transaction Documents shall take effect; 2. The Cash Collateral shall be drawn upon and utilised in the manner set out in the Transaction Documents; 3. The Coupon Rate shall stand increased in accordance with point (2) of "Step Up/ Step Down Coupon Rate" under paragraph 4.20 herein without the need for any further act



	or deed of the Parties and the Coupon shall become payable on a monthly basis on the Expected Payout Dates as per the terms of this Deed; 4. The Debenture Trustee's prior written approval shall be required for the Company to declare any dividends, or make any other distributions to the holders of common equity; 5. The Debenture Trustee (acting on the instructions of the Debenture Holders as per the Debenture Trust Deed) shall be entitled to enforce the charge over the Company Hypothecated Property and/or the Assets, including by way of sale/disposal of the Assets to any Person or by way of liquidation of the Assets and applying the proceeds thereof for meeting the payments to the Debenture Holders; 6. The Debenture Trustee shall be entitled to appoint a Nominee Director or an Observer on the board of the Company in accordance with the Debenture Trust Deed; 7. The Debenture Trustee (acting on the instructions of the Majority Debenture Holders) shall be entitled to appoint an alternate collection / servicing agent in relation to the Identified Receivables; 8. The Debenture Trustee's consent shall be required for all enforcement related and recovery related actions to be taken in connection with the Identified Receivables.
Accelerated Redemption Event and Consequences	Post the occurrence of any Trigger Event, in the event that the Company in its capacity as the servicer of Identified Loans, fails to deposit the collections pertaining to the Identified Receivables into the SPV Account within the timelines agreed for such deposit under the Assignment Documents for 2 (Two) consecutive instalments for any reason whatsoever and the Minimum Security Cover falls below 1 (One) time, it shall automatically be considered to be an accelerated redemption event without the requirement of any further action from the Debenture Trustee or the SPV Trustee ("Accelerated Redemption Event"). Upon the occurrence of the Accelerated Redemption Event, all the Outstanding Amounts shall become due and payable by the Company within 30 (Thirty) calendar days from the date of the Accelerated Redemption Event and the Company shall deposit all the Outstanding Amounts into the Designated Account, within the abovementioned timeline, which monies shall be utilised towards redemption of the Debentures.
Events of Default (including manner of	If one or more of the events specified herein happen(s), the same shall constitute an "Event of Default":



voting /conditions of joining Inter Creditor Agreement)	1. Failure on the part of the Company to make payment of all or any part of Outstanding Amounts, on the Scheduled Maturity Date. 2. A Trigger Event has occurred and the Debentures have not been entirely redeemed after utilising proceeds received from liquidation of the Identified Receivables and the Cash Collateral on or prior to the Scheduled Maturity Date. 3. At the discretion of the Debenture Trustee (acting on instructions of the Debenture Holders), the following: (i) An Accelerated Redemption Event has occurred and the Company has made a payment default in relation to any of its Financial Indebtedness as they fall due; or (ii) Failure of the Company to repay all Outstanding Amounts within 30 (Thirty) calendar days from the date of occurrence of the Accelerated Redemption Event;
Consequences of Events of Default	On and at any time after the occurrence of an Event of Default, the Debenture Trustee shall: 1. Require the Company to mandatorily redeem the Debentures and declare that all or part of the Outstanding Amounts be immediately due and payable; 2. Exercise all the rights available to the Debenture Trustee and / or Debenture Holder(s) pursuant to a Trigger Event 3. Enforce the Security in accordance with the terms of the Debenture Documents; 4. Require the Company to make payment of Default Interest; 5. The Debenture Trustee shall be entitled to appoint a Nominee Director or an Observer on the board of the Company in accordance with the Debenture Trust Deed; 6. Exercise any other right that the Debenture Trustee and / or Debenture Holder(s) may have under the Transaction Documents or under Indian law or as the Debenture Trustee may deem fit to protect the interest of the Debenture Holders. 7. Until the happening of any of the Trigger Events or the Event(s) of Default, the Debenture Trustee shall not be in any manner required, bound or concerned to interfere with the management of the affairs of the Company or its business thereof. The Debenture Trustee shall, on being informed by the Company of the happening of any of the Trigger Events or Event(s) of Default or upon the happening of any of such Trigger Event or Event(s) of Default coming to its notice, forthwith give written notice to the Debenture Holder(s) of the same.



	It is clarified that any action to be undertaken by the Debenture Trustee under the Debenture Trust Deed and, or, any other Transaction Documents pursuant to occurrence of any Event of Default shall be undertaken in compliance of SEBI Defaults (Procedure) Circular and in case of any conflict between the terms of the Debenture Trust Deed and the said SEBI Defaults (Procedure) Circular, the provisions of the SEBI Defaults (Procedure) Circular shall prevail.
Creation of recovery expense fund	SEBI has issued vide circular no. SEBI/HO/MIRSD/CRADT/CIR/P/2020/207 dated October 22, 2020 ("SEBI REF Circular"), the guidelines/ instructions in relation to creation of Recovery Expense Fund ("REF") in order to enable the debenture trustees to take prompt action for enforcement of security in case of 'default' in listed debt securities to be used in the manner decided in the meeting of the holders of debt securities. The Company will create and maintain a Recovery Expense Fund as per the provisions of the regulations issued by SEBI and the SEBI REF Circular, as amended from time to time, and if during the currency of these presents, any guidelines are formulated (or modified or revised) by any Governmental Authority under Applicable Law in respect of creation/maintenance of the Recovery Expense Fund, the Company shall abide by such guidelines and execute all such supplemental letters, agreements and deeds of modifications as may be required by the Debenture Trustee (who shall forthwith forward them to the Debenture Holders) and shall also cause the same to be registered, where necessary. Details: The Company shall within the timelines prescribed under the SEBI REF Circular create REF in relation to the Issue, by deposit of an amount equal to 0.01% of the Issue size subject to maximum of Rs. 25 lakhs towards REF with BSE in such form as prescribed under the SEBI REF Circular. Purpose: In the event of default, the Debenture Trustee shall obtain the consent of Debenture Holders for enforcement of security and shall inform the same to BSE. BSE will release the amount lying in the REF to the Debenture Trustee within 5 working days of receipt of such intimation.



	The REF will be refunded to the Issuer in accordance with the SEBI REF Circular.
Conditions for breach of covenants (as specified in Debenture Trust Deed)	Please refer to paragraph 4.21 of this Disclosure Document. Also refer to the details provided in section 'Accelerated Redemption Event and Consequences', 'Consequences of Trigger Event', 'Consequences of Events of Default' of this paragraph 4.20
Provisions related to Cross Default Clause	In the event the Company is unable to or admits in writing its inability to pay its Financial Indebtedness as they fall due or delays or fails to repay the payments due in terms of any Financial Indebtedness, the same shall be considered as a trigger event or if an event of default is declared by any lender of the Company in relation to any Financial Indebtedness of the Company, the same shall be considered as a trigger event
Role and Responsibilities of Debenture Trustee	To oversee and monitor the overall transaction for and on behalf of the Debenture Holders in accordance with the Transaction Documents. Subject to the terms of the Transaction Documents, all rights and remedies under the Debenture Documents shall rest in and be exercised by the Debenture Trustee without having it referred to the Debenture Holders. Any payment made by the Company to the Debenture Trustee, for the benefit of the Debenture Holders, shall discharge the Company to the Debenture Holders, as per the terms of the Transaction Documents.
Risk factors pertaining to the issue	Please refer to Section 3 of this Disclosure Document
Governing Law and Jurisdiction	Subject to the terms of the Debenture Documents, the Debentures will be governed by and construed in accordance with the laws of India and the courts in New Delhi shall have non-exclusive jurisdiction to determine any dispute arising in relation to the Debentures.
Valuation Frequency and Publication	The Valuation Agency will publish a valuation on its website at least once every calendar week. The valuation shall be available on the website of the Valuation Agency and the Issuer. The latest and historical valuations for these Debentures will be published on the website of the Issuer and the Valuation Agency(ies). Upon request by any Debenture/NCD Holder for the valuation of these Debentures/NCDs, the Issuer shall provide them with the latest valuation.



Valuation Agency Fees	Fees paid to Valuation Agency(ies) by the Issuer shall not exceed 2 (Two) bps p.a. of the outstanding principal amount of the Debentures.
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Notes:

1. *If there is any change in Coupon Rate pursuant to any event including elapse of certain time period or downgrade in rating, then such new Coupon Rate and events which lead to such change should be disclosed.*
2. *The procedure used to decide the dates on which the payment can be made and adjusting payment dates in response to days when payment can't be made due to any reason like sudden bank holiday etc., should be laid down.*
3. *The list of documents which has been executed or will be executed in connection with the issue and subscription of debt securities shall be annexed.*
4. *While the debt securities are secured to the tune of 100% of the principal and interest amount or as per the terms of Information Memorandum, in favour of Debenture Trustee, it is the duty of the Debenture Trustee to monitor that the security is maintained, however, the recovery of 100% of the amount shall depend on the market scenario prevalent at the time of enforcement of the security.*
5. *The penal interest rates mentioned above as payable by the Issuer are independent of each other*
6. *In the event of any conflict between the terms set out herein and the Debenture Trust Deed, the terms of the Debenture Trust Deed shall prevail.*

4.21 Undertakings – Creation of Security

The Company hereby confirms that the Secured Property over which charge is created / proposed to be created in favour of the Debenture Trustee (for the benefit of the Debenture Holders) to secure the obligations of the Company in relation to the Debentures, are free from any encumbrances.

4.22 Covenants of the Issue

(a) Certified Covenants

- (i) The Company shall maintain a capital adequacy ratio of (i) Tier I Capital and Tier II Capital to (ii) aggregate of risk weighted assets on-balance sheet and risk adjusted value of off-balance sheet items, of at least 15% (Fifteen Percent) during the term of the Debentures; provided that in the event the minimum ratio prescribed by RBI is higher than the ratio stipulated hereinabove, the Company shall ensure compliance with such higher ratio;



- (ii) The Company shall ensure that its gross non-performing assets computed in the manner prescribed by RBI and forming part of the Company's AUM shall not exceed 5% (Five Percent) of its Assets Under Management.
- (iii) The covenants set out in this paragraph 4.22(a) would be tested on a quarterly basis for the Company, i.e., as on 31st March, 30th June, 30th September and 31st December every year, starting from March 2021, on a consolidated and standalone balance sheet of the Company for the relevant financial quarter, till the redemption of the Debentures.

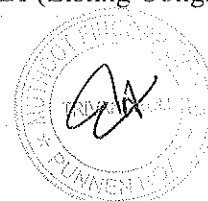
(b) Information Covenants

- (i) The Company hereby undertakes the following information covenants:
 - A. submit to the Debenture Trustee on a quarterly basis, within 45 (forty five) days from the end of every financial quarter (i) the accounts of the Company and audited and unaudited financial statements of the Company for the said financial quarter, and (ii) certificates signed by: (A) director or the Chief Financial Officer of the Company; and (B) independent chartered accountant, confirming the Company's compliance with paragraph 4.22(a) on the basis of the consolidated and standalone balance sheet of the Company for the relevant financial quarter.
 - B. submit a report to the Debenture Trustee on a quarterly basis, within 45 (Forty Five) days from the end of every financial quarter, containing the following particulars:
 - I. Updated list of names and addresses of the Debenture Holders;
 - II. Details of unpaid due payments, to be made, but unpaid and reasons for non-payment thereof;
 - III. The number and nature of grievances received from the Debenture Holders and (a) resolved by the Company, or (b) unresolved by the Company and the reasons for the same;
 - IV. A statement that the assets of the Company which are available by way of security in relation to the Debentures are sufficient to discharge the claims of the Debenture Holders as and when they become due.
 - C. submit the monthly report to the Debenture Trustee, in accordance with the terms of the Transaction Documents, setting out *inter alia* details of amounts collected in relation to the Identified Receivables during the preceding month, and details of maintenance of Minimum Security Cover (including any shortfall) and details confirming compliance of individual Identified Loans comprising of the Identified Receivables with the eligibility criteria set out in the Debenture Trust Deed.
 - D. submit periodical status/ performance reports within 7 (Seven) days of the relevant board meeting or within 45 (Forty Five) days of the respective quarter whichever is earlier.
 - E. such other information in relation to the Security / Secured Property that the Debenture Trustee may reasonably request (in a format which shall be provided by the Debenture Trustee from time to time) for the purpose of quarterly diligence by the Debenture Trustee



to monitor the asset cover and shall also submit to the Debenture Trustee a certificate from the director/ managing director of the Company on quarterly basis, certifying the value of the Identified Receivables as agreed in the Debenture Documents.

- F. a certificate from the statutory auditor of the Company on a half-yearly basis, regarding maintenance of Minimum Security Cover, certifying the value of the Identified Receivables and compliance with the covenants set out in the Disclosure Document, in the format acceptable to the Debenture Trustee or prescribed by SEBI, along with the half-yearly financial results.
- G. promptly make disclosures to the Debenture Trustee regarding:
 - I. any revision in the rating assigned to the Debentures;
 - II. any default in timely payment of interest or redemption amounts or both in respect of the Debentures;
 - III. failure to create the Security;
 - IV. all covenants of the issue (including side letters, accelerated payment clause, etc.).
- H. a copy of annual report at the same time as it is issued along with a copy of certificate from the Company's auditor in respect of utilisation of funds during the implementation period of the project for which the funds have been raised. In case the Debentures are issued for financing working capital or general corporate purposes or for capital raising purposes, copy of the auditor's certificate may be submitted at the end of each Financial Year till the funds have been fully utilised or the purpose for which these funds were intended has been achieved;
- I. submit to the Debenture Trustee, till the Final Settlement Date, its latest audited/ limited review half yearly consolidated (wherever available) and standalone financial information such as Statement of Profit and Loss, Balance Sheet and Cash Flow Statement and Audited Qualifications, if any, within the timelines as stipulated in simplified listing agreement issued by SEBI as may be amended from time to time;
- J. submit / provide to the Debenture Trustee relevant documents/ information, as applicable, including the reports / certifications set out below, to enable the Debenture Trustee to submit the reports / certifications to the stock exchanges as required under the SEBI circular no. SEBI/ HO/ MIRSD/ CRADT/ CIR/ P/ 2020/230 dated November 12, 2020 as amended from time to time:
 - I. an asset cover certificate on a quarterly basis within 30 (Thirty) days from end of each quarter or within such timelines as prescribed under Applicable Law;
 - II. a statement of value for any security offered on a quarterly basis within 30 (Thirty) days from end of each quarter or within such timelines as prescribed under Applicable Law;
 - III. a valuation report for the movable assets on an annual basis within 45 (Forty Five) days from end of each financial year or within such timelines as prescribed under Applicable Law.
- K. submit such other disclosure to the Debenture Trustee as may be required under the SEBI (Issue and Listing of Debt Securities) Regulations 2008, SEBI (Listing Obligations and



Disclosure Requirements) Regulations, 2015 including any quarterly and half-yearly reporting/disclosures required therein, and other Applicable Laws.

- (ii) The Company shall provide/ cause to be provided information in respect of the following promptly and no later than 5 (Five) Business Days from the occurrence of such event:
- (a) Notify the Debenture Trustee in writing of any of any proposed change in the nature or scope or the business or operations of the Company or the entering into any agreement or arrangement by any person, other than in the normal course of business, that may materially affect the assets and liabilities of the Company, prior to the date on which such action is proposed to be given effect;
 - (b) Notify the Debenture Trustee of any major change in the composition of the board of directors of the Company.
 - (c) Notify the Debenture Trustee of any amalgamation, merger or reconstruction scheme proposed by the Company.
 - (d) Notify the Debenture Trustee about change in equity shareholding of the Promoters and their relatives (as such term is defined in the Act) in the Company (either directly or indirectly) where such change results in their equity shareholding in the Company falling below 76% (Seventy Six Percent).
 - (e) Notify the Debenture Trustee in writing of any legal proceeding pending or threatened, investigation, regulatory notices or judicial orders against the Company, or any dispute between the Promoters and/or any Governmental Authority, or in relation to the security interest in relation to the Debentures, which could result in a Material Adverse Effect or affecting the Secured Property;
 - (f) Notify the Debenture Trustee in writing of any notice of any application for winding up having been made or receipt of any statutory notice of winding up under the provisions of the Act or any other notice under any other law or otherwise of any suit or legal process intended to be filed and affecting the title to the property of the Company;
 - (g) Notify the Debenture Trustee in writing of any one or more events, conditions or circumstances that exist or have occurred that has, had or could reasonably be expected to have a Material Adverse Effect.
 - (h) Notify the Debenture Trustee promptly in writing of any event which constitutes an Event of Default or Trigger Event or of circumstances existing which could give rise, with the passage of time or otherwise, to an Event of Default or Trigger Event, specifying the nature of such event and any steps the Company is taking and proposes to take to remedy the same.
 - (i) Notify the Debenture Trustee in writing of any change in shareholding of the Company.
 - (j) Notify the Debenture Trustee of any change to the constitutional documents of the Company.



- (k) Notify the Debenture Trustee in writing of any proposal by any Governmental Authority to acquire compulsorily the Company, or any part of the security herein or any part of the Company's assets (whether or not constituting an Event of Default).
- (l) Notify the Debenture Trustee of prepayment or notice of any prepayment in respect of any Financial Indebtedness of the Company.

(c) Affirmative Covenants

The Company undertakes and covenants that the Company shall until the Final Settlement Date:

- (i) Keep proper books of account and keep the said books of account and all other books, registers and documents relating to the affairs of the Company at its registered office or, where permitted by law, at other place or places where the books of account and documents of a similar nature may be kept and the Company will ensure that all entries in the same relating to the Secured Property, the other security interest in relation to the Debentures and the Debentures shall, upon notice and during the regular working hours of the Company be open for inspection of the Debenture Trustee and such person or persons, as the Debenture Trustee shall, from time to time, for that purpose appoint, and the Debenture Trustee or such person or persons so appointed shall be entitled to take copies or extracts of the registers of the company available for inspection.
- (ii) Permit the Debenture Trustee and such person, as the Debenture Trustee shall from time to time for that purpose appoint, to enter into or upon and to view and inspect the state and condition of all the Secured Property, with prior written notice of 7 (Seven) days to the Company, together with all records, registers relating to the Secured Property, only if approved by Majority Debenture Holders.
- (iii) Give to the Debenture Trustee any information, relating to the business, property and affairs of the Company, pursuant to a monitoring or servicing request of the Debenture Holders.
- (iv) Keep the Secured Property in a proper condition.
- (v) Utilise the funds raised through the Issue solely towards the Purpose and shall not utilise the funds raised through the Issue or any part thereof directly/indirectly towards capital markets (debt and equity), land acquisition or other uses that are restricted for bank financing by the RBI.
- (vi) Ensure that the Minimum Security Cover as stipulated in this Deed is maintained at all times;
- (vii) Ensure compliance with corporate governance and fair practices code prescribed by the RBI;
- (viii) Obtain, comply with and maintain all consents / licenses / authorisations as may be necessary for performing its obligations in relation to this Issue and for its business.
- (ix) Perform all of its obligations under the terms of the applicable Debenture Documents and maintain in full force and effect each of the Debenture Documents to which it is a party.



- (x) Maintain internal control for the purpose of (i) preventing fraud on monies lent by the Company; and (ii) preventing such monies being used for money laundering or illegal purposes.
- (xi) Ensure that the Promoters and their relatives (as such term is defined in the Act) shall continue to hold (either directly or indirectly) at least 76% (Seventy Six Percent) of the equity shareholding of the Company.
- (xii) Execute all such deeds, documents and assurances and do all such acts and things as the Debenture Trustee may reasonably require for exercising the rights under these presents and the Debentures or for effectuating and completing the Security intended to be hereby created and shall from time to time and at all times after the Security hereby constituted shall become enforceable, execute and do all such deeds, documents, assurance, acts, and things as the Debenture Trustee may require for facilitating realisation of the Secured Property and in particular the Company shall execute all transfers, conveyances, assignments and assurance of the Secured Property whether to the Debenture Trustee or to their nominees and shall give all notices and directions which the Debenture Trustee may think expedient.
- (xiii) At all times act and proceed in relation to its affairs and business in compliance with Applicable Law including inter alia the provisions of the Act, the listing agreement and the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI circular no. CIR/IMD/DF/17/2011 dated September 28, 2011 on Guidelines for Issue and Listing of Structured Products/ Market Linked Debentures, as amended from time to time, or any successor regulation thereto in force from time to time, in so far as they are applicable to the Debentures and shall furnish to the Debenture Trustee such data, information, statements and reports as may be deemed necessary by the Debenture Trustee in order to enable the Debenture Trustee to comply with the provisions of Regulation 15 of the SEBI (Debenture Trustees) Regulations, 1993 thereof in performance of their duties in accordance therewith to the extent applicable to the Debentures.
- (xiv) Promptly and expeditiously attend to and redress the grievances, if any, of the Debenture Holder(s). The Company further undertakes that it shall promptly comply with the suggestions and directions that may be given in this regard, from time to time, by the Debenture Trustee and shall advise the Debenture Trustee periodically of its compliance with this clause. At the request of any Debenture Holder(s), the Debenture Trustee shall, by notice to the Company call upon the Company to take appropriate steps to redress such grievance and shall, if necessary, at the request of any Debenture Holder(s) representing not less than one-tenth in value of the nominal amount of the Debentures for the time being outstanding, call a meeting of the Debenture Holder(s).

(d) Negative Covenants

The Company undertakes and covenants the following negative covenants:

- (i) The Company shall not, without the prior consent of the Debenture Trustee, create or attempt to create any charge over the Secured Property.



- (ii) The Company shall not declare or pay any dividend or make any distributions on its share capital (other than dividends or distributions payable on shares of the Company), unless:
 - A. the proposed payment or distribution is out of net income of the current Financial Year (excluding any amount resulting from the revaluation of any of the Company's assets);
 - B. no Event of Default or Trigger Event has occurred and is then continuing, or could occur or is reasonably likely to occur, as a result of such payment or declaration of any dividend or distribution and after giving effect to any such action;
 - C. the Company is in compliance with the certified covenants set out in the Debenture Trust Deed; and
 - D. the Company has paid or made satisfactory provision for the payment of the instalments of principal and Coupon due on the Debentures.
- (iii) The Company shall not, without the prior consent of the Debenture Trustee, enter into any transaction of merger, de-merger, consolidation, re-organization, scheme of arrangement or compromise with its creditors or shareholders or effect any scheme of amalgamation or reconstruction.
- (iv) The Company will not purchase or redeem any of its issued shares or reduce its share capital without the prior consent of the Debenture Trustee.
- (v) The Company shall not amend or modify clauses in its Memorandum of Association and Article of Association, where such amendment would have a Material Adverse Effect, without the prior consent of the Debenture Trustee.
- (vi) Any sale of assets/business/division by the Company that has the effect of exiting the business or re-structuring of the existing business, shall not be undertaken without the prior consent of the Debenture Trustee.
- (vii) The Company shall not undertake any major new business outside financial services or any diversification of its business outside financial services or change the general nature of its business from that which is permitted by RBI, without the prior consent of the Debenture Trustee.
- (viii) The Company will ensure that prior to the Final Settlement, there shall be no sale, disposal or transfer in any manner whatsoever of the equity shares held by the Promoter in the Company whereby the equity shareholding of the Promoters and their relatives (as such term is defined in the Act) in the Company (either directly or indirectly) shall not fall below 76% (Seventy Six Percent) nor shall the Promoters encumber (in any manner whatsoever) the equity shares held by the Promoters in the Company, without the prior consent of the Debenture Trustee.
- (ix) Until the Final Settlement Date, the Company shall procure and ensure that there shall not be any change in the Promoters of the Company, without the prior consent of the Debenture Trustee.
- (x) The Company shall not wind up, liquidate or dissolve its affairs unless such liquidation takes place in connection with a merger, consolidation or any other form of combination of the



Company with another company and the resulting entity or company assumes all obligations with respect to the Debentures.

- (xi) The Company shall not, without the prior consent of the Debenture Trustee, sell, transfer or otherwise dispose of all or substantially all of its assets other than any securitisation/portfolio sale of assets undertaken by the Company in the normal course of business of the Company.
- (xii) The Company shall not enter into any compromise or arrangement or settlement with any of its secured or unsecured creditors that would prejudicially affect the interests of the Debenture Holders without the prior consent of the Debenture Trustee.
- (xiii) The Company shall not enter into any transactions in the nature of loans or advances to a Related Party without the prior consent of the Debenture Holders, whereby the overall outstanding amount owed to the Company under all such transactions exceeds 20% (Twenty Percent) of its net worth (as defined in the Act). The Debenture Trustee or its representatives shall have access to any additional information that it/they deems necessary to monitor and evaluate this covenant till the Final Settlement Date.
- (xiv) The Company shall not amend or modify the Assignment Documents, without the prior consent of the Debenture Trustee.



SECTION 5: WILFUL DEFAULT RELATED DISCLOSURES

- (a) Name of the bank declaring the entity as a wilful defaulter: None
- (b) The year in which the entity is declared as a wilful defaulter: None
- (c) Outstanding amount when the entity is declared as a wilful defaulter: None
- (d) Name of the entity declared as a wilful defaulter: None
- (e) Steps taken, if any, for the removal from the list of wilful defaulters: None
- (f) Other disclosures, as deemed fit by the issuer in order to enable investors to take informed decisions: None
- (g) Any other disclosure as specified by the Board: None



SECTION 6: OTHER INFORMATION AND APPLICATION PROCESS

The Debentures being offered as part of the Issue are subject to the provisions of the Act, the Memorandum and Articles of Association of the Issuer, the terms of this Disclosure Document, the Private Placement Offer Letter, Application Form and other terms and conditions as may be incorporated in the Debenture Documents.

6.1 Mode of Transfer/Transmission of Debentures

The Debentures shall be transferable subject to the provisions of the Debenture Trust Deed. The Debenture(s) shall be transferred and/or transmitted in accordance with the applicable provisions of the Act and other Applicable Laws. The Debentures held in dematerialized form shall be transferred subject to and in accordance with the rules/procedures as prescribed by NSDL/CDSL and the relevant DPs of the transferor or transferee and any other Applicable Laws and rules notified in respect thereof. The normal procedure followed for transfer of securities held in dematerialized form shall be followed for transfer of these Debentures held in dematerialised form. The seller should give delivery instructions containing details of the buyer's DP account to his DP.

6.2 Debentures held in Dematerialised Form

The Debentures shall be held in dematerialised form and no action is required on the part of the Debenture Holder(s) for redemption purposes and the redemption proceeds will be paid by cheque/ECS/ NEFT/fund transfer/RTGS to those Debenture Holder(s) whose names appear on the list of beneficiaries maintained by the Depository(ies). The names would be as per Depository(ies) records on the record date fixed for the purpose of redemption. All such Debentures will be simultaneously redeemed through appropriate debit corporate action. If permitted, the Issuer may transfer payments required to be made in any relation by NEFT/RTGS to the bank account of the Debenture Holder(s) for redemption payments.

6.3 Sharing of Information

The Issuer may, at its option, but subject to Applicable Laws, use on its own, as well as exchange, share or part with any financial or other information about the Debenture Holder(s) available with the Issuer, with its subsidiaries and affiliates and other banks, financial institutions, credit bureaus, agencies, statutory bodies, as may be required and neither the Issuer nor its subsidiaries and affiliates nor their agents shall be liable for use of the aforesaid information.

6.4 Debenture Holder not a Shareholder

The Debenture Holder(s) shall not be entitled to any right and privileges of shareholders other than those available to them under the Act. The Debentures shall not confer upon the Debenture Holders the right to receive notice(s) or to attend and to vote at any general meeting(s) of the shareholders of the Issuer.

6.5 Right to accept or reject Applications

The Board of Directors/Committee of Directors reserves its full, unqualified and absolute right to accept or reject any application for subscription to the Debentures, in part or in full, without assigning any reason thereof.



6.6 Issue Procedure

Only Eligible Investors (as given hereunder) may apply for the Debentures by completing the Application Form in the prescribed format in block letters in English as per the instructions contained therein. The minimum number of Debentures that can be applied for and the multiples thereof shall be set out in the Application Form. No application can be made for a fraction of a Debenture. Application forms should be duly completed in all respects and applications not completed in the said manner are liable to be rejected. The name of the applicant's bank, type of account and account number must be duly completed by the applicant. This is required for the applicant's own safety and these details will be printed on the refund orders and /or redemptions warrants.

The applicant should transfer payments required to be made in relation to the Issue by NEFT/RTGS, to the bank account of the Issuer as per the details mentioned in paragraph 6.10 hereinbelow.

6.7 Application Procedure

Potential investors will be invited to subscribe by way of the Application Form prescribed in the Disclosure Document during the period between the Issue Opening Date and the Issue Closing Date (both dates inclusive) and by filling out Part - B of the Private Placement Offer Letter. The Issuer reserves the right to change the issue schedule including the Deemed Date of Allotment at its sole discretion, without giving any reasons or prior notice. The Issue will be open for subscription during the banking hours on each day during the period covered by the Issue Schedule.

6.8 Fictitious Application

All fictitious applications will be rejected.

6.9 Basis of Allotment

Notwithstanding anything stated elsewhere, Issuer reserves the right to accept or reject any application, in part or in full, without assigning any reason. Subject to the aforesaid, in case of over subscription, priority will be given to investors on a first come first serve basis. The investors will be required to remit the funds as well as submit the duly completed Application Form and Part - B of the Private Placement Offer Letter along with other necessary documents to Issuer by the Deemed Date of Allotment.

6.10 Payment Instructions

The Application Form should be submitted directly. The entire amount of Rs. 10,00,000/- (Rupees Ten Lakh only) per Debenture is payable along with the making of an application. Applicants can remit the application amount through RTGS or any other permitted mode on Pay-in Date. The details of the bank account of the Issuer for pay-in of application monies are as under:

Bank Name	Axis Bank
Bank Account No.	920020003584188
Account Type	Current A/c
Bank Branch Name and Address	Axis Bank Ltd., Trivandrum



IFS Code	UTIB0000113
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6.11 Eligible Investors

The following categories of investors, when specifically approached and have been identified upfront, are eligible to apply for this private placement of Debentures subject to fulfilling their respective investment norms/rules and compliance with laws applicable to them by submitting all the relevant documents along with the Application Form ("**Eligible Investors**"):

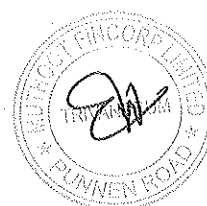
- a) Financial Institutions: registered under the Applicable Laws in India which are duly authorized to invest in Bonds
- b) Insurance companies
- c) Provident, Gratuity, Pension & Superannuation Funds
- d) Regional Rural Banks
- e) Mutual Funds
- f) Companies, Bodies Corporate authorized to Invest in bonds
- g) Trusts, Association of Persons, Societies registered under the Applicable Laws in India which are duly authorized to invest in bonds
- h) FPIs
- i) Individuals
- j) Scheduled Commercial Banks
- k) Co-operative Bank
- l) Partnership Firms
- m) HUF through Karta
- n) Any other person (not being an individual or a group of individuals) eligible to invest in the Debentures.

All Eligible Investors are required to check and comply with Applicable Law(s) including the relevant rules / regulations / guidelines applicable to them for investing in this Issue of Debentures and the Company, is not in any way, directly or indirectly, responsible for any statutory or regulatory breaches by any investor, neither is the Company required to check or confirm the same.

Although above investors are eligible to apply however only those investors, who are individually addressed through direct communication by the Company/ Arranger, are eligible to apply for the Debentures. No other person may apply. Hosting of the Information Memorandum on the website of the BSE should not be construed as an offer or an invitation to offer to subscribe to the Debentures and the same has been hosted only as it is stipulated under the SEBI (ILDS) Regulations. Eligible Investors should check their eligibility before making any investment.

All potential investors are required to comply with the relevant regulations/guidelines applicable to them for investing in this issue of Debentures.

Note: Participation by potential investors in the Issue may be subject to statutory and/or regulatory requirements applicable to them in connection with subscription to Indian securities by such categories of persons or entities. Applicants are advised to ensure that they comply with all regulatory requirements



applicable to them, including exchange controls and other requirements. Applicants ought to seek independent legal and regulatory advice in relation to the laws applicable to them.

6.12 Procedure for Applying for Dematerialised Facility

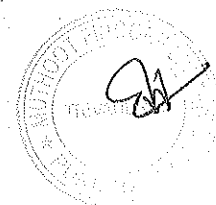
- (a) The applicant must have at least one beneficiary account with any of the DP's of NSDL/CDSL prior to making the application.
- (b) The applicant must necessarily fill in the details (including the beneficiary account number and DP - ID) appearing in the Application Form under the heading "Details for Issue of Debentures in Electronic/Dematerialised Form".
- (c) Debentures allotted to an applicant will be credited to the applicant's respective beneficiary account(s) with the DP.
- (d) For subscribing to the Debentures, names in the Application Form should be identical to those appearing in the details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details maintained with the DP.
- (e) If incomplete/incorrect details are given under the heading "Details for Issue of Debentures in Electronic/Dematerialised Form" in the Application Form, it will be deemed to be an incomplete application and the same may be held liable for rejection at the sole discretion of the Issuer.
- (f) For allotment of Debentures, the address, nomination details and other details of the applicant as registered with his/her DP shall be used for all correspondence with the applicant. The applicant is therefore responsible for the correctness of his/her demographic details given in the Application Form vis-a-vis those with his/her DP. In case the information is incorrect or insufficient, the Issuer would not be liable for the losses, if any.
- (g) The redemption amount or other benefits would be paid to those Debenture Holders whose names appear on the list of beneficial owners maintained by the Depository(ies) as on the record date. In case of those Debentures for which the beneficial owner is not identified in the records of the Depository(ies) as on the record date, the Issuer would keep in abeyance the payment of the redemption amount or other benefits, until such time that the beneficial owner is identified by the Depository(ies) and conveyed to the Issuer, whereupon the redemption amount and benefits will be paid to the beneficiaries, as identified.

6.13 Depository Arrangements

The Issuer shall make necessary arrangement with CDSL and / or NSDL for issue and holding of Debenture in dematerialised form.

6.14 List of Beneficiaries

The Issuer shall request the Depository(ies) to provide a list of beneficiaries as at the end of each record date. This shall be the list, which will be used for payment or repayment of redemption monies.



6.15 Application under Power of Attorney

A certified true copy of the power of attorney or the relevant authority as the case may be along with the names and specimen signature(s) of all the authorized signatories of the investor and the tax exemption certificate/document of the investor, if any, must be lodged along with the submission of the completed Application Form. Further modifications/additions in the power of attorney or authority should be notified to the Issuer or to its agents or to such other person(s) at such other address(es) as may be specified by the Issuer from time to time through a suitable communication.

In case of an application made by companies under a power of attorney or resolution or authority, a certified true copy thereof along with memorandum and articles of association and/or bye-laws along with other constitutional documents must be attached to the Application Form at the time of making the application, failing which, the Issuer reserves the full, unqualified and absolute right to accept or reject any application in whole or in part and in either case without assigning any reason thereto. Names and specimen signatures of all the authorized signatories must also be lodged along with the submission of the completed Application Form.

6.16 Procedure for application by mutual funds

The investor should make a separate application in respect of each scheme of the mutual fund registered with the SEBI and such applications will not be treated as multiple application, provided that the application made by the investor clearly indicated their intention as to the scheme for which the application has been made.

The application forms duly filled shall clearly indicate the name of the concerned scheme for which application is being made and must be accompanied by certified true copies of:

- (a) SEBI registration certificate
- (b) Resolution authorizing investment and containing operating instructions
- (c) Specimen signature of authorized signatories

6.17 Applications to be accompanied with Bank Account Details

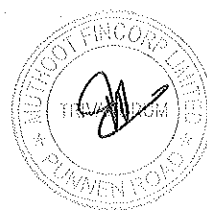
Every application shall be required to be accompanied by the bank account details of the applicant and the magnetic ink character reader code of the bank for the purpose of availing direct credit of redemption amount and all other amounts payable to the Debenture Holder(s) through NEFT/RTGS.

6.18 Mode of Payment

All payments must be made through NEFT/RTGS/Cheque/ Fund Transfer as set out in the Application Form.

6.19 Refunds

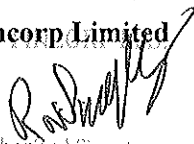
For applicants whose applications have been rejected or allotted in part, refund orders will be dispatched within 7 (Seven) days from the Deemed Date of Allotment of the Debentures.



SECTION 7: DECLARATION

The Issuer declares that all the relevant provisions in the regulations/guideline issued by SEBI and other Applicable Laws have been complied with and no statement made in this Information Memorandum is contrary to the provisions of the regulations/guidelines issued by SEBI and other Applicable Laws, as the case may be. The information contained in this Information Memorandum is as applicable to privately placed debt securities and subject to the information available with the Issuer. The extent of disclosures made in the Information Memorandum is consistent with disclosures permitted by regulatory authorities to the issue of securities made by the companies in the past.

For **Muthoot Fincorp Limited**



Authorised Signatory

Authorised Signatory

Name: Nadana Sabapathy R

Title: VP - Resource Planning

Date: March 16, 2021



ANNEXURE I: FORMAT OF APPLICATION FORM

Serial No. 01

Addressed to: _____

MUTHOOT FINCORP LIMITED
(CIN: U65929KL1997PLC011518)

(A Public Limited Company Incorporated under the Companies Act, 1956 (Registered as a Non-Banking Financial Company within the meaning of the Reserve Bank of India Act, 1934 (2 of 1934)) and validly existing under the Companies Act, 2013.)

Date of Incorporation: June 10, 1997

Registered Office: Muthoot Centre, TC No 14/2074-7 Punnen Road Trivandrum – 695 039, Kerala;

Tel: +91 471 491 1550, **Fax:** +91 471 233 1560; **Corporate Office:** Muthoot Centre, Near Spencer Junction, M.G. Road, Trivandrum – 695 001, **Kerala Tel:** +91 471 491 1430, **Fax:** +91 471 491 **Website:** www.muthootfincorp.com

Contact Person: Mr. T.D. Mathai; **Email:** cs@muthootfincorp.com; **Tel:** +91 471 491 1563; **Fax:** +91 471 233 1560

DEBENTURE APPLICATION FORM SERIAL NO.

0 0 0 0 0 0 0 0 0

ISSUE OF UP TO 2,250 (TWO THOUSAND TWO HUNDRED AND FIFTY) RATED, LISTED, SENIOR, SECURED, REDEEMABLE, PRINCIPAL PROTECTED MARKET-LINKED, NON-CONVERTIBLE DEBENTURES HAVING A FACE VALUE OF RS. 10,00,000/- (RUPEES TEN LAKHS ONLY) EACH, OF THE AGGREGATE NOMINAL VALUE OF UP TO RS. 225,00,00,000/- (RUPEES TWO HUNDRED AND TWENTY FIVE CRORES ONLY), IN A SINGLE SERIES ON A PRIVATE PLACEMENT BASIS

DEBENTURES APPLIED FOR:

Number of Debentures _____ in words _____

Amount Rs. _____/- in words Rupees _____ Crore Only

DETAILS OF PAYMENT:

RTGS

No. _____ Drawn on _____

Funds transferred to Muthoot Fincorp Limited (*insert bank account details*)

Dated _____

Total Amount Enclosed

(In Figures) Rs. _____/- (In words) _____ Only



APPLICANT'S NAME IN FULL (CAPITALS)

SPECIMEN

SIGNATURE

--	--

APPLICANT'S ADDRESS

ADDRESS																			
STREET																			
CITY																			
PIN																			
PHONE																			
FAX																			

APPLICANT'S PAN/GIR NO. _____ IT CIRCLE/WARD/DISTRICT _____

WE ARE () COMPANY () OTHERS () SPECIFY _____

We have read and understood the Terms and Conditions of the issue of Debentures including the Risk Factors described in the Disclosure Document and the Private Placement Offer Letter and have considered these in making our decision to apply. We bind ourselves to these Terms and Conditions and wish to apply for allotment of these Debentures. We request you to please place our name(s) on the Register of Holders.

Name of the Authorised Signatory(ies)	Designation	Signature

Applicant's
Signature

We the undersigned, are agreeable to holding the Debentures of the Company in dematerialised form. Details of my/our Beneficial Owner Account are given below:

DEPOSITORY	NSDL () CDSL ()
DEPOSITORY PARTICIPANT NAME	
DP-ID	
BENEFICIARY ACCOUNT NUMBER	
NAME OF THE APPLICANT(S)	

Applicant Bank Account:	
(Settlement by way of Cheque / Demand Draft / Pay Order / Direct Credit / ECS / NEFT/RTGS/other permitted mechanisms)	



FOR OFFICE USE ONLY	FOR OFFICE USE ONLY
DATE OF RECEIPT _____	DATE OF CLEARANCE _____

(Note: Cheque and Drafts are subject to realisation)

Applicant's
Signature

FOR OFFICE USE ONLY	FOR OFFICE USE ONLY
DATE OF RECEIPT _____	DATE OF CLEARANCE _____

(Note: Cheque and Drafts are subject to realisation)

----- (TEAR HERE) -----

ACKNOWLEDGMENT SLIP

(To be filled in by Applicant) SERIAL NO.	-	-	-	-	-	-	-	-
---	---	---	---	---	---	---	---	---

Received from

Address _____	
Cheque/Draft/UTR # _____	Drawn on _____ for
Rs. _____	on account of application of _____ Debenture

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ANNEXURE II: ILLUSTRATION OF CASH FLOWS

Illustration of Bond Cash Flows	
Company	Muthoot Fincorp Limited
Face Value (per security)	Rs. 10,00,000/- (Rupees Ten Lakh only)
Issue Date	March 16, 2021
Date of Allotment	March 16, 2021
Call Option Date	March 16, 2023
Scheduled Maturity Date	March 16, 2024
Coupon Rate	As set out in the Appendix hereinafter
Frequency of the Coupon Payment with specified dates	As set out in the Appendix hereinafter
Day Count Convention	Actual/Actual

Cashflows Per Debenture

Particulars	Call Option Date	No. of Days	Amount (in INR)
Coupon, if any	March 16, 2023	730	Rs. 1,82,656/- Per Debenture
Face Value	-	-	Rs. 10,00,000/- Per Debenture
Total		730	Rs. 11,82,656/- Per Debenture

APPENDIX – PAYMENT OF INTEREST ON THE DEBENTURES

The Debenture Holders shall be paid Coupon in the manner set out hereinbelow. The Coupon will be linked to the performance of the Underlying Index. The parameters to be used for determining the Coupon are as follows:

<i>Underlying Index</i>	5.77 G-Sec 2030
<i>Initial Fixing Level</i>	The last traded closing value/price of the Underlying Index as on the Initial Fixing Date, as published by The Board of Financial Benchmarks India Pvt. Ltd. on www.fbil.org.in
<i>Final Fixing Level</i>	The last traded closing value/price of the Underlying Index as on the Final Fixing Date, as published by The Board of Financial Benchmarks India Pvt. Ltd. on www.fbil.org.in In case, due to any reason whatsoever, the last traded closing value/price of the Underlying Index on the Final Fixing Date is not available/visible for the purposes of determining the Final Fixing Level, then, the last determined/known official closing value/price of the Underlying Index immediately preceding the Final Fixing



	Date will be considered for the purposes of determining the Final Fixing Level.						
<i>Coupon Rate</i>	If Final Fixing Level is greater than -75% (Negative Seventy Five Percent) of Initial Fixing Level, then the Coupon payable shall be an amount which provides a rate of return (calculated on XIRR basis using the Microsoft Excel function) of 8.75% (Eight Decimal Point Seven Five Percent) on the principal amount of the Debentures. In all other scenarios, the Coupon payable would be NIL. Therefore, based on '<i>Underlying Index Performance</i>', corresponding '<i>Annualized Coupon Rate function</i>' will be applicable <table border="1"> <thead> <tr> <th><i>Underlying Index Performance</i></th><th><i>'Annualized Coupon Rate' function</i></th></tr> </thead> <tbody> <tr> <td><= -75%</td><td>0%</td></tr> <tr> <td>> -75%</td><td>8.75% XIRR</td></tr> </tbody> </table> (1) In the event there is any downgrade in the rating of the Debentures, the Coupon Rate shall stand automatically increased by a spread of 50 (Fifty) basis points for each notch of rating downgrade; provided that in the event there are multiple ratings for the Debentures, the lowest of all available ratings of the Debentures shall be considered; and (2) Upon the occurrence of a Trigger Event, the Coupon Rate shall stand automatically increased to the rate of 12.75% (Twelve Decimal Point Seven Five Percent) (on XIRR basis) on the principal amounts outstanding on the Debentures. For avoidance of any doubt, it is hereby clarified that such increased Coupon Rate shall be applicable for the period commencing from the Deemed Date of Allotment till the Final Settlement Date. It is also hereby clarified that upon the occurrence of any Trigger Event, the Coupon Rate shall stand capped at the rate set out in paragraph (2) above, without prejudice however to the Default Interest payable over and above the applicable Coupon Rate upon the occurrence of any Event of Default.	<i>Underlying Index Performance</i>	<i>'Annualized Coupon Rate' function</i>	<= -75%	0%	> -75%	8.75% XIRR
<i>Underlying Index Performance</i>	<i>'Annualized Coupon Rate' function</i>						
<= -75%	0%						
> -75%	8.75% XIRR						

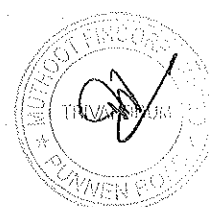


<i>Underlying Index Performance</i>	Shall mean the performance of Underlying Index on the Final Fixing Date in comparison to the Initial Fixing Date, as follows: $\left(\frac{\text{Final Fixing Level}}{\text{Initial Fixing Level}} \right) - 1$
<i>Coupon Amount</i>	<i>Face Value</i> $* [(1 + \text{Annualized Coupon Rate})^{(\text{Tenor in Days}/365)} - 1]$
<i>Date of Coupon Payment</i>	The Coupon is promised to be paid on the Scheduled Maturity Date or the Call Option Date, as the case may be. However, the Company is required to make principal and Coupon payments in relation to the Debentures upon the occurrence of any Trigger Event on the Expected Payout Dates. The schedule of Expected Payout Dates shall be drawn up by the Company upon the occurrence of any Trigger Event and revised from time to time based on realisations on the Identified Receivables (and shared with the Debenture Trustee and SPV Trustee from time to time) such that the dates on which payments are made post the occurrence of any Trigger Event in accordance with the Transaction Documents falls on the 16 th day of every calendar month.

Scenario Analysis***1. Tabular Representation**

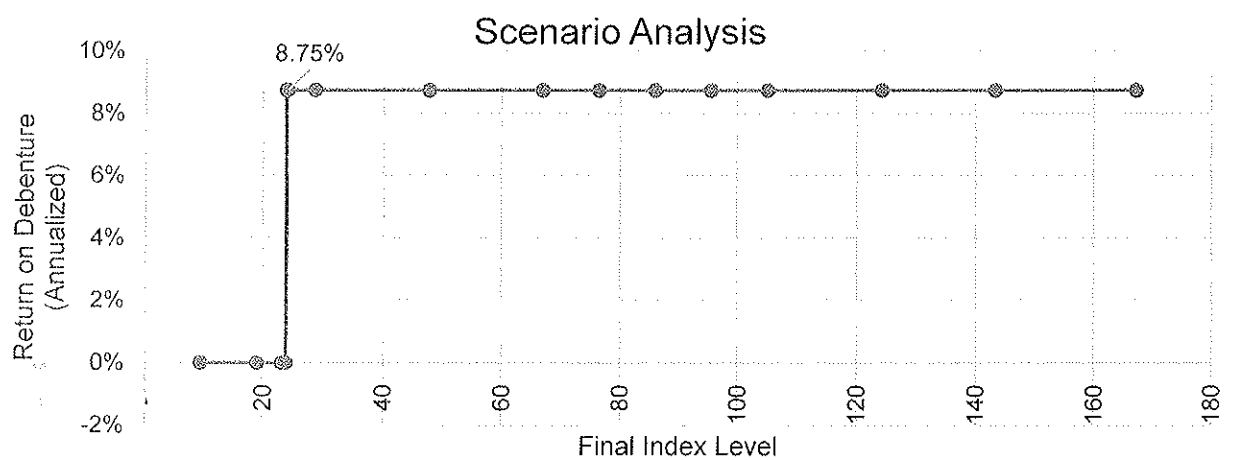
(Assuming initial level of Underlying Index is 95.60)

Initial Index Level	Final Index Level	Performance of Reference Index	Return on Debenture	Initial Investment in MLD (INR)	Redemption Amount (INR)
95.6000	9.5600	-90.00%	0.0000%	10,00,000	10,00,000
95.6000	19.1200	-80.00%	0.0000%	10,00,000	10,00,000
95.6000	23.9000	-75.00%	0.0000%	10,00,000	10,00,000
95.6000	57.3600	-40.00%	18.2656%	10,00,000	11,82,656
95.6000	86.0400	-10.00%	18.2656%	10,00,000	11,82,656
95.6000	95.6000	0.00%	18.2656%	10,00,000	11,82,656
95.6000	105.1600	10.00%	18.2656%	10,00,000	11,82,656
95.6000	124.2800	30.00%	18.2656%	10,00,000	11,82,656
95.6000	143.4000	50.00%	18.2656%	10,00,000	11,82,656
95.6000	167.3000	75.00%	18.2656%	10,00,000	11,82,656
95.6000	181.6400	90.00%	18.2656%	10,00,000	11,82,656



2. Graphical Representation

(Assuming initial level of the Underlying Index is 95.60)



ANNEXURE III: AUDITED CASH FLOW STATEMENT

REFORMATTED STANDALONE STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED 31st March 2018			
	Particulars	As at 31st March 2018	As at 31st March 2017
a)	Cash Flow from operating activities		
	Net profit after taxation and extraordinary items	15,152.59	11,607.06
	<i>Non cash adjustments to reconcile profit before tax to net cash flows:</i>		
	Depreciation & amortization	7,078.60	7,762.09
	Profit/ (loss) on sale of fixed assets	55.07	-3.17
	Assets written off	124.61	-
	Provisions and write offs	6,671.97	2,254.27
	Bad debts written off	8.47	1,680.14
	Net gain on sale of current investments	-1,200.28	-1,504.12
	Dividend income	-18.77	-15.9
	Operating profit before working capital changes	27,872.26	21,780.37
	<i>Movement in Working Capital</i>		
	(Increase) / decrease in short term loans and advances	1,13,186.72	1,85,255.56
	(Increase) / decrease in long term loans and advances	14,885.19	14,426.34
	(Increase) / decrease in other current assets	-4,654.70	20,112.44
	Increase / (decrease) in other current liabilities	468.47	8,791.36
	Cash generated from operation	-74,615.50	1,60,369.93
	Direct taxes paid (net of refund)	-9,330.43	-9,953.64
	Net cash flow from /(used in) operating activities (A)	-83,945.93	1,70,323.57
b)	Cash Flow from investing activities		
	Purchase of fixed and tangible assets	-3,718.78	-9,000.19
	Purchase / Sale of investments	3,008.04	-7,551.58



	Sale of fixed assets	103	42.40
	Investment in Subsidiary company	-6,305.97	-2,000.00
	Profit/Loss on sale of fixed assets/investments	1,145.21	1,507.30
	Dividend received	18.77	15.9
	Net cash flow from /(used in) investing activities (B)	-5,749.73	16,986.17
c)	Cash flow from financing activities		
	(Increase) / decrease of short term borrowings	1,11,166.54	1,77,324.83
	(Increase) / decrease of long term borrowings	-28,113.44	11,474.58
	Fresh issue of shares	0	15,000.00
	Dividend and Dividend tax paid	-1,684.25	0
	Net cash flow from /(used in) financing activities (C)	81,368.85	1,80,850.25
	Net increase / (decrease) in cash and cash equivalents (A + B + C)	-8,326.81	-6,459.49
	Cash and cash equivalents at the beginning of the year	40,788.00	47,247.49
	Cash and cash equivalents at the end of the year	32,461.19	40,788.00

Particulars	As at March 31, 2020	As at March 31, 2019
A Cash flow from Operating activities		
Net Profit before taxation	30,428.32	23,771.82
<i>Adjustments to reconcile profit before tax to net cash flows:</i>		
Add: Depreciation, amortisation and impairment	20,454.08	6,996.09
Add: Impairment on financial instruments	7,959.93	2,638.88
Add: Finance cost	137,358.83	1,30,051.56
Add: Provision for Gratuity	328.27	226.98
Add: Provision for Compensated absense	(105.21)	13.09



Add: Unrealised loss / (gain) on investment	(160.97)	259.41
Add: (Income) / loss on investments	-	(220.64)
Less: Dividend income	(22.54)	(18.88)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	196,240.71	1,63,718.32
Adjustments for:		
(Increase)/Decrease in Trade receivables	(81.94)	435.61
(Increase)/Decrease in Bank balances other than cash and cash equivalents	4,833.46	(1,412.62)
(Increase)/Decrease in Loans	(210,085.15)	(1,734.12)
(Increase)/Decrease in Other financial asset	13,514.13	7,133.87
(Increase)/Decrease in Other non-financial asset	4,448.58	(529.12)
Increase/(Decrease) in Other financial liabilities	729.19	(9,713.98)
Increase/(Decrease) in Other non financial liabilities	1,844.75	688.04
Increase/(Decrease) in Trade payables	(9,234.97)	45,100.61
Increase/(Decrease) in Provisions	(69.51)	(16.58)
Cash generated from operations	2,139.24	2,03,670.03
Finance cost paid	(139,383.94)	(1,30,796.22)
Income tax paid	(12,834.72)	(5,908.14)
Net cash flows used in operating activities	(150,079.42)	66,965.67
B Cash flow from Investing activities		
Purchase of property, plant and equipment and intangible assets	(2,314.18)	(5,431.72)
Proceeds from sale of property, plant and equipments	-	534.93
Investment made in alternate investment fund	123.77	(80.00)
Proceeds from (purchase) / sale of securities	111.14	7.33
Proceeds from (purchase) / sale of debt securities	(320.00)	57.49
Investments in unquoted equity shares	-	(6.52)



Acquisition of shares in subsidiaries	(2,500.02)	(2,499.85)
Dividend income	22.54	18.88
Income from investments	-	220.64
Net cash used in investing activities	(4,876.76)	(7,178.81)
C Cash flow from Financing activities		
Increase / (decrease) in debt securities	62,612.47	(31,454.26)
Increase / (decrease) in borrowings (other than debt securities)	142,795.98	(34,857.11)
Increase / (decrease) in subordinated liabilities	(12,905.79)	6,193.45
Payment of lease liabilities	(16,572.01)	-
Dividend paid (including tax on dividend)	(16,346.56)	(2,335.22)
Net cash from/(used in) financing activities	159,584.08	(62,453.14)
D Net increase/(decrease) in cash and cash equivalents (A+B+C)	4,627.91	(2,666.28)
Cash and cash equivalents at April 01	25,389.37	28,055.65
Cash and cash equivalents at 31st March 2019/2020	30,017.28	25,389.37

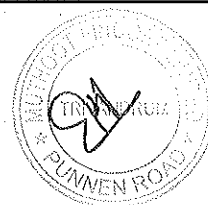


ANNEXURE IV: FINANCIAL POSITION OF THE COMPANY**MUTHOOT FINCORP LIMITED**

Muthoot Centre, Punneu Road, Trivandrum, Kerala-695039

BALANCE SHEET AS AT 30TH SEPT 2020

Particulars	Note	(Rs. in lakhs)	
		As at 30th Sept 2020	As at 30th Sept 2019
ASSETS			
1 Financial assets			
a) Cash and cash equivalents	5	1,53,046.96	26,465.01
b) Bank Balance other than (a) above	6	3,763.24	4,886.55
c) Receivables			
(i) Trade Receivables	7	3,031.53	2,557.63
(ii) Other Receivables		-	-
d) Loans	8	15,74,989.73	12,47,561.82
e) Investments	9	1,57,379.97	1,71,271.80
f) Other Financial assets	10	16,131.83	28,908.42
2 Non-financial Assets			
a) Current tax assets (Net)		-	-
b) Deferred tax assets (Net)		-	-
c) Investment Property	11	30,246.61	30,133.95
d) Property, Plant and Equipment	12	42,521.36	46,869.25
e) Other Intangible assets	13	933.80	340.59
f) Right of Use Assets	14	38,073.21	42,650.92
g) Other non financial assets	15	36,243.00	34,804.55
Total assets		20,56,361.25	16,36,470.48
LIABILITIES AND EQUITY			
LIABILITIES			
1 Financial Liabilities			
a) Payables	16		
(i) Trade Payables			
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		-	-
(ii) Other Payables			
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		17,286.01	56,349.30
b) Debt Securities	17	3,06,491.26	1,285.14
c) Borrowings (other than debt securities)	18	10,69,541.09	9,01,480.91
d) Lease Liability	14	42,340.97	44,042.80
e) Subordinated Liabilities	19	2,52,433.31	2,62,443.97
f) Other Financial liabilities	20	44,514.82	38,798.27
2 Non-financial Liabilities			
a) Current tax liabilities (net)		1,664.02	5,791.22
b) Provisions	21	2,718.86	2,227.43
c) Deferred tax liabilities (net)	33	22,131.20	27,660.65
d) Other non-financial liabilities	22	864.58	1,514.67
3 Equity			
a) Equity share capital	23	19,370.56	19,370.56
b) Other equity	24	2,77,004.57	2,75,505.58
Total Liabilities and Equity		20,56,361.25	16,36,470.48



MUTHOOT FINCORP LIMITED

Muthoot Centre, Punnar Road, Trivandrum, Kerala-695039

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 30TH SEPT 2020

(Rs. in lakhs)

Particulars	Notes	For the year ended 30th Sept 2020	For the year ended 30th Sept 2019
Revenue from operations			
(i) Interest income	25	1,26,094.06	1,16,789.04
(ii) Dividend income		4.26	7.42
(iii) Rental income		259.64	267.19
(iv) Fees and commission income		3,090.23	4,622.55
(v) Net Gain on fair value changes		-	174.66
(vi) Net gain on derecognition of financial instruments under amortised cost category	26	11,286.78	8,787.88
(vii) Others	27	925.56	1,045.67
(I) Total Revenue from operations		1,41,660.54	1,31,694.41
(II) Other Income		16.95	18.55
(III) Total Income (I + II)		1,41,677.49	1,31,712.96
Expenses			
(i) Finance costs	28	73,157.48	65,229.77
(ii) Impairment of financial instruments	29	3,270.81	6,084.42
(iii) Net Loss on fair value changes	26	6.47	-
(iii) Employee benefit expenses	30	18,945.79	23,748.98
(iv) Depreciation, amortization and impairment	31	11,157.37	10,529.52
(v) Other expenses	32	14,059.38	12,165.48
(IV) Total Expenses		1,20,597.30	1,17,758.17
(V) Profit/(loss) before tax (III- IV)		21,080.19	13,954.79
(VI) Tax Expense:			
(1) Current tax		6,428.83	5,310.69
(2) Deferred tax		-2,018.15	-1,789.41
(VII) Profit/(loss) for the year (V-VI)		16,669.50	10,433.51
(VIII) Other Comprehensive Income			
A (i) Items that will not be classified to profit or loss			
Net Gain/(loss) on equity instruments measured through Other Comprehensive Income		(20,890.37)	-12,265.48
Actuarial gain/(loss) on employee benefits through OCI		(33.34)	25.49
(ii) Income tax relating to items that will not be reclassified to profit or loss		5,291.25	2,853.16
Subtotal (A)		(15,732.46)	(9,386.83)
B (i) Items that will be classified to profit or loss			
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Subtotal (B)		-	-
Other Comprehensive Income (A + B)		(15,732.46)	(9,386.83)
(IX) Total Comprehensive Income for the period (VIII+IX) (Comprising Profit (Loss) and Other Comprehensive Income for the period)		937.04	1,046.68
(X) Earnings per equity share (for continuing operations)			
Basic (Rs.)		8.61	5.39
Diluted (Rs.)		8.61	5.39

MUTHOOT FINCORP LIMITED

Muthoot Centre, Punnery Road, Trivandrum, Kerala-695009

STANDALONE BALANCE SHEET AS AT 31st March 2019

(Rs. in Lakhs)

Particulars	Note	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
ASSETS				
1 Financial assets				
a) Cash and cash equivalents	5	25,149.37	21,655.63	37,600.41
b) Bank Balance other than above	6	5,816.36	4,405.54	3,757.59
c) Receivables				
Trade Receivables	7	2,836.99	3,372.34	2,100.00
d) Loans	8	1,186,469.41	1,149,374.17	1,678,448.74
e) Investments	9	184,770.61	155,443.23	142,959.15
f) Other Financial assets	10	26,561.59	36,695.46	17,515.25
2 Non-financial Assets				
a) Current tax assets (net)				6,356.53
b) Investment Property	11	39,096.71	50,031.41	59,012.94
c) Property, Plant and Equipment	12	49,655.41	51,626.60	58,518.22
d) Other Intangible assets	13	449.56	645.16	315.78
e) Other non-financial assets	14	35,341.90	34,813.96	67,625.63
Total assets		1,553,789.65	1,564,160.33	1,436,818.27
LIABILITIES AND EQUITY				
LIABILITIES				
Financial Liabilities				
1 Payables	15			
a) Trade Payables				
(i) total outstanding dues of micro enterprises and small enterprises		-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		-	-	-
(b) Other Payables				
(i) total outstanding dues of micro enterprises and small enterprises		1.69	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		46,113.44	5,014.52	1,399.64
b) Debt Securities	16	24,119.00	55,573.70	153,667.94
c) Borrowings (other than debt securities)	17	826,360.14	861,952.31	731,508.60
d) Subordinated Liabilities	18	271,025.69	268,844.60	242,784.59
e) Other Financial liabilities	19	46,245.74	35,650.92	61,972.78
2 Non-financial Liabilities				
a) Current tax liabilities (net)		3,659.10	127.91	-
b) Provisions	20	2,157.83	1,817.75	1,744.84
c) Deferred tax liabilities (net)	21	45,271.18	56,655.61	17,105.36
d) Other non-financial liabilities	21	1,630.12	948.94	1,412.45
3 Equity				
a) Equity share capital	22	19,170.56	19,170.56	19,170.56
b) Other equity	23	260,126.16	249,789.77	210,381.23
Total Liabilities and Equity		1,553,789.65	1,564,160.33	1,436,818.27

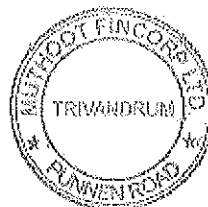
See accompanying notes to the Financial Statements

116.4

In terms of our report of even date attached.

For Mageshmani & Co
Chartered Accountants
Firm Regd. No - 061559 SH. Sreenivasan
Partner
M.No 020566

For and on behalf of the Board of Directors,

Thomas John Muthoot
Managing Director
DIR: 02011618
Thomas George Mathan
Director
DIR: 00011552
Thomas Muthoot
Executive Director and
Chief Financial Officer
DIR: 02082899
Thomas George Mathan
Director
DIR: 00011552Date: 30/03/2019
Place: Kochi

MUTHOOT FINCORP LIMITED
Muthoot Centre, Pannien Road, Trivandrum, Kerala-695039

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st March 2019

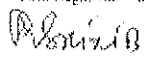
(In Lakhs)

Particulars	Notes	For the year ended 31st March 2019	For the year ended 31st March 2018
Revenue from operations			
(i) Interest income	24	227,775.81	296,673.32
(ii) Dividend income		18.88	18.75
(iii) Rental income		672.85	457.39
(iv) Fees and commission income		9,216.20	8,054.48
(v) Net gain on derecognition of financial instruments under assumed cost category		8,626.04	299.88
(vi) Others	25	2,422.89	3,882.83
(I) Total Revenue from operations		240,521.67	218,654.61
(II) Other Income		134.15	81.42
(III) Total Income (I + II)		240,655.82	218,736.03
Expenses			
(i) Finance costs	26	130,951.56	112,576.13
(ii) Impairment on financial instruments	27	2,638.88	5,350.45
(iii) Net loss on fair value changes	28	250.45	565.22
(iv) Employee benefits expenses	29	43,999.92	39,044.89
(v) Depreciation, amortisation and impairment	30	6,996.09	7,693.66
(vi) Other expenses	31	41,647.31	56,579.61
(IV) Total Expenses		224,693.18	201,828.31
(V) Profit before tax (III - IV)		15,962.64	16,907.72
(VI) Tax Expense:			
(1) Current tax		9,439.32	5,274.75
(2) Deferred tax		(6,213.35)	(2,353.46)
(VII) Profit for the year (V - VI)		15,548.85	12,588.87
(VIII) Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss			
Net gain / (loss) on equity investments measured through other comprehensive income		(3,354.76)	45,541.17
Reversal of the deferred benefit liability		(16.58)	412.53
(ii) Income tax relating to items that will not be reclassified to profit or loss		1,171.08	(15,203.33)
Subtotal (A)		(2,180.23)	30,750.37
B (i) Items that will be reclassified to profit or loss			
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
Subtotal (B)		-	-
Other Comprehensive Income (A+B)		(2,180.23)	30,750.37
(IX) Total Comprehensive Income for the year (VII + VIII)		13,368.61	41,639.05
(X) Earnings per equity share	32		
Basic (Rs.)		8.03	6.50
Diluted (Rs.)		8.03	6.50

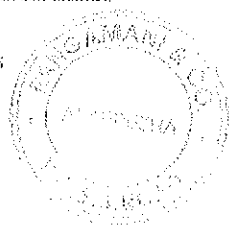
See accompanying notes to the financial statements

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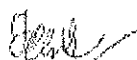
In terms of our report of even date attached
For Rangam & Co
Chartered Accountants
Firm Regd. No. - 001950/S

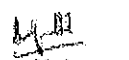


R. Srinivasan
Partner
M No. 020565



For and on behalf of the Board of Directors,


Thomas John Muthoot
Managing Director
DIN: 00011618


Thomas Muthoot
Executive Director &
Chief Financial Officer
DIN: 00012099


Thomas George Muthoot
Director
DIN: 00011552


N. S. S. S. S.
Company Secretary



Date: 30/03/2019
Place: Kochi

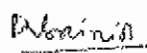


MUTHOOT FINCORP LIMITED
Muthoot Centre, Poonen Road, Trivandrum, Kerala-695039

STANDALONE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31st March 2019

Particulars	As at 31st March 2019	As at 31st March 2018
A Cash flow from Operating activities		
Net Profit before taxation	25,771.82	15,630.12
Adjustments to reconcile profit before tax to net cash flow:		
Add: Depreciation, amortization and impairment	5,896.09	7,038.60
Add: Impairment on financial instruments	2,638.68	5,017.20
Add: Finance cost	135,051.56	112,576.11
Add: Provision for Creditors	226.98	661.72
Add: Provision for Contingent liability	13.09	(38.62)
Add: Realized loss on investment	259.41	165.22
Less: Interest income on investments	(220.64)	(764.65)
Less: Dividend income	(18.85)	(18.72)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	161,718.32	149,116.83
Adjustments for:		
(Increase)/Decrease in Trade receivables	435.61	(1,169.35)
(Increase)/Decrease in Bank balances other than cash and cash equivalents	(3,412.62)	(642.65)
(Increase)/Decrease in Loans	(4,734.12)	(115,062.72)
(Increase)/Decrease in Other financial asset	7,133.87	(18,560.18)
(Increase)/Decrease in Other non-financial asset	(529.12)	28,014.86
Increase/(Decrease) in Other financial liabilities	(9,213.08)	(6,011.05)
Increase/(Decrease) in Other non-financial liabilities	488.04	(574.32)
Increase/(Decrease) in Trade payables	45,105.61	(285.12)
Increase/(Decrease) in Provisions	(16.88)	412.55
Cash generated from operations	201,670.01	25,301.30
Finance cost paid	(156,795.22)	(113,067.12)
Interest received	(5,998.14)	(8,310.56)
Net cash flow from operating activities	66,965.67	(97,076.38)
B Cash flow from Investing activities		
Purchase of property, plant and equipment and intangible assets	(5,434.72)	(1,714.02)
Proceeds from sale of property, plant and equipments	534.93	264.42
Investment made in alternate investment fund	(80.00)	
Proceeds from purchase/sale of securities	7.31	(736.34)
Proceeds from purchase/sale of debt securities	57.49	16,364.65
Investment in unquoted equity shares	(6.52)	(880.47)
Acquisition of shares in subsidiaries	(2,899.85)	(8,365.82)
Dividend income	18.85	18.72
Interest received on investments	220.64	764.65
Net cash used in investing activities	(7,176.81)	(234.12)
C Cash flow from Financing activities		
Increase/(decrease) in debt securities	(31,454.26)	(25,056.22)
Increase/(decrease) in borrowings (other than debt securities)	(34,837.11)	141,823.84
Increase/(decrease) in reorganized liabilities	6,193.45	24,082.17
Dividend paid (including tax on dividend)	(2,315.22)	(1,684.25)
Net cash from/(used in) financing activities	(62,453.14)	89,165.54
D Net increase/(decrease) in cash and cash equivalents (A+B+C)	(2,666.28)	(8,974.76)
Cash and cash equivalents at April 01	28,088.65	37,063.41
Cash and cash equivalents at 31st March 2019/31st March 2018 (after adjusting for accounting items in the financial statements)	25,422.37	28,088.65

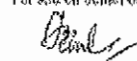
In terms of our report of even date attached
For Ranganna & Co.
Chartered Accountants
Firm Regn. No. - 003050 S


R. Seenivasan
Partner
M.No.020566



Date: 30/05/2019
Place: Koda

For and on behalf of the Board of Directors,


Thomas John Muthoot
Managing Director
DIN: 00011618


Thomas George Muthoot
Director
DIN: 00011552


Thomas Muthoot
Executive Director &
Chief Financial Officer
DIN: 00082099


Muthoot
Company Secretary



MUTHOOT FINCORP LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2018

(Rs. In lakhs)

Particulars	Note	Figures in Rs.	
		March 31, 2018	March 31, 2017
LIABILITIES			
Equity and Liabilities			
Share Holder's Funds			
Share Capital	1	19,370.56	19,370.56
Reserves & Surplus	2	1,49,343.02	1,49,343.02
Money received against share warrants		-	-
Share Application Money Pending Allotment		-	-
Non-Current Liabilities			
Long Term Borrowings	3	3,42,229.54	3,42,612.67
Deferred Tax Liability (net)		-	38.40
Other Long Term Borrowings		-	-
Long Term Provisions		-	-
Current Liabilities			
Short Term Borrowings	4	2,68,506.94	6,57,340.40
Trade Payables	5	1,014.52	1,399.64
Other Current Liabilities	6	1,61,482.66	1,58,354.37
Short Term Provisions	7	22,356.47	19,687.65
TOTAL		14,50,144.05	13,49,146.91
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	8	32,656.40	56,578.21
Intangible Assets	8	645.16	318.78
Capital Work in Progress		-	-
Intangible Assets under Development		-	-
Non-Current Investments	9	27,397.61	24,544.34
Deferred Tax Assets	10	958.26	-
Long Term Loans & Advances	11	2,558.59	22,132.56
Inventories	12	30,091.41	30,812.93
Other Non-Current Assets	13	8,372.73	8,683.96
Total Non-Current Assets		1,27,619.56	1,42,862.78
Current Assets			
Current Investments	14	1,478.56	1,433.31
Trade Receivables	15	3,272.55	2,103.90
Cash & Cash Equivalents	16	32,451.19	40,788.90
Short Term Loans & Advances	17	12,11,098.32	16,91,212.53
Other Current Assets	18	74,813.97	70,547.29
Total Current Assets		13,22,524.49	12,06,284.13
TOTAL		14,50,144.05	13,49,146.91

See accompanying notes to the Financial Statements

For and on behalf of the Board of Directors,

Vide our report dated 05/06/2018 attached

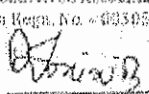
For Rangasami & Co.

Chartered Accountants

Firm Regd. No. 4033050 S


 Thomas John Muthoot
 Managing Director
 DIN: 00011618


 Thomas George Muthoot
 Director
 DIN: 00011832


 CA R. Sreedharan
 Partner
 M.No.026560


 Thomas Muthoot
 Executive Director and
 Chief Financial Officer
 DIN: 00062091


 Managing Director
 Company Secretary

 Thiruvananthapuram
 29/05/2018


MUTHOOT FINCORP LIMITED

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2018

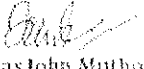
(Rs. In Lakhs)

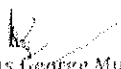
Particulars	Note	Figures for the year ended	
		March 31, 2018	March 31, 2017
I. REVENUE			
Revenue from Operations	19	2,10,887.13	1,96,272.62
Other Income	20	7,006.33	14,187.15
II. Total Revenue		2,18,693.46	2,10,459.77
III. EXPENSES			
Employer Benefit Expenses	21	38,632.34	37,247.56
Finance Cost	22	1,12,893.91	1,09,893.44
Depreciation and Amortization	9	7,078.60	7,762.09
Other Expenses	23	40,657.94	39,128.84
IV. Total Expenses		1,99,262.79	1,93,231.93
V. Profit before Exceptional and Extra Ordinary Items and Tax (II-IV)		19,430.67	17,227.84
VI. Exceptional Items		-	-
VII. Profit before Extra-Ordinary Items and Tax (V-VI)		19,430.67	17,227.84
VIII. Extra-Ordinary Items		-	-
IX. Profit Before Tax (VII-VIII)		19,430.67	17,227.84
X. Tax Expenses			
Current Tax		5,274.73	5,222.65
Deferred Tax		(996.65)	398.13
XI. Profit for the Period from Continuing Operations (IX-X)		15,152.59	11,607.06
XII. Profit/(Loss) from Discontinuing Operations		-	-
XIII. Tax Expense of Discontinuing Operations		-	-
XIV. Profit/(Loss) from Discontinuing Operations (after tax) (XII-XIII)		-	-
XV. Profit for the Period (XI+XIV)		15,152.59	11,607.06
XVI. Earnings per Equity Share			
Basic		7.82	6.22
Diluted		7.82	6.22

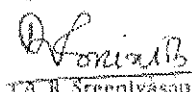
See accompanying notes to the Financial Statements

Vide our report dated 08/06/2018 attached

For and on behalf of the Board of Directors,

For Rangamani & Co.
Chartered Accountants
Firm Regn No - 0030505

 Thomas John Muthoot
 Managing Director
 DIN: 00011618


 Thomas George Muthoot
 Director
 DIN: 00011552


 CA. R. Sreenivasan
 Partner
 M.No.0030566


 Thomas Muthoot
 Executive Director and
 Chief Financial Officer
 DIN: 00087099

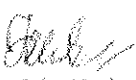

 Murali T.D.
 Company Secretary
Thiruvananthapuram
29/05/2018

MUTHOOT FINCORP LIMITED
STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2018

		(Rs. In lakhs)	
	Particulars	2017-18	2016-17
a)	Cash Flow from operating activities		
	Net profit after taxation and extraordinary items	15,152.59	11,607.06
	Non cash adjustments to reconcile profit before tax to net cash flows:		
	Depreciation & amortization	7,078.60	7,762.09
	Profit/ (loss) on sale of fixed assets	55.07	(3.17)
	Assets written off	124.61	
	Provisions and write offs	6,671.97	2,254.27
	Bad debts written off	8.47	1,680.14
	Net gain on sale of current investments	(1,200.28)	(1,504.12)
	Dividend income	(18.77)	(15.90)
	Operating profit before working capital changes	27,872.26	21,780.37
	Movement in Working Capital		
	(Increase) / decrease in short term loans and advances	(113,186.72)	(1,85,255.56)
	(Increase) / decrease in long term loans and advances	14,805.19	14,426.34
	(Increase) / decrease in other current assets	(4,654.70)	(20,112.44)
	Increase / (decrease) in other current liabilities	468.47	8,791.36
	Cash generated from operation	(74,615.50)	(1,60,369.93)
	Direct taxes paid (net of refund)	(9,330.43)	(9,953.64)
	Net cash flow from / (used in) operating activities (A)	(83,945.93)	(1,70,323.57)
b)	Cash Flow from investing activities		
	Purchase of fixed and tangible assets	(3,718.78)	(9,000.19)
	Purchase / Sale of investments	3,008.04	(7,551.58)
	Sale of fixed assets	103.00	42.40
	Investment in Subsidiary company	(6,305.97)	(2,000.00)
	Profit/Loss on sale of fixed assets/Investments	1,145.21	1,507.30
	Dividend received	18.77	15.90
	Net cash flow from / (used in) investing activities (B)	(5,749.73)	(16,986.17)
c)	Cash flow from financing activities		
	(Increase) / decrease of short term borrowings	111,166.54	1,77,324.83
	(Increase) / decrease of long term borrowings	(28,113.44)	(11,474.58)
	Fresh issue of shares	0.00	15,000.00
	Dividend and Dividend tax paid	(1,684.25)	0.00
	Net cash flow from / (used in) financing activities (C)	81,369.85	1,80,850.25
	Net increase / (decrease) in cash and cash equivalents (A + B + C)	(8,326.81)	(6,459.49)
	Cash and cash equivalents at the beginning of the year	40,788.00	47,247.49
	Cash and cash equivalents at the end of the year	32,461.19	40,788.00

See accompanying notes to the Financial Statements

For and on behalf of the Board of Directors,


Thomas John Muthoot
Managing Director
DIN: 00011618


Thomas George Muthoot
Director
DIN: 00011552


Thomas Muthoot
Executive Director and
Chief Financial Officer
DIN: 00082099


Mathan T.D.
Company Secretary

Thiruvananthapuram
29/05/2018

Vide our report dated 08/06/2018 attached
For Rangamani & Co.
Chartered Accountants
Firm Regn. No. - 003050 S


R. Sreenivasan
Partner
M.No.020566



FINANCIAL INFORMATION OF THE COMPANY

1. For key operational parameters of the Company please refer to paragraph 4.4 (ii)

2. Debt Equity Ratio:

(Rs. in lakhs)

Capitalization Statement as at September 30, 2020			
Particulars	Pre-Issue as at September 30, 2020	Increase due to the Issue	Post-Issue
Share capital	19,370.56	-	19,370.56
Reserves and Surplus	276,067.54	-	276,067.54
Total Shareholders' Funds (A)	295,438.10	-	295,438.10
Long term borrowings (including current maturities of Long Term Debt)	571,086.96	22500.00	593586.96
Short term borrowings	778,217.96	-	778,217.96
Total Debt Funds (B)	1,349,304.92	-	1371804.92
Total Capitalisation (A) + (B)	16,44,743.02	-	1667243.02
Long Term Debt / Equity	1.93	-	2.00
Debt/Equity	4.57	-	4.64

Notes:

- The Pre-Issue figures have been extracted from the Audited Standalone Financial Statements as on 31/03/2020, which have been prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder.
- The Post-Issue Total Capitalization is indicative and has been arrived at on the assumption that the proposed issue would result in an inflow of Rs.22,500 lakhs (the entire proceeds of which is considered as Long Term for computation purposes).
- Changes in Equity, Reserves and Borrowings between 01/04/2020 & the date of issue may have an impact on the calculations made above.



Cash Flow Statement

Reformatted standalone statement of cash flows for the period ended March 31, 2020 and for the year ended March 31, 2019 as per IND-AS.

(Rs. in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
A Cash flow from Operating activities		
Net Profit before taxation	30,428.32	23,771.82
<i>Adjustments to reconcile profit before tax to net cash flows:</i>		
Add: Depreciation, amortisation and impairment	20,454.08	6,996.09
Add: Impairment on financial instruments	7,959.93	2,638.88
Add: Finance cost	137,358.83	1,30,051.56
Add: Provision for Gratuity	328.27	226.98
Add: Provision for Compensated absence	(105.21)	13.09
Add: Unrealised loss / (gain) on investment	(160.97)	259.41
Add: (Income) / loss on investments	-	(220.64)
Less: Dividend income	(22.54)	(18.88)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	196,240.71	1,63,718.32
Adjustments for:		
(Increase)/Decrease in Trade receivables	(81.94)	435.61
(Increase)/Decrease in Bank balances other than cash and cash equivalents	4,833.46	(1,412.62)
(Increase)/Decrease in Loans	(210,085.15)	(1,734.12)
(Increase)/Decrease in Other financial asset	13,514.13	7,133.87
(Increase)/Decrease in Other non-financial asset	4,448.58	(529.12)
Increase/(Decrease) in Other financial liabilities	729.19	(9,713.98)
Increase/(Decrease) in Other non financial liabilities	1,844.75	688.04
Increase/(Decrease) in Trade payables	(9,234.97)	45,100.61
Increase/(Decrease) in Provisions	(69.51)	(16.58)
Cash generated from operations	2,139.24	2,03,670.03
Finance cost paid	(139,383.94)	(1,30,796.22)
Income tax paid	(12,834.72)	(5,908.14)
Net cash flows used in operating activities	(150,079.42)	66,965.67
B Cash flow from Investing activities		
Purchase of property, plant and equipment and intangible assets	(2,314.18)	(5,431.72)
Proceeds from sale of property, plant and equipments	-	534.93
Investment made in alternate investment fund	123.77	(80.00)
Proceeds from (purchase) / sale of securities	111.14	7.33
Proceeds from (purchase) / sale of debt securities	(320.00)	57.49
Investments in unquoted equity shares	-	(6.52)
Acquisition of shares in subsidiaries	(2,500.02)	(2,499.85)



Dividend income	22.54	18.88
Income from investments	-	220.64
Net cash used in investing activities	(4,876.76)	(7,178.81)
C Cash flow from Financing activities		
Increase / (decrease) in debt securities	62,612.47	(31,454.26)
Increase / (decrease) in borrowings (other than debt securities)	142,795.98	(34,857.11)
Increase / (decrease) in subordinated liabilities	(12,905.79)	6,193.45
Payment of lease liabilities	(16,572.01)	-
Dividend paid (including tax on dividend)	(16,346.56)	(2,335.22)
Net cash from/(used in) financing activities	159,584.08	(62,453.14)
D Net increase/(decrease) in cash and cash equivalents (A+B+C)	4,627.91	(2,666.28)
Cash and cash equivalents at April 01	25,389.37	28,055.65
Cash and cash equivalents at 30th September / 31st March 2019	30,017.28	25,389.37



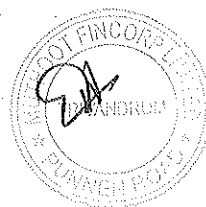
Reformatted standalone statement of cash flows for the year ended March 31, 2018 and March 31, 2017 as per Indian GAAP.

(₹ in lakhs)

	Particulars	As at 31st March 2018	As at 31st March 2017
a)	Cash Flow from operating activities		
	Net profit after taxation and extraordinary items	15,152.59	11,607.06
	<i>Non cash adjustments to reconcile profit before tax to net cash flows:</i>		
	Depreciation & amortization	7,078.60	7,762.09
	Profit/ (loss) on sale of fixed assets	55.07	-3.17
	Assets written off	124.61	-
	Provisions and write offs	6,671.97	2,254.27
	Bad debts written off	8.47	1,680.14
	Net gain on sale of current investments	-1,200.28	-1,504.12
	Dividend income	-18.77	-15.9
	Operating profit before working capital changes	27,872.26	21,780.37
	<i>Movement in Working Capital</i>		
	(Increase) / decrease in short term loans and advances	-1,13,186.72	-1,85,255.56
	(Increase) / decrease in long term loans and advances	14,885.19	14,426.34
	(Increase) / decrease in other current assets	-4,654.70	-20,112.44
	Increase / (decrease) in other current liabilities	468.47	8,791.36
	<i>Cash generated from operation</i>	-74,615.50	-1,60,369.93
	Direct taxes paid (net of refund)	-9,330.43	-9,953.64
	Net cash flow from /(used in) operating activities (A)	-83,945.93	-1,70,323.57
b)	Cash Flow from investing activities		
	Purchase of fixed and tangible assets	-3,718.78	-9,000.19
	Purchase / Sale of investments	3,008.04	-7,551.58
	Sale of fixed assets	103	42.40
	Investment in Subsidiary company	-6,305.97	-2,000.00
	Profit/Loss on sale of fixed assets/investments	1,145.21	1,507.30
	Dividend received	18.77	15.9
	Net cash flow from /(used in) investing activities (B)	-5,749.73	-16,986.17
c)	Cash flow from financing activities		
	(Increase) / decrease of short term borrowings	1,11,166.54	1,77,324.83
	(Increase) / decrease of long term borrowings	-28,113.44	-11,474.58
	Fresh issue of shares	-	15,000.00



	Dividend and Dividend tax paid	-1,684.25	-
	Net cash flow from /(used in) financing activities (C)	81,368.85	1,80,850.25
	Net increase / (decrease) in cash and cash equivalents (A + B + C)	-8,326.81	-6,459.49
	Cash and cash equivalents at the beginning of the year	40,788.00	47,247.49
	Cash and cash equivalents at the end of the year	32,461.19	40,788.00



ANNEXURE V: PROVISIONAL RATING RATIONALE

Ratings

CRISIL
An S&P Global Company

Rating Letter
Confidential

Ref: SA/MFL/2020-21/RatLtr/PP-MLD8
March 15, 2021

Mr. Thomas Muthoot
Chief Financial Officer
Muthoot Fincorp Limited
MG Road, Near Spencer's
Trivandrum 695039
Tel 0471 3911550

Dear Sir,

Re: CRISIL Ratings' Provisional rating on Rs.225.00 crore of Principal Protected Market Linked Debentures (PP-MLDs) by Muthoot Fincorp Ltd (MFL).

We refer to your request for ratings on the PP-MLDs.

CRISIL Ratings has, after due consideration, has reaffirmed provisional rating to the PPMLDs as given in the table below:

S.No.	Issuer	Instrument	Rated amount (in Rs. Crore)	Rating(s)/Credit opinion(s) ^①
1	Muthoot Fincorp Ltd	PP-MLDs	225.00	Provisional CRISIL PP-MLD AA+ (CE)/Stable (Provisional rating assigned)

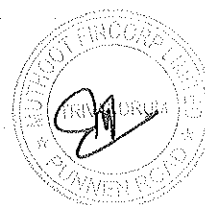
^①A prefix of 'Provisional' indicates that the rating centrally factors in the strength of specific structures, and will be supported by certain critical documentation by the issuer, without which the rating would either have been different or not assigned ab initio. This is in compliance with a May 6, 2015, Securities and Exchange Board of India (SEBI) directive, "Standardising the term, rating symbol, and manner of disclosure with regard to conditional/ provisional/ in-principle ratings assigned by CRAs".

@The 'CE' suffix for instruments having explicit Credit Enhancement is in compliance with SEBI's circular dated June 13, 2019.

A prefix of 'PP-MLD' indicates that the instrument is a principal-protected market-linked debenture. The terms of such instruments indicate that while the issuer promises to pay back the face value/principal of the instrument, the coupon rates of these instruments will not be fixed, and could be linked to one or more external variables such as commodity prices, equity share prices, indices, or foreign exchange rates. The 'Y' suffix indicates that payments on the rated instrument have significant risks other than credit risk. The terms of the instrument specify that the payments to investors will not be fixed, and could be linked to one or more external variables such as commodity prices, equity indices, or foreign exchange rates. This could result in variability in returns because of adverse movement in value of the external variables, and/or possible material loss of principal on early redemption of the instrument. The risk of such adverse movement in price / value is not addressed by the rating.

Instruments with PP-MLD AA+r (CE) rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.

[Handwritten signature]



Ratings



A summary of the transaction is contained in Annexure I.

The following documents are required to be submitted to CRISIL Ratings, within 60 days from the date of PP-MLDs issuance, to the satisfaction of CRISIL Ratings:

- Letter of confirmation from the trustee
- An independent legal opinion
- Duly executed copies of final draft version of all transaction documents

As per our Rating Agreement, CRISIL Ratings would disseminate the ratings through its publications and other media, and keep the ratings under surveillance till the investor payouts are made in full. CRISIL Ratings reserves the right to suspend, withdraw, or revise the ratings 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 ratings.

Please note that, in arriving at the ratings, CRISIL Ratings has assumed that the representations made by MFL are true and that the structure, shall work and operate as represented by MFL. CRISIL Ratings does not guarantee the accuracy, adequacy, or completeness of the representations made by you to CRISIL Ratings and/or the representations to be made in the transaction documents. CRISIL Ratings is not responsible for any acts of commission or omission of the MFL and/or the Trustee.

In the event that the PP-MLDs is not issued within a period of 30 days from the date of issuance of this letter, or in the event of any change in the size of the PP-MLDs issue or identified projects or cash flows or structure or payment mechanism of the proposed transaction, it will be necessary to obtain a revised rating letter from CRISIL Ratings.

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

With warm regards,

Yours sincerely,

Rohit Inandkar
Senior Director - CRISIL Ratings

Nivedita Shibu
Associate Director - CRISIL Ratings



Encl:

- Annexure 1: Transaction Summary
- Annexure 2: Format of the Letter to be obtained from the Trustee
- Annexure 3: Seller's Representations and Warranties



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ANNEXURE VI: DEBENTURE TRUSTEE CONSENT LETTER

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ANNEXURE VII: ABRIDGED VERSION OF LATEST AUDITED / LIMITED REVIEW HALF YEARLY CONSOLIDATED AND STANDALONE FINANCIAL INFORMATION

MUTHOOT FINCORP LIMITED			
Muthoot Centre, Punnem Road, Trivandrum, Kerala-695039			
BALANCE SHEET AS AT 30TH SEPT 2020			
(Rs. in lakhs)			
Particulars	Note	As at 30th Sept 2020	As at 30th Sept 2019
ASSETS			
1 Financial assets			
a) Cash and cash equivalents	5	1,53,046.96	36,485.01
b) Bank Balance other than (a) above	6	3,763.24	4,886.55
c) Receivables			
(i) Trade Receivables	7	3,031.53	2,557.63
(ii) Other Receivables		-	-
d) Loans	8	15,74,989.73	12,47,561.82
e) Investments	9	1,57,379.97	1,71,271.80
f) Other Financial assets	10	16,131.83	28,908.42
2 Non-financial Assets			
a) Current tax assets (Net)		-	-
b) Deferred tax assets (Net)		-	-
c) Investment Property	11	30,246.61	30,133.95
d) Property, Plant and Equipment	12	42,521.36	46,869.25
e) Other Intangible assets	13	933.80	340.59
f) Right of Use Assets	14	38,073.21	42,650.92
g) Other non financial assets	15	36,243.00	34,304.55
Total assets		20,56,361.25	16,36,470.48
LIABILITIES AND EQUITY			
LIABILITIES			
1 Financial Liabilities			
a) Payables	16		
(i) Trade Payables			
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		-	-
(ii) Other Payables			
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		17,286.01	56,349.30
b) Debt Securities	17	3,06,491.26	1,285.14
c) Borrowings (other than debt securities)	18	10,69,541.09	9,01,480.91
d) Lease Liability	14	42,340.97	44,042.80
e) Subordinated Liabilities	19	2,52,433.31	2,62,443.97
f) Other Financial liabilities	20	44,514.82	38,798.27
2 Non-financial Liabilities			
a) Current tax liabilities (net)		1,664.02	5,791.22
b) Provisions	21	2,718.86	2,227.43
c) Deferred tax liabilities (net)	33	22,131.20	27,660.65
d) Other non-financial liabilities	22	864.58	1,514.67
3 Equity			
a) Equity share capital	23	19,370.56	19,370.56
b) Other equity	24	2,77,004.57	2,75,505.58
Total Liabilities and Equity		20,56,361.25	16,36,470.48



MUTHOOT FINCORP LIMITED

Muthoot Centre, Punnem Road, Trivandrum, Kerala-695039

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 30TH SEPT 2020

(Rs. in lakhs)

Particulars	Notes	For the year ended 30th Sept 2020	For the year ended 30th Sept 2019
Revenue from operations			
(i) Interest income	25	1,26,094.06	1,16,789.04
(ii) Dividend income		4.26	7.42
(iii) Rental income		259.64	267.19
(iv) Fees and commission income		3,090.23	4,622.55
(v) Net Gain on fair value changes	26	-	174.66
(vi) Net gain on derecognition of financial instruments under amortised cost category		11,286.78	8,787.88
(vii) Others	27	925.56	1,045.67
(I) Total Revenue from operations		1,41,660.54	1,31,694.41
(II) Other Income		16.95	18.55
(III) Total Income (I + II)		1,41,677.49	1,31,712.96
Expenses			
(i) Finance costs	28	73,157.48	65,229.77
(ii) Impairment of financial instruments	29	3,270.81	6,084.42
(iii) Net Loss on fair value changes	26	6.47	-
(iii) Employee benefit expenses	30	18,945.79	23,748.98
(iv) Depreciation, amortization and impairment	31	11,157.37	10,529.52
(v) Other expenses	32	14,059.38	12,165.48
(IV) Total Expenses		1,20,597.30	1,17,758.17
(V) Profit/(loss) before tax (III- IV)		21,080.19	13,954.79
(VI) Tax Expense:			
(1) Current tax		6,428.83	5,310.69
(2) Deferred tax		-2,018.15	-1,789.41
(VII) Profit/(loss) for the year (V-VI)		16,669.50	10,433.51
(VIII) Other Comprehensive Income			
A (i) Items that will not be classified to profit or loss			
Net Gain/(loss) on equity instruments measured through Other Comprehensive Income		(20,990.37)	-12,265.48
Actuarial gain/(loss) on employee benefits through OCI		(33.34)	25.49
(ii) Income tax relating to items that will not be reclassified to profit or loss		5,291.25	2,853.16
Subtotal (A)		(15,732.46)	(9,386.83)
B (i) Items that will be classified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Subtotal (B)		-	-
Other Comprehensive Income (A + B)		(15,732.46)	(9,386.83)
(IX) Total Comprehensive Income for the period (VIII+IX) (Comprising Profit (Loss) and Other Comprehensive Income for the period)		937.04	1,046.68
(X) Earnings per equity share (for continuing operations)			
Basic (Rs.)		8.61	5.39
Diluted (Rs.)		8.61	5.39



MUTHOOT FINCORP LIMITED
Muthoot Centre, Punnar Road, Trivandrum, Kerala-695039**STANDALONE BALANCE SHEET AS AT 31st March 2020**

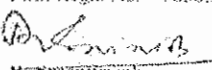
(Rs. in lakhs)

Particulars	Note	As at 31st March 2020	As at 31st March 2019
ASSETS			
1 Financial assets			
a) Cash and cash equivalents	5	30,017.28	25,389.37
b) Bank Balance other than above	6	954.69	5,818.16
c) Receivables	7		
Trade Receivables		2,918.88	2,836.93
d) Loans	8	13,391,802.06	11,88,469.41
e) Investments	9	1,78,170.99	1,84,720.61
f) Other Financial assets	10	15,447.47	28,961.59
2 Non-Financial Assets			
a) Current tax assets (net)			
b) Investment Property	11	30,236.55	30,096.71
c) Property, Plant and Equipment	12	45,322.31	49,655.41
d) Other Intangible assets	13	437.68	449.56
e) Right-of-use assets	14	43,659.63	
f) Other non financial assets	15	30,893.32	35,341.99
Total assets		17,69,890.86	15,51,789.65
LIABILITIES AND EQUITY			
LIABILITIES			
Financial Liabilities			
1 Payables	16		
a) (i) Trade Payables			
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		-	-
(j) Other Payables			
(i) total outstanding dues of micro enterprises and small enterprises		36.16	1.69
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		36,843.99	46,113.44
b) Debt Securities	17	86,113.32	24,119.00
c) Borrowings (other than debt securities)	18	9,68,513.27	8,26,360.14
d) Lease Liability	14	46,447.77	
e) Subordinated Liabilities	19	2,60,167.47	2,73,028.69
f) Other Financial Liabilities	20	26,940.85	46,245.74
2 Non-financial Liabilities			
a) Current tax liabilities (net)		287.56	3,659.10
b) Provisions	21	2,380.89	2,157.83
c) Deferred tax liabilities (net)	24	29,440.60	48,271.18
d) Other non-financial liabilities	22	3,489.88	1,636.12
3 Equity			
a) Equity share capital	23	19,370.56	19,370.56
b) Other equity	24	2,76,069.84	2,60,826.16
Total Liabilities and Equity		17,69,890.86	15,51,789.65

See accompanying notes to the Financial Statements.

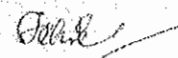
1 to 4

In terms of our report of even date attached
For Rangamani & Co
Chartered Accountants
Firm Regd. No. - 003050 S


R. Sreenivasah
Partner
M No.020566



For and on behalf of the Board of Directors.


Thomas John Muthoot
Managing Director
DIN: 00011618


Thomas George Muthoot
Director
DIN: 00011552


Thomas Muthoot
Executive Director and
Chief Financial Officer
DIN: 00082099


Mathal P.D.
Company Secretary

Date: 09/07/2020
Place: Kochi



STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st March 2020

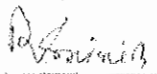
(Rs. in lakhs)

Particulars	Notes	For the year ended 31st March 2020	For the year ended 31st March 2019
Revenue from operations			
(i) Interest income	25	2,39,311.54	2,27,773.81
(ii) Dividend income		22.54	18.88
(iii) Rental income		518.97	472.85
(iv) Fees and commission income		10,062.43	9,214.20
(v) Net gain on fair value changes	26	160.97	(259.41)
(vi) Net gain on derecognition of financial instruments under amortised cost category		19,394.52	8,426.04
(vii) Others	27	2,780.81	2,422.87
(I) Total Revenue from operations		2,72,351.79	2,48,069.24
(II) Other income		376.82	136.35
(III) Total Income (I + II)		2,72,628.61	2,48,205.59
Expenses			
(i) Finance costs	28	1,37,358.83	1,30,051.56
(ii) Impairment on financial instruments	29	7,959.93	2,638.88
(iii) Employee benefits expenses	30	48,862.15	43,099.72
(iv) Depreciation, amortization and impairment	31	20,454.08	6,996.09
(v) Other expenses	32	27,565.30	41,647.51
(IV) Total Expenses		2,42,200.29	2,24,433.76
(V) Profit before tax (III - IV)		30,428.32	23,771.82
(VI) Tax expense:			
(1) Current tax		9,463.18	9,439.32
(2) Deferred tax		(942.38)	(1,213.35)
(VII) Profit for the year (V-VI)		21,907.51	15,545.85
(VIII) Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss			
Net gain / (loss) on equity instruments measured through other comprehensive income		(8,138.27)	(3,334.74)
Remeasurement of the defined benefit liabilities		(69.51)	(16.58)
(ii) Income tax relating to items that will not be reclassified to profit or loss		1,920.25	1,171.08
Subtotal (A)		(6,287.53)	(2,180.23)
B (i) Items that will be reclassified to profit or loss			
(ii) Income tax relating to items that will not be reclassified to profit or loss			
Subtotal (B)			
Other Comprehensive Income (A + B)		(6,287.53)	(2,180.23)
(IX) Total Comprehensive Income for the year (VII-VIII)		15,619.98	13,365.61
(X) Earnings per equity share	33		
Basic (Rs.)		11.31	8.03
Diluted (Rs.)		11.31	8.03

See accompanying notes to the financial statements

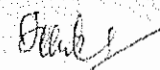
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In terms of our report of even date attached
For Rangamani & Co.
Chartered Accountants
Firm Regn. No. - 003056 S


R. Sreenivasan
Partner
M.No.020566



For and on behalf of the Board of Directors,


Thomas John Muthoot
Managing Director
DIN: 00011618


Thomas Muthoot
Executive Director &
Chief Financial Officer
DIN: 00082099


Thomas George Muthoot
Director
DIN: 00011552


Mathan T.P.
Company Secretary

Date: 09/07/2020
Place: Kochi



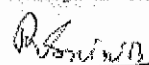
MUTHOOT FINCORP LIMITED
Muthoot Centre, Pannur Road, Trivandrum, Kerala-695039

STANDALONE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31st March 2020

Particulars	(Rs. in lakhs)	
	As at 31st March 2020	As at 31st March 2019
A Cash flow from Operating activities		
Net Profit before taxation	30,428.32	23,771.52
Adjustments to reconcile profit before tax to net cash flows:		
Add: Depreciation, amortisation and impairment	20,454.08	6,895.09
Add: Impairment on financial instruments	2,839.92	2,636.88
Add: Finance cost	1,37,338.83	1,30,051.56
Add: Provision for Credit	328.27	226.98
Add: Provision for Compensation absence	(105.21)	11.09
Add: Net (gain) / loss on fair value changes	(160.97)	228.41
Less: Interest income on investments		(220.64)
Less: Dividend income	(22.54)	(34.88)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	1,86,249.77	1,64,798.37
Adjustments for:		
(Increase)/Decrease in Trade receivables	(81.94)	435.61
(Increase)/Decrease in Bank balances other than cash and cash equivalents	4,833.46	(1,412.62)
(Increase)/Decrease in Loans	(2,10,065.15)	(1,734.12)
(Increase)/Decrease in Other financial asset	13,514.13	7,133.87
(Increase)/Decrease in Other non-financial asset	4,444.58	(329.12)
(Increase)/Decrease in Other financial liabilities	720.19	(9,713.98)
(Increase)/Decrease in Other non-financial liabilities	1,844.75	688.54
(Increase)/Decrease in Trade payables	(9,234.97)	45,100.61
(Increase)/Decrease in Provisions	(69.51)	(16.54)
Cash generated from operations	2,139.24	2,03,670.63
Finance cost paid	(1,30,383.94)	(1,30,796.22)
Income tax paid	(12,834.72)	(5,908.14)
Net cash flows used in operating activities	(1,50,079.42)	66,966.27
B Cash flow from Investing activities		
Purchase of property, plant and equipment and intangible assets	(2,314.38)	(5,431.72)
Proceeds from sale of property, plant and equipment		534.93
Proceeds from (purchase) / sale of investment funds	(23.77)	(80.00)
Proceeds from (purchase) / sale of equity investments	111.14	7.53
Proceeds from (purchase) / sale of debt securities	(320.00)	57.49
Investments in unquoted equity shares		(6.52)
Acquisition of shares in subsidiaries	(3,500.02)	(2,499.85)
Dividend income	22.54	18.86
Interest received on investments		220.64
Net cash used in investing activities	(4,076.76)	(7,178.81)
C Cash flow from Financing activities		
Increase / (decrease) in debt securities	62,612.47	(31,454.26)
Increase / (decrease) in borrowings (other than debt securities)	5,42,795.98	(34,837.11)
Increase / (decrease) in subordinated liabilities	(12,905.79)	6,193.45
Payment of lease liability	(16,572.91)	
Dividend paid (including tax on dividend)	(16,346.56)	(2,335.22)
Net cash from/(used in) financing activities	1,59,584.08	(62,433.14)
D Net increase/(decrease) in cash and cash equivalents (A+B+C)	4,627.81	(2,666.28)
Cash and cash equivalents at April 01, 2019 / April 01, 2018	25,389.37	28,055.65
Cash and cash equivalents at March 31, 2020 / March 31, 2019 (Refer note 5)	30,017.28	25,389.37

See accompanying notes to the financial statements

In terms of our report of even date attached
For Rangamani & Co.
Chartered Accountants
Firm Regn. No. - 003050 S


R. Srinivasan
Partner
M.No.020556



For and on behalf of the Board of Directors,


Thomas Jagan Muthoot
Managing Director
DIN: 00011618


Thomas George Muthoot
Director
DIN: 00011552


Thomas Muthoot
Executive Director &
Chief Financial Officer
DIN: 00082099


Mathai P.D.
Company Secretary

Date: 09/07/2020
Place: Kochi



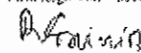
Muthoot Finance Limited
Consolidated Balance Sheet as at 31st March 2019
(Amount in Rs. Lakhs, except share data and unless otherwise stated)

Particulars		As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
ASSETS				
Financial Assets				
Cash and cash equivalents	5	95,902.14	85,472.18	68,752.43
Bank balances other than cash and cash equivalents	6	17,681.02	15,538.53	13,925.28
Receivables	7			
(i) Trade receivables		1,350.54	1,468.81	2,228.24
(ii) Other receivables		-	-	-
Loans	8	1,558,851.47	1,450,844.44	1,276,865.81
Investments	9	6,781.66	7,085.96	16,359.80
Other financial assets	10	24,927.94	36,082.04	17,736.29
Non-financial Assets				
Current tax assets (Net)		1,900.13	1,159.00	6,485.86
Deferred tax asset (Net)	15	5,621.71	4,202.84	1,872.58
Investment property	11	30,096.72	30,031.42	30,612.94
Property, Plant and Equipment	12	52,006.43	53,170.49	56,497.18
Capital work-in-progress	13	65.80	-	58.65
Intangible assets under development	14	2.95	21.75	629.00
Other intangible assets	14	1,813.07	1,071.95	905.70
Other non-financial assets	15	36,419.66	35,373.27	63,060.37
Total assets		1,837,609.22	1,724,373.33	1,555,336.33
LIABILITIES AND EQUITY				
LIABILITIES				
Financial Liabilities				
Payables	16			
(i) Trade Payables				
(a) Total outstanding dues of micro enterprises and small enterprises		1.59	-	-
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		311.67	199.43	102.33
(ii) Other Payables				
(c) Total outstanding dues of micro enterprises and small enterprises		1.69	-	-
(d) Total outstanding dues of creditors other than micro enterprises and small enterprises		46,898.05	1,766.12	1,508.07
Debt Securities	17	54,008.85	85,412.30	150,998.56
Borrowings (other than debt securities)	18	1,129,466.69	1,072,696.17	859,777.72
Subordinated Liabilities	19	275,517.95	298,147.86	252,941.03
Other Financial Liabilities	20	60,180.87	66,154.77	111,867.01
Non-financial Liabilities				
Current tax liabilities (net)		3,688.28	127.91	256.01
Provisions	21	1,609.77	1,412.69	867.76
Deferred tax liabilities (net)	35	4,746.18	2,528.15	1,740.29
Other non-financial liabilities	22	2,267.36	1,718.39	1,751.34
Equity				
Equity share capital	23	19,370.56	19,370.56	19,370.56
Other equity	24	209,388.95	185,517.90	149,623.21
Equity attributable to equity holders of the parent		228,759.51	204,888.46	168,993.77
Non-controlling interest		30,146.15	21,981.10	4,556.04
Total Equity		258,905.66	196,169.56	173,549.81
Total Liabilities and Equity		1,837,609.22	1,724,373.33	1,555,336.33

See accompanying notes to the financial statements

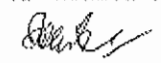
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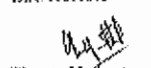
In terms of our report of even date attached
For Ranganathan & Co.
Chartered Accountants
Firm Regd. No. - 0290505


R. Sreenivasan
Partner
M No 020556

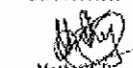
Date: 17/03/2019
Place: Kochi

For and on behalf of the Board of Directors,


Thomas John Muthoot
Managing Director
DIN: 00011618


Thomas Muthoot
Executive Director and
Chief Financial Officer
DIN: 00082099


Thomas George Muthoot
Director
DIN: 00011552


M. J. D.
Company Secretary



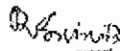
Muthoot Finance Limited
Consolidated statement of Profit and Loss for the year ended 31st March 2019
(Amounts in Rs. Lakhs, except share data and unless otherwise stated)

Particulars		For the period ended 31st March 2019	For the period ended 31st March 2018
Revenue from operations			
Interest income	25	293,225.92	251,244.08
Dividend income		18.86	18.77
Rental income		335.13	313.47
Fees and commission income		8,647.47	6,817.71
Net gain on fair value changes	26	17,679.10	(540.32)
		8,426.04	299.88
Net gain on derecognition of financial instruments under amortised cost category			
Sale of services		409.86	211.59
Others	27	3,100.63	3,382.71
Total Revenue from operations		331,849.01	264,847.83
Other income	28	3,527.32	891.11
Total Income		335,376.33	265,739.12
Expenses			
Finance costs	29	161,409.55	137,604.63
Fees and commission expenses		129.35	136.40
Impairment of financial instruments	30	5,760.56	8,018.33
Employee benefit expenses	31	61,596.71	52,282.03
Depreciation, amortisation and impairment	32	7,548.46	7,507.65
Other expenses	33	45,975.22	43,012.76
Total Expenses		282,419.85	245,561.80
Profit/(loss) before tax		52,956.48	20,177.32
Tax Expense:			
(1) Current tax	35	16,318.87	9,965.32
(2) Deferred tax (charge)/credit	35	(621.55)	(1,587.70)
Profit/(loss) for the period		37,261.86	11,989.70
Other Comprehensive Income			
A (i) Items that will not be classified to profit or loss (specify items and amounts)			
Reversal/transfer of the defined benefit liabilities		14.47	389.87
Net gain/(loss) on equity instruments measured through other comprehensive income		(66.59)	(360.58)
(ii) Income tax relating to items that will not be reclassified to profit or loss		39.54	(10.72)
Subtotal (A)		(32.58)	18.57
B (i) Items that will be classified to profit or loss (specify items and amounts)			
Reversal/transfer of fair value		4,342.87	9.15
(ii) Income tax relating to items that will be reclassified to profit or loss		(1,164.64)	(3,201)
Subtotal (B)		3,178.23	(3,191.85)
Other Comprehensive Income (A + B)		3,145.65	(3,173.28)
Total Comprehensive Income for the period		40,407.51	8,816.42
Profit for the year attributable to			
Equity holders of the parent		30,942.62	12,033.35
Non-controlling interest		6,318.54	(43.65)
Total Comprehensive Income for the year, net of tax		37,261.16	11,972.70
Equity holders of the parent		35,064.91	12,066.40
Non-controlling interest		2,241.90	(46.10)
Earnings per equity share			
Basic (Rs.)		15.97	6.21
Diluted (Rs.)		15.97	6.21

See accompanying notes to the financial statements

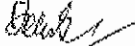
In 4

In terms of our report of even date attached
For Ranganathan & Co.
Chartered Accountants
Firm Regd. No. - 063050 S


R. Srinivasan
Partner
M.No.020566

Date: 17/03/2019
Place: Kochi

For and on behalf of the Board of Directors,


Thomas John Muthoot
Managing Director
DIN: 00911618


Thomas Muthoot
Executive Director and
Chief Financial Officer
DIN: 00912099


Thomas George Muthoot
Director
DIN: 00014552


Muthoot P.B.
Company Secretary

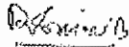


Microtel Finance Limited
Consolidated cash flow statement for the year ended 31st March 2019
(Amount in Ru. Lakhs, except share data and unless otherwise specified)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
A. Cash flow from operating activities		
Profit before tax	51,959.41	20,157.31
Adjustment to reconcile profit before tax to net cash flow:		
Depreciation on Property, plant and equipment	7,970.64	7,158.87
Depreciation on intangibles	477.78	368.38
Dividend income	(18.88)	(18.37)
Unrealised fair value movements	326.02	(10,598.24)
Profit on sale of investment	(26,364.55)	(11,859.38)
Impairment of loan assets	1,418.41	8,285.67
Loss on sale of assets	57.55	21.73
Impairment on swap held for sale	37.83	(19.12)
Impairment on other receivables	(20.74)	-
Provision towards effective interest rate increase of borrowings	21.82	362.24
Fair Value adjustment on subordinated liabilities designated at FVTPL	(1,475.63)	-
Impairment on investments	-	(276.49)
Intangible Whistle off	-	10.00
Operating Profit/losses Working Capital Changes	34,590.75	14,209.61
Adjustments for Working capital changes:		
Decrease (Increase) in trade receivables	218.27	(1,249.57)
Increase in loans receivables	(103,160.35)	(182,276.88)
Decrease in other financial assets	3,174.48	(38,345.79)
Decrease in other non financial assets	(1,016.58)	27,627.16
Increase in trade and other payables	45,247.47	365.17
Decrease in other financial liabilities	(6,093.99)	(65,692.27)
Decrease (Increase) in other non financial liabilities	546.97	(33.58)
Increase in provision	21.55	324.86
Operating profit before tax	(22,237.55)	(204,304.23)
Taxes paid	(17,662.64)	(15,269.67)
Net cash flow from operating activities	(35,898.19)	(219,613.85)
B. Cash flow from investing activities		
Sale of investment	26,238.46	31,149.49
Investment in property	(62.30)	(18.48)
Purchase of property, plant and equipment	(6,583.17)	(4,636.42)
Sale of PPE	612.72	843.02
Sale of intangibles	68.80	557.28
Purchase of intangibles	(618.89)	(1,335.04)
Increase in fixed deposit	(2,543.49)	(1,613.23)
Dividend income	18.68	18.77
Net cash flow from investing activities	17,520.06	25,016.41
C. Cash flow from financing activities		
Issue of shares to Non Controlling Interest	24,998.61	25,172.25
Redemption of debt securities	(31,403.45)	(15,386.26)
Bank loan raised	56,524.30	212,536.21
Decrease/increase in subordinated liability	(19,268.27)	45,216.86
Payment of dividend	(7,335.23)	(1,684.23)
Share repurchase of RsDP Year	-	(435.67)
Issue of shares for ESOP	55.73	49.09
Net cash flow from financing activities	28,798.69	211,578.13
D Net increase in cash and cash equivalents	10,420.56	16,910.75
Net cash and Cash Equivalents at beginning of the year	85,472.18	68,561.43
Cash and cash equivalents at 31st March 2019/31st March 2018	95,892.74	85,472.18

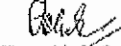
See accompanying notes to the financial statements

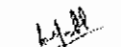
In witness whereof, of even date thereof
The Secretary & Co.
Chartered Accountants
Firm Regd. No. - 033050/S


R. Srinivasan
Partner
M No 020360

Date: 17/03/2019
Place: Koda

For and on behalf of the Board of Directors,


Thomas John Mathew
Managing Director
DIN: 00191613


Thomas Mathew
Executive Director and
Chief Financial Officer
DIN: 00682297


Vincent George Mathew
Director
DIN: 01671152


Michael J. J.
Company Secretary



MUTHOOT FINCORP LIMITED
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2018

(Ru. In Lakhs)

Particulars	Note	Figures as at	
		March 31, 2018	March 31, 2017
LIABILITIES			
Equity and Liabilities			
Shareholder's Funds			
Share Capital	1	19,370.56	19,370.56
Reserves & Surplus	2	192,832.75	1,56,630.33
Minority interest		18,015.43	4,336.04
Money received against share warrants		-	-
Share Application Money Pending Allotment		-	-
Non-Current Liabilities			
Long Term Borrowings	3	4,60,745.70	4,55,632.68
Deferred Tax Liability (net)		-	-
Other Long Term Borrowings	4	-	156.03
Long Term Provisions	5	1,207.11	1,147.30
Current Liabilities			
Short Term Borrowings	6	708,756.35	6,57,794.43
Trade Payables	7	983.02	1,272.11
Other Current Liabilities	8	266,193.49	338,545.46
Short Term Provisions	9	30,053.02	28,618.18
TOTAL		17,58,397.54	15,37,592.04
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	10	54,282.45	57,529.32
Intangible Assets	10	1,871.93	903.71
Capital Work in Progress		0.00	20.65
Intangible Assets under Development		71.75	620.81
Non-Current Investments	11	5,881.43	9,134.73
Deferred Tax Assets	12	1,862.57	603.50
Long Term Loans & Advances	13	143,315.36	306,330.65
Inventories	14	30,031.41	36,812.93
Other Non-Current Assets	15	14,219.60	14,325.43
Total Non-Current Assets		2,51,456.60	2,12,639.99
Current Assets			
Current Investments	16	1,678.56	1,433.74
Trade Receivables	17	3,466.11	2,193.35
Cash & Cash Equivalents	18	95,323.89	76,809.99
Short Term Loans & Advances	19	13,27,916.15	11,60,391.91
Other Current Assets	20	78,557.03	76,983.55
Total Current Assets		15,06,940.94	13,17,752.11
TOTAL		17,58,397.54	15,37,592.04

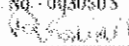
See accompanying notes to the Financial Statements

For and on behalf of the Board of Directors,


Thomas John Muthoot
Managing Director
DIN: 000116138


Thomas Muthoot
Executive Director and
Chief Financial Officer
DIN: 00002099
Thiruvananthapuram
29/05/2018

Thomas George Muthoot
Director
DIN: 00031552


Mathai T.D.
Company Secretary
Vide our report dated 08/06/2018 attached
For Rangamani & Co.
Chartered Accountants
Firm Regn. No. - 0930503


R. Sreenivasan
Partner
M.No. 820566

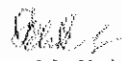

MUTHOOT FINCORP LIMITED**CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2018**

(Rs. in Lakhs)

Particulars	Note	Figures for the year ended	
		March 31, 2018	March 31, 2017
I. REVENUE			
Revenue from Operations	21	259,773.08	2,28,861.57
Other Income	22	12,451.64	16,829.51
II. Total Revenue		2,72,224.72	2,40,691.08
III. EXPENSES			
Employee benefit expenses	23	51,846.36	45,817.99
Finance Cost	24	133,229.90	1,22,027.25
Depreciation and Amortization	10	7,507.67	9,015.49
Other Expenses	26	45,192.18	41,298.58
IV. Total Expenses		2,39,776.11	2,17,159.31
V. Profit before Exceptional and Extra Ordinary Items and Tax (II-IV)		32,448.61	23,531.77
VI. Exceptional Items		-	-
VII. Profit before Extraordinary Items and Tax (V-VI)		32,448.61	23,531.77
VIII. Extra Ordinary Items		-	-
IX. Profit Before Tax (VII-VIII)		32,448.61	23,531.77
X. Tax Expenses:			
Current Tax		9,910.77	7,466.54
Deferred Tax		(1,259.06)	142.58
XI. Profit for the Period from Continuing Operations (IX-X)		23,816.02	15,798.65
XII. Profit/(Loss) from Discontinuing Operations		-	-
XIII. Tax Expense of Discontinuing Operations		-	-
XIV. Profit/(Loss) from Discontinuing Operations (after tax) (XII-XIII)		-	-
XV. Profit after Tax before Minority Interests (XI+XIV)		23,816.02	15,798.65
XVI. Less: Minority Interests		(2,397.37)	(686.29)
XVII. Profit for the year (XV-XVI)		21,418.65	15,112.36
XVIII. Earnings per Equity Share			
Basic		11.06	8.10
Diluted		11.06	8.10

See accompanying notes to the Financial Statements

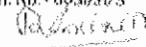
For and on behalf of the Board of Directors,

With our report dated 08/06/2018 attached
For Rangamani & Co
Chartered Accountants
Firm Regn. No. - 003050 S

Thomas John Muthoot
 Managing Director
 DIN: 00811618


Thomas George Muthoot
 Director
 DIN: 00811553


Thomas Muthoot
 Executive Director and
 Chief Financial Officer
 DIN: 00803099


Madhai T.D.
 Company Secretary


R. Sreenivasan
 Partner
 M No. 070666
Thiruvananthapuram
29/05/2018

MUTHOOT FINCORP LIMITED
CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2018

		(Rs. in lakhs)	
	Particulars	2017-18	2016-17
a)	Cash Flow from operating activities		
	Net profit after taxation and extraordinary items	73,916.82	16,705.66
	Adjustments:		
	Depreciation & amortization	7,587.67	8,015.49
	(Profit)/loss on sale of fixed assets	57.81	1.29
	Interest on loan	246.61	-
	Provisions and write offs	15,817.75	17,210.59
	Bad debts written off	770.00	1,974.34
	Net gain on sale of current investments	(2,918.47)	(1,606.13)
	Unrealised gain on loan transfer transactions	(168.02)	-
	Dividend income	(18.77)	(15.90)
	Operating profit before working capital changes	46,037.99	41,485.34
	Movement in Working Capital		
	(Increase) / decrease in short term loans and advances	(168,302.55)	(236,045.91)
	(Increase) / decrease in long term loans and advances	(36,306.71)	(15,422.73)
	(Increase) / decrease in other current assets	12,586.47	(18,503.74)
	Increase / (decrease) in provisions	(18,336.95)	(5,591.06)
	Increase / (decrease) in other current liabilities	46,293.16	84,674.70
	Cash generated from operation	(111,608.90)	(179,504.33)
	Direct taxes paid (net of refund)	(15,095.14)	(12,141.02)
	Net cash flow from / (used in) operating activities (A)	(126,704.04)	(191,644.35)
b)	Cash Flow from investing activities		
	Purchase of fixed and tangible assets	(4,892.12)	(14,533.90)
	Purchase / Sale of Investments	3,000.83	(6,817.16)
	Sale of Fixed Assets	106.30	-
	Profit/(loss) on sale of fixed assets/investments	1,952.37	-
	Dividend received	18.77	15.90
	Net cash flow from / (used in) investing activities (B)	201.44	(20,565.16)
c)	Cash flow from financing activities		
	(Increase) / decrease of short term borrowings	111,612.92	177,728.50
	(Increase) / decrease of long term borrowings	1,573.02	35,106.09
	Dividend and Dividend Tax paid	(1,694.36)	-
	Fresh issue of shares	-	19,550.04
	Issue of shares to Minority Shareholders	31,594.02	1,729.59
	Net cash flow from / (used in) financing activities (C)	145,095.70	234,112.38
	Net increase / (decrease) in cash and cash equivalents (A + B + C)	18,513.10	21,982.37
	Cash and cash equivalents at the beginning of the year	76,089.22	54,027.42
	Cash and cash equivalents at the end of the year	94,602.32	76,009.79

See accompanying notes to the Financial Statements

For and on behalf of the Board of Directors,

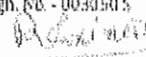
Vide our report dated 08/06/2018 attached
For Rangam & Co
Chartered Accountants
Firm Regn. No. - 0030503

Thomas John Muthoot
 Managing Director
 DIN: 00011618


Thomas George Muthoot
 Director
 DIN: 00011552


Thomas Muthoot
 Executive Director and
 Chief Financial Officer
 DIN: 00092000


Muthoot J.D.
 Company Secretary


R. Sreenivasan
 Partner
 M.No. 020566

Thiruvananthapuram
 29/05/2018
